

28th
ANNUAL REPORT
2012- 13



Roopa Industries Limited

Roopa Industries Limited

Board of Directors : 1. Mr. T.G.Raghavendra
Chairman & Managing Director
2. Mr. V.J.Sarma
Executive Director
3. Mr. R. Madan Mohan Rao
4. Mr. M.T.Sreenivasa Rao
5. Mr. O.D.Reddy

Auditors : M/s. T.Adinarayana & Co.,
Chartered Accountants
Hyderabad – 500 001.

Bankers : State Bank of India
Saifabad, Hyderabad.

Registered Office : 17/745, Alur Road
Adoni – 518 301.
Kurnool District, A.P.

Factory : A3/A4, Phase-IV
IDA, Patancheru
Medak District, A.P.

**Share Transfer Agents
And Depository
Registrars** : M/s. Aarathi Consultants Pvt. Ltd.
Regd. Office : 1-2-285, Domalguda,
Hyderabad – 500 029.

Roopa Industries Limited

NOTICE

NOTICE is hereby given that the Twenty-Eighth Annual General Meeting of the members of Roopa Industries Limited will be held on Saturday, the 28th day of September, 2013 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 31st March 2013 and the Statement of Profit and Loss for the year ended as on that date together with the Reports of the Directors and the Auditors attached thereto.
2. To appoint a Director in place of Sri O.D. Reddy, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Sri V.J. Sarma, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors and to fix their remuneration.

By order of The Board of Directors

T.G. RAGHAVENDRA
CHAIRMAN & MANAGING DIRECTOR

Place : Hyderabad

Date : 13.08.2013

NOTES:

- 1) A member entitled to attend and vote at the 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 of the Company not less than 48 hours before the schedule time of the Annual General Meeting.
- 2) The Register of members and Share Transfer Books of the Company will remain closed from Tuesday, the 24th September, 2013 to Saturday, the 28th September, 2013 (both days inclusive)
- 3) Member/proxies are requested to produce the attendance slip at the entrance of the Registered Office duly completed and signed for admission to the meeting hall.
- 4) All correspondence must be addressed to the Registered Office of the Company.
- 5) Shareholders seeking any information with regard to accounts are requested to write to the company at least 7 days in advance, so as to enable the Company to keep the information ready.
- 6) Shareholders are requested to bring their copy of Annual Report to the meeting.
- 7) Any change of address of the Members may please be notified to the Company or Share Transfer Agents M/s.Aarhi Consultants Pvt Ltd., Regd. Office: 1-2-285, Domalguda, Hyderabad - 500029. Andhra Pradesh, India. Quoting their Registered Folio Number.
- 8) Shareholders are requested to furnish their email id's to company or share transfer agents.

Roopa Industries Limited

Details of Directors seeking appointment/reappointment at the forthcoming Annual General Meeting

(Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	Sri O.D. Reddy	Sri V. J. Sarma
Date of Birth	15.03.1938	10.08.1956
Date of Appointment	30.04.2007	17.03.1997
Qualifications	B.Sc., (Agrl)	Commerce Graduate
Experience in specific areas	More than 36 years experience at Senior Level in Management & Administration in Govt. undertaking	31 years experience in Commercial & Industrial field
Shareholding in the Company	NIL	NIL
Directorship in other Companies	Sree Rayalaseema Alkalies & Allied Chemicals Ltd.	NIL
Membership in other Company Committees	Shareholders Grievance Committee, Share Transfer Committee, Audit Committee in SRAACL	NIL

Roopa Industries Limited

DIRECTORS' REPORT

To
The Members of the Company

Your Directors have pleased in presenting the Twenty Eighth Annual Report of the Company with Audited Accounts of the Company for the year ended 31st March, 2013.

FINANCIAL RESULTS:

Particulars	Rupees in lacs Year ended	
	31.03.2013	31.03.2012
Revenue from Operations (Net)	3211.60	3263.70
Profit before Interest, Depreciation and Tax	127.41	177.18
Interest	40.47	39.18
Depreciation	56.71	49.72
Profit before Tax	30.23	88.28
Provision for Taxation		
Current Tax	6.63	17.45
Deferred Tax	6.08	8.36
Profit After Tax	17.52	62.47
Add : Balance brought forward from last year	201.59	139.12
Balance carried forward to Balance Sheet	219.11	201.59

Your Company had achieved a revenue from operations (Net) of Rs. 3211.60 lacs during 2012-13 as against revenue from operations (Net) of Rs. 3263.70 lacs during 2011-12. The Profit before Interest, Depreciation and Tax during the year under review is Rs.127.41 lacs as against Rs.177.18 lacs during 2011-12. The profit margins are affected due to acute shortage and erratic supply of power causing loss of production and also increase of power cost. However, during the year the Company has concentrated on development of new products and the company is poised for new opportunities for accelerated growth. Hence there is need for ploughing back internal accruals for augmenting the working capital requirement and defer dividend.

DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Sri O D Reddy and Sri V.J Sarma, Directors of the Company retire

by rotation at this Annual General Meeting and being eligible offer themselves for reappointment.

REMUNERATION TO WHOLE TIME DIRECTORS :

Although the members approved in the last Annual General Meeting an increase in remuneration to Chairman and Managing Director and Executive Director, the increase was not given effect as concerned directors deferred the increment in view of dip in profit margins.

FIXED DEPOSITS:

During the year under review the Company has neither invited nor accepted any fixed deposits from the public within the meaning of Section 58A of the Companies Act, 1956.

DISCLOSURES:

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

Additional information on conservation of energy, technology absorption, foreign exchange earning and outgo as required to be disclosed in terms of Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, is annexed hereto and forms part of this report (Annexure-1).

PARTICULARS OF EMPLOYEES:

No statement giving particulars as required by the provisions of section 217 (2A) of the Companies Act 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended, annexed hereto since none of the employees of the Company are in receipt of remuneration in excess of Rs. 60,00,000/- p.a.or Rs. 5,00,000/- p.m. during the year under review.

CORPORATE GOVERNANCE:

A detailed report on the Corporate Governance for the year 2012-13 as required under the Listing Agreement with the Stock Exchanges is annexed to this Report as Annexure - 2.

The Certificate on Compliance of Corporate Governance requirements, issued by the Statutory Auditors of the Company is annexed to the Report on Corporate Governance.

Roopa Industries Limited

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis Report as required under the Listing Agreement with Bombay Stock Exchange Limited, Mumbai is annexed hereto. (Annexure-3)

AUDIT COMMITTEE:

The Audit Committee continues to function to comply with the requirements of Sec. 292 (A) of the Companies Act, 1956 and also Clause 49 of the Listing Agreement. The Audit Committee comprises of Sri M.T.Sreenivasa Rao Independent Director as Chairman of the Audit Committee. Sri R Madan Mohan Rao and Sri O.D.Reddy, Independent Directors of the Company as its members.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirements under Section 217 (2AA) of the Companies Act, 1956, with respect to Directors' responsibility statement, it is hereby confirmed:

- (i) That in the preparation of the Accounts for the financial year ended 31st March, 2013, the applicable accounting standards have been followed along with proper explanation relating to material departures:
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments 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 years and of the profit of the Company for the year under review:
- (iii) 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, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities:
- (iv) That the Directors have prepared the Accounts for the financial year ended 31st March, 2013 on a 'going concern' basis

AUDITORS AND THEIR REPORT:

T. Adinarayana & Co., Chartered Accountants, Hyderabad, the 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.

COST AUDIT:

The Company is covered by circular of Ministry of Corporate Affairs for the cost audit U/s 233B(2) of the Companies Act for the product manufactured by the company. The company has already appointed cost auditor for the financial year 2012-13 and cost audit is under progress.

LISTING AT STOCK EXCHANGES:

The Equity Shares of the Company continue to be listed on Mumbai Stock Exchange Limited, Mumbai. The annual listing fee for the year 2013-14 has been paid.

ACKNOWLEDGEMENTS:

Your Directors thank State Bank of India for their continued unstinted support for the growth of the Company.

Your Directors thank the various departments of the Central and State Governments and Bankers of the Company for their co-operation and assistance. Your Directors also thank the shareholders of the Company for their continued interest and support and finally all the employees for their services during the year.

For and on behalf of the Board of Directors

TG RAGHAVENDRA
CHAIRMAN & MANAGING DIRECTOR

Place :Hyderabad

Date : 13.08.2013

**REPORT ON ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND
FOREIGN EXCHANGE EARNINGS AND OUTGO :**

Disclosure of particulars with respect to conservation of energy, technology absorption and foreign exchange earning and outgo as required under Companies (Disclosure of Particulars in the Board of Directors’ Report) Rules, 1988.

FORM – A

Form for Disclosure of particulars with respect to conservation of Energy.

A) POWER AND FUEL CONSUMPTION:

	2012-13	2011-12
a) Electricity:		
Purchased Units	18,26,011	24,91,845
Total Amount (Rs)	1,26,52,028	1,07,33,475
Rate Per Unit (Rs)	6.93	4.31
b) Own Generation:		
Through Diesel Generator	203369 KW Hr	71550 KW Hr
Units per Ltr of Diesel	3.25	3.25
Cost per Unit (Rs)	15.18	13.67

B) CONSUMPTION PER UNIT OF PRODUCTION:

Production (kgs)	6,72,138	6,84,842
Power Consumption Per Kg. (Rs)	38.72	21.86

FORM – B

A) TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION:

The Company has adopted indigeneous 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 yields of existing products and the Company is fully utilizing the facilities.

C) FOREIGN EXCHANGE EARNING AND OUTGO:

i) Activities relating to export, initiatives to increase exports, Developments of New Export markets for Products and Services and Export Plan.

The Company is making continuous efforts for exploring export market for Tri Phenyl Phosphine and Gloucosamine Hydrochloride. Due to these efforts the Company was successful in identifying potential foreign buyers.

ii) Total foreign exchange used and earned: (Rupees in lacs)

	2012-13	2011-12
Used	449.51	423.78
Earned	340.01	709.04

For and on behalf of the Board of Directors

Place : Hyderabad
Date : 13.08.2013

**(TG RAGHAVENDRA)
CHAIRMAN & MANAGING DIRECTOR**

REPORT ON CORPORATE GOVERNANCE

1. Company’s Philosophy on Code of Governance:

The Company’s Philosophy of Corporate Governance is in assisting the management for operating the industry in efficient way and meeting the obligations to the share holders and stake holders. The Company believes in hard and sincere work for achieving goals and enhancing the long term values of the Company.

Roopa Industries Ltd., (RIL) 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. RIL 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:

i) Pecuniary Relationship:

Non Executive Directors do not have any pecuniary relationship with the Company except as stated of this report.

ii) Composition:

The present strength of the Board of Directors is five, out of which three are non-executive independent Directors, two Executive Directors, (including Chairman and Managing Director (CMD) and one (Executive Director). The details of the composition of the existing Board of Directors, attendance at the Board Meetings (BM) held during the financial year under review and at the last Annual General Meeting (AGM) and the number of Directorships and memberships/ chairmanships in public limited companies are given below:

Sl. No.	Name of Director	Category	FY 2012-13 Attendance at		As on 13 th August, 2013		
			BM	Last AGM	No. of Directorship	Committee Positions	
						Member	Chairman
1.	Sri T.G. Raghavendra	Executive, CMD	7	Yes	2	1	NIL
2.	Sri V.J Sarma	Executive, Executive Director	7	Yes	1	1	NIL
3.	Sri M.T.Sreenivasa Rao	Non-Executive, IND	7	Yes	1	1	2
4.	Sri R Madanmohan Rao	Non-Executive, IND	7	Yes	10	1	1
5	Sri O.D Reddy	Non-Executive, IND	7	Yes	2	2	NIL

CMD = Chairman and Managing Director, ED = Executive Director, IND = Independent Director.

The back ground of the Directors is given below :

Mr. T.G. RAGHAVENDRA

Hailing from a business family, was in charge of commercial and administrative activities of edible oils, vanaspati and allied industries soon after studies and was acclaimed for his acumen and shrewdness coupled with dynamic approach and profit-oriented-vision. With the back ground of this rich experience for about 31 years, he promoted Roopa Industries Limited, which is being run successfully under his stewardship as Chairman and Managing Director. His appetite for social service in the field of providing education, resulted in establishing institutions from nursery to polytechnic, which he runs as secretary and correspondent

Mr. V.J SARMA

Started managerial career immediately after studies, because of work experience while studying. Served in senior positions in cotton, refined oils & vanaspati, and cement industries in administration, finance, marketing & commerce and factory management for over 23 years and has been on the Board of Roopa Industries Limited there after.

Mr. R.MADAN MOHAN RAO

Being qualified M.Tech with chemical Engineering specialization, he has more than 37 years of experience in different capacities in varied industries i.e., paper, chemicals & industrial finance. His brief stint at Andhra Pradesh State Financial Corporation had been hailed by many for his skills of project evaluation and appraisal in providing industrial finance to diverse industrial entities in Andhra Pradesh. Presently he is serving as Vice President (projects) in Brilliant Biopharma Ltd.

Mr. M.T.SREENIVASA RAO

A Chartered Accountant with 40 years experience in Finance and commercial areas

Mr. O.D. REDDY

O.D. Reddy is a BSc (Ag) graduate. He has put in more than 33 years service in senior management positions in Food Corporation of India (FCI). During his tenure with FCI he has implemented various quality improvement, cost cutting measures which has resulted in savings and preserving agricultural commodities for long time. Further, his rich experience and expertise in human relations, object oriented achievements resulting in timely suggestions and advices for solving practical problems encountered by the company in which he is a Director.

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None of the Directors on the Company's Board is a member on more than ten Committees and Chairman of more than five Committees across all the Companies, in which he is a Director.

iii) Number of Board Meetings held:

During the year under review, Seven meetings of the Board of Directors of the Company were held on 9th April, 2012, 30th May, 2012, 13th August, 2012, 12th November, 2012, 3rd January 2013, 14th February 2013 and 19th February, 2013.

The required information as enumerated in Annexure I to Clause 49 of the Listing Agreement was made available to the Board of Directors for discussion and consideration at the Board meetings.

3. Committees of the Board:

The Board of Directors have constituted the following Committees with adequate delegation of powers as required. The Committees constituted by the Board as on date are as follows.

i) Audit Committee:

The Audit Committee has been constituted as per the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with Stock Exchange.

a) Terms of Reference:

The terms of reference to Audit Committee covers all the matters as specified for Audit Committee under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956 and inter-alia include the following:

1. Oversight of the Company's financial reporting process to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board appointment, reappointment, fixation of fees etc., of statutory auditors, etc.,
3. Reviewing with management the annual Financial Statement before submitting to the Board with particular reference to Directors Responsibility statement, changes in Accounting Policies, major accounting entries involving estimates, compliance with other Listing Agreement, disclosure of other related party transactions.
4. Qualifications in draft Audit Report.
5. Reviewing with management quarterly financial statements
6. The adequacy of internal audit functions.
7. Discussions with statutory auditors before the audit commences.
8. Reviewing the findings of any investigations by the internal auditors etc.,

b) Composition:

The Audit Committee of the Board for the financial year ended 31.03.2013 comprises three independent Directors, who have the relevant financial and accounting knowledge. The composition and their attendance at its meetings are given hereunder:

S. No.	Name of the Director	Category	No. of Meetings Held	Meetings Attended
1.	Sri M.T. Sreenivasa Rao Chairman	Non-Executive Independent	6	6
2.	Sri R. Madan Mohan Rao Member	Non-Executive- Independent	6	6
3.	Sri O.D. Reddy Member	Non-Executive Independent	6	6

c) Number of Meetings held:

During the year under review, six meetings of the Audit Committee of the Board were held on 30th May, 2012, 13th August, 2012, 22nd October 2012, 12th November, 2012, 22nd December 2012 and 14th February, 2013.

The Executive Director was present as invitee at all the meetings of the Audit Committee and Statutory Auditors were invited as and when required.

ii) Shareholders/Investors' Grievance Committee:

The Investors Grievance Committee of the Board is empowered to oversee the redressal of investor complaints pertaining to share transfers, issue of duplicate share certificates, non-receipt of annual reports, dematerialization of shares and other miscellaneous complaints.

a) Composition:

The composition of the Investors' Grievance Committee for the financial year ended 31.03.2013 and attendance at its meetings are given hereunder:

S. No.	Name of the Director	Designation	Category	No. of Meetings Attended
1.	Sri. M.T. Sreenivasa Rao	Chairman	Non-Executive Independent	4
2.	Sri TG Raghavendra	Member	Executive	4
3.	Sri V.J. Sarma	Member	Executive	4

b) Number of meetings held:

During the year under review, Four meetings of the Investor Grievance Committee were held on 30th June, 2012, 27th August, 2012, 28th November, 2012 and 14th February, 2013.

c) Analysis of Complaints:

The Company addresses all complaints, suggestions and grievances expeditiously and replies have been sent/ issues resolved usually within 15 days unless there is a dispute over facts or any other legal constraint. However, during the year the company has not received any complaints / grievance / letters from the shareholders.

iii) Remuneration Committee:

The Remuneration Committee of the Board of Directors of the Company is empowered to review the remuneration of Executive Directors of the Company.

a) Composition:

The composition of Remuneration Committee of the Board and the attendance at its meetings for the financial year ended 31.03.2013 are given hereunder.

S. No.	Name of the Director	Designation	Category	No. of Meetings Attended
1.	Sri R. Madanmohan Rao	Chairman	Non-Executive-Independent	1
2.	Sri M.T Sreenivasa Rao	Member	Non-Executive-Independent	1
3.	Sri O D Reddy	Member	Non-Executive-Independent	1

All the members of the committee should be present to form the quorum.

b) Number of Meetings:

During the year under review, one meeting of the Remuneration Committee was held on 01.08.2012.

c) Remuneration Policy:

The remuneration of the Executive Directors is decided by the Remuneration Committee based on criteria such as industry benchmarks, the Company's performance vis-à-vis the industry, responsibilities shouldered, performance/track record of the whole-time Directors and is reported to the Board of Directors. The Committee periodically reviews and recommends suitable revision in the remuneration package of Executive Directors to the Board. The Company pays remuneration by way of salary, perquisites and allowances to its whole-time Directors.

d) Remuneration to Directors:

The Company does not pay any sitting fees or other remuneration to the Non-Executive Directors. The details of the remuneration paid to the Executive Directors during the period under review are as follows :

(Rupees)

S. No.	Name of the Director	Salary perquisites	Sitting Fees	Total
1.	Sri. T.G.Raghavendra	15,00,000	NIL	15,00,000
2.	Sri. V.J. Sarma	12,00,000	NIL	12,00,000

4. GENERAL BODY MEETINGS:

The last three Annual General Meetings were held as follows.

Financial Year	Day & Date	Time	Venue
2011-12	Friday & 28.09.2012	10.00 A.M.	17/745, Alur Road, Adoni
2010-11	Monday & 26.09.2011	10.00 A.M.	17/745, Alur Road, Adoni
2009-10	Wednesday & 29.09.2010	10.00 A.M.	17/745, Alur Road, Adoni

All resolutions moved at the last Annual General Meeting were passed unanimously by a show hands by the members attending the meeting.

The last Annual General Meeting of the Company was held on 28th September, 2012 and it was attended by the all the Directors including Sri M.T Sreenivasa Rao, Chairman of Audit Committee.

The following special resolutions were passed at the previous three Annual General Meetings:

a) 2009-2010 :

1. Increase in remuneration of Sri TG Raghavendra, Chairman and Managing Director of the Company from existing Rs. 1,00,000/- per month to Rs.1,25,000/- per month effective from 1st April, 2010 for the remaining period of his appointment ie., upto 30th September, 2012.
2. Increase in remuneration of Sri VJ Sarma, Executive Director of the Company from existing Rs. 50,000/- per month to Rs.1,00,000/- per month effective from 1st April, 2010 for the remaining period of his appointment ie., upto 30th September, 2012.
3. Allotment of preferential shares issue and allot 11,21,820 convertible share warrants of a face value of Rs.10/- each for cash at an issue price of Rs.11.48 per warrant as computed in accordance with SEBI (ICDR) Regulations 2009.

b) 2010-2011 :

Nil

c) 2011-12 :

1. Increase in remuneration of Sri TG Raghavendra, Chairman and Managing Director of the Company from existing 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, Executive Director of the company from existing 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.

- 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 Section 192A of the Companies Act, 1956. Further, no such resolution is proposed to be placed for the approval of the shareholders at the forthcoming Annual General Meeting.

5. DISCLOSURES :

a. Related Party Transactions:

None of the transactions with related parties were in conflict with the interests of the Company at large. The details of related party transactions are furnished under Note 32 of Notes forming part of financial statements to comply with the Accounting Standard – 18.

b. Compliances by the Company:

The Company has complied with the statutory provisions, rules and regulations relating to the capital markets during the last three years and no penalties or strictures have been imposed on the Company by Stock Exchanges, SEBI or any other statutory authorities on matters related to capital markets for the said period. The Company is complying with all mandatory requirements stipulated in Clause 49 of the Listing Agreement and non mandatory requirements are not yet adopted by the company.

c. Risk Management:

An analysis of Company's covering; strategic (Business), Financial, Legal and Compliance risks as perceived by the management are being made and reviewed. Appropriate measures for mitigating these risks are being initiated.

6. MEANS OF COMMUNICATION :

The company published its quarterly, half yearly and annual results in the Business Standard (English) and Surya (Telugu) news papers generally.

In addition to this the company is communicating its results to all the Stock Exchanges where the shares are listed. Further quarterly results, shareholding pattern and other related information is placed on the company's website. The company is also making presentations to the Financial institutions with all the details relating its quarterly results. Further to confirm that the management discussion and analysis report communicated to shareholders and all the concerned has been made part and parcel of Annual Report. Further the Quarterly/Half yearly Results are generally posted in Company's website.

7. NON-MANDATORY REQUIREMENTS:

i) Chairman of the Board:

Since the Chairman being an Executive, compliance with the requirement specified therein does not arise.

ii) Remuneration Committee:

The Board constituted a Remuneration Committee of the Board to discharge the matters specified therein.

iii) Shareholders Rights / Audit Qualifications :

The quarterly financial results are published in the newspapers and hosted in Company's website. The results are not separately circulated to the shareholders. The Statutory Auditors have given their Audit Report without any qualifications.

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- iv) The company has not adopted other non-mandatory requirements like peer review of Non-Executive Directors, Whistle Blower Policy etc.,

8. GENERAL SHARE HOLDER'S INFORMATION :

a. 28th Annual General Meeting:

Day, Date and Time : Saturday, the 28th September, 2013 at 10.00 A.M

Venue : 17/745, Alur Road, Adoni, Kurnool Dist., Andhra Pradesh, India.

As required under clause 49 VI (A) of the listing agreement, particulars of Directors seeking reappointment are given in the notes and explanatory statement to the notice of the Annual General Meeting to be held on 28-09-2013.

b. Financial Calendar (Tentative) : 1st April 2013 to 31st March, 2014

Financial Reporting :

For the Quarter ended : July/August, 2013

30th June, 2013

For the Quarter ended : October/November, 2013

30th September, 2013

For the Quarter ended : January/February, 2014

31st December, 2013

For the Quarter ended : April/May, 2014

31st March, 2014

Year ending 31st March, 2014 : April/May, 2014

c. Dates of Book Closure : 24th September, 2013 to 28th September, 2013

d. Dividend payment date : Not Applicable

e. Listing on Stock Exchange : The Equity Shares of the Company as on date are listed on "Bombay Stock Exchange Limited", Mumbai. The Company confirms that it has paid the annual listing fees for the year 2013-14 to "Bombay Stock Exchange Limited", Mumbai.

f. Stock Code : Bombay Stock Exchange Limited, Mumbai -530991

g. Stock Market Data : High/Low price quotations in each Month of the last financial year 2012-13 on the Bombay Stock Exchange Limited, Mumbai.

MONTH	HIGH	LOW	VOLUME
April, 2012	8.79	7.30	8414
May, 2012	7.57	6.94	1705
June, 2012	6.98	5.65	5812
July, 2012	7.97	5.91	9821
August, 2012	7.27	5.55	8477
September, 2012	6.90	6.01	14427
October, 2012	6.98	5.64	10716
November, 2012	6.30	5.25	23116
December, 2012	9.52	6.28	12798
January, 2013	9.45	7.40	23574
February, 2013	8.50	6.61	5855
March, 2013	8.26	5.61	8640

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h) Registrars and Transfer Agents:

The Members are requested to correspond with the Company's Registrar & Transfer Agent, M/s.Aarthi Consultants Private Limited, at the following address for both physical transfers and Demat shares:

M/s.Aarthi Consultants Pvt Ltd.,
Regd. Office: 1-2-285, Domalguda,
Hyderabad – 500029.
Phone No's : 040-27638111, 27634445, 27642217, 66611921
Fax: 040-27632184,
Email: info@aarthicconsultants.com, Website: www.aarthicconsultants.com

i) 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.

j) Distribution of Shareholding as on 31st March, 2013

No. of Shares	No. of Shareholders	No. of Shares	% To the Total Shares
Up to 5000	2006	506743	6.44
5001 to 10000	439	390021	4.96
10001 to 20000	154	242339	3.08
20001 to 30000	204	522694	6.64
30001 to 40000	15	53929	0.69
40001 to 50000	69	341451	4.34
50001 to 100000	51	426344	5.42
100001 and above	48	5381999	68.43
Total	2,986	78,65,520	100.00

k) Shareholding Pattern as on 31st March, 2013

S. No.	Category	No. of Share Held	Percentage
1.	Promoters	37,51,969	47.70
2.	Banks & Financial Institutions	0	0.00
3	Corporate Bodies	2,42,273	3.08
4.	Indian Public	30,71,469	39.05
5	NRIs / OCBs	7,99,809	10.17
	TOTAL	78,65,520	100.00

l) Dematerialization of Shares:

The shares of the Company are in the category of compulsory delivery in dematerialized mode by all categories of investors and are available for trading in the depository systems of both the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL).

The Company has signed agreements with both the depositories i.e., National Securities Depository Ltd., and Central Depository Services (India) Ltd. As on 31st March, 2013, 61,41,525 Equity Shares of the Company constituting over 78.08% of the Share Capital of the Company, stand dematerialized.

- m) Outstanding ADRs / GDRs / Warrants or any convertible Instruments, conversion date and likely impact on equity :** Nil
- n) A code of conduct is duly approved by the Board on 29.04.2009 and 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 31.03.2013.

Place: Hyderabad
Date : 13.08.2013

Sd/-
(T.G.RAGHAVENDRA)
CHAIRMAN AND MANAGING DIRECTOR

- o) Plant Location :** The Company's Plant is Located at :
Roopa Industries Limited
A3, A4, Phase-IV, IDA
Patancheru-502 319, Medak Dist, A.P., India.
- p) Address for Correspondence :**
1. Roopa Industries Limited
Regd.Office: 17745, Alur Road
Adoni – 518 301, Kurnool Dist.
Andhra Pradesh, India.
 2. Roopa Industries Limited
A3 A4, Phase-IV, IDA
Patancheru-502 319,
Medak Dist, A.P. India.

For and on behalf of the Board of Directors

(TG RAGHAVENDRA)
CHAIRMAN & MANAGING DIRECTOR

PLACE : Hyderabad
DATE : 13.08.2013

Auditors Report on Corporate Governance

To
The Members of M/s. Roopa Industries Limited

We have examined the compliance of conditions of Corporate Governance by Roopa Industries Limited for the year ended 31st March 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance. 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that in respect of Investor grievances received during the year ended 31st March, 2013 no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

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 **T.ADINARAYANA & CO.,**
CHARTERED ACCOUNTANTS
(Regn. No. 000041S)

Place : Hyderabad
Date : 16.08.2013

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

MANAGEMENT'S DISCUSSION & ANALYSIS

Industry Structure and Developments:

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.

Outlook on opportunities:

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.

Outlook on Threats, Risks and Concerns:

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 sale of Rs. 3211.60 Lakhs

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 review periodically the financial statements before they are submitted to Board and further ensure compliance of internal controls.

Financial Performance:

Financial Highlights :

(Rs. in Lacs)

Particulars	During Year 2012-13	During Year 2011-12
Revenue from Operations (Net)	3211.60	3263.70
PBIDT	127.41	177.18
Profit before tax	30.23	88.28
Profit after tax	17.52	62.47

The revenue from operations (Net) during the year are Rs.3211.60 Lakhs as against Rs. 3263.70 Lakhs during the year 2011-12. The profit before interest, depreciation and tax is Rs. 127.41 Lakhs as against Rs. 177.18 Lakhs in the previous year. The profit before taxation for the year is Rs.30.23 Lakhs as against Rs. 88.28 Lakhs during the year 2011-12.

Roopa Industries Limited

Human Resources:

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.

Cautionary statement:

The statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates or 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 and the achievement of results is subject to risks, uncertainties, and even inaccurate assumptions. Important factors that could make a difference to the company's operations include economic conditions affecting demand/supply and price conditions in the domestic and global markets in which the Company operates, changes in the Government regulations, policies, tax laws and other statutes and other incidental factors.

For and on behalf of the Board of Directors

Place : Hyderabad
Date : 13.08.2013

(TG RAGHAVENDRA)
CHAIRMAN & MANAGING DIRECTOR

Roopa Industries Limited

T.ADINARAYAN & CO
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To,

The Members of Roopa Industries Limited

1. Report on the Financial Statements

We have audited the accompanying financial statements of Roopa Industries Limited, which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) In the case of the Statement Profit and Loss of the profit for the year ended on that date; and

- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as 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 Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e. On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

for T.ADINARAYANA & CO.,
CHARTERED ACCOUNTANTS
(Regn. No..000041S)

Place : Hyderabad
Date : 28-05-2013

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

Roopa Industries Limited

ANNEXURE REFERRED TO IN PARAGRAPH 1 OF AUDITORS' REPORT OF EVEN DATE ON THE ACCOUNTS OF ROOPA INDUSTRIES LIMITED FOR THE YEAR ENDED 31ST MARCH, 2013.

1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
b) As explained to us, the fixed assets have been physically verified by the management according to the phased programme designed to cover all the fixed assets on rotation basis. In respect of fixed assets verified according to this programme, which is considered reasonable, no material discrepancies were noticed on such verification. As regards capital works in progress, the same will be verified by the management on completion of assets.
c) The Company has not disposed off the substantial part of Fixed Asset which affects the going concern concept of the Company.
2. a) The inventories of the Company have been physically verified by the Management during the year at reasonable intervals.
b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business
c) The Company has maintained proper records of inventories and the discrepancies noticed on physical verification of stocks as compared to book records, which in our opinion were not material, have been properly dealt with in the books of account
3. a) The Company has neither granted nor taken any loans, secured or unsecured, to/ from Companies, firms or other parties covered in the register maintained under Sec. 301 of the Companies Act, 1956. Accordingly, the provisions of Clause 4 (iii) (b), (c), (d), (e), (f) and (g) of the companies (Auditors' Report) Order, 2003 are not applicable to the Company,
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuous failure to correct major weaknesses in internal controls.
5. a) In our opinion, the particulars of contracts or arrangements referred to in Sec. 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that Section.
b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the registers maintained under Section 301 of the Companies Act 1956 have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. According to the information and explanation given to us, the Company has not accepted any deposits from the public covered by the directions issued by the Reserve Bank of India and Section 58A and 58AA of the Companies Act, 1956 or any other provisions of the Act and the rules framed there under where applicable and issuance of Order by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal in this regard does not arise.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business and it was informed that no material irregularities were noticed by the internal auditors during the period of audit.
8. We have broadly reviewed without making a detailed examination of the records maintained by the Company pursuant to the order made by the Central Government for the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed records have been made and maintained.
9. a) According to the records of the Company and as per the information and explanations given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs duty, Excise duty, Cess and other statutory dues.
b) According to the information and explanations given to us no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs duty, Excise duty, Cess and other undisputed statutory were outstanding at the year for the year period more than 6 months from the date they became payable.
c) According to the information and explanation given to us, there are no amounts in respect of Excise Duty, Customs duty, Sales Tax, Wealth Tax, Service Tax, Income-tax and Cess which have not been deposited with the appropriate authorities on account of any dispute.
10. As per the information and explanations given to us and on an overall examination of the financial statements of the Company for the current and immediately preceding financial year, we report that the Company does not have any accumulated losses at the end of the current financial year nor incurred cash losses in the current and immediately preceding financial year.
11. As per the records of the Company, the Company has not defaulted during the year in repayment of dues to financial institution or banks or debenture holders.
12. As per the information and explanation given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities to any body during the year.

Roopa Industries Limited

13. The Company is not a chitfund or a nidhi/mutual benefit fund/ society. Therefore the provisions of Clause 4 (xiii) of the order are not applicable to the Company.
14. As per the records of the Company, the investments made in the nature of shares other companies are held in the name of the Company and necessary records recording the transactions and relevant entries have been maintained.
15. As per the information and explanations given to us, the Company has not given any guarantees for the Loans taken by others from Banks or financial institutions.
16. According to the records of the Company, the Company has not raised any term loans during the year under review.
17. As per the information and explanations given to us and on an overall examination of the balance sheet and cash flow statement of the Company, we are of the opinion that no funds raised on short-term basis have been used for long-term investment
18. As per the information and explanations given to us, during the year the Company has made a preferential allotment of shares but not to company covered in the Register maintained under section 301 of the Companies Act, 1956. The said preferential allotment is in compliance with SEBI (ICDR) regulations.
19. The Company has not issued any debentures during the year, which requires the creation of security or charge.
20. During the period covered by our Audit Report, the Company has not raised any money by way of Public Issue.
21. As per the representation given by the Company and relied on by us, no fraud on or by the Company has been noticed or reported during the year.

for **T.ADINARAYANA & CO.,**
CHARTERED ACCOUNTANTS
(Regn. No..000041S)

Place : Hyderabad
Date : 28-05-2013

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

Roopa Industries Limited

BALANCE SHEET AS AT 31ST MARCH, 2013

Particulars	Note No.	As at 31.03.2013 (In Rs.)	As at 31.03.2012 (In Rs.)
I. EQUITY AND LIABILITIES			
(1) Shareholder's funds			
(a) Share Capital	1	7,86,55,200	7,47,22,440
(b) Reserves and surplus	2	2,63,16,726	2,39,82,639
(c) Money received against warrants		-	11,28,702
		10,49,71,926	9,98,33,781
(2) Share application money pending allotment			
		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	2,37,33,313	2,80,95,336
(b) Deferred tax liabilities (Net)	4	64,54,406	58,46,218
(c) Other long term liabilities		-	-
(d) Long-term provisions	5	21,67,935	16,94,465
		3,23,55,654	3,56,36,019
(4) Current Liabilities			
(a) Short-term borrowings	6	3,53,26,081	2,09,60,821
(b) Trade payables	7	5,54,62,006	4,56,98,174
(c) Other current liabilities	8	48,15,165	40,75,986
(d) Short-term provisions	9	5,66,495	19,44,625
		9,61,69,747	7,26,79,606
TOTAL		23,34,97,327	20,81,49,406
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	7,09,83,229	7,01,41,923
(ii) Intangible assets		-	-
(iii) Capital work-in-progress	10	1,37,13,701	1,28,31,338
(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	1,29,75,544	1,26,32,844
(e) Other non-current assets		-	-
		9,81,09,376	9,60,43,007
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	13	5,12,23,272	2,39,67,120
(c) Trade receivables	14	7,16,14,577	6,68,77,967
(d) Cash and Bank balances	15	54,08,684	1,20,12,526
(e) Short-term loans and advances	16	50,97,016	48,68,433
(f) Other current assets	17	20,44,402	43,80,353
		13,53,87,951	11,21,06,399
TOTAL		23,34,97,327	20,81,49,406

Significant Accounting Policies

Notes on Financial Statements

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 : 28-05-2013

Place: Hyderabad

Date : 28-05-2013

Roopa Industries Limited

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	Note No.	Year ended 31.03.2013 (In Rs.)	Year ended 31.03.2012 (In Rs.)
I. Revenue from Operations (Gross)	18	35,11,02,626	34,85,68,184
Less: Excise duty		2,99,43,088	2,21,98,374
Revenue from Operations (Net)		32,11,59,538	32,63,69,810
II. Other income	19	10,00,196	9,15,407
III. Total revenue		32,21,59,734	32,72,85,217
IV. Expenses			
Cost of materials consumed	20	24,26,92,393	21,79,18,450
Purchase of stock-in-trade		7,51,517	-
Changes in inventories of Finished goods, Work-in-Progress and Stock-in-trade	21	(2,61,98,445)	39,98,054
Employee benefits expenses	22	2,28,64,112	2,00,87,376
Finance costs	23	82,24,220	1,24,48,098
Depreciation and amortization expenses	24	56,70,653	49,72,476
Other expenses	25	6,46,84,819	5,95,41,658
Total Expenses		31,86,89,269	31,89,66,112
V. Profit Before exceptional and extraordinary items and tax (III - IV)		34,70,465	83,19,105
VI. Exceptional Items (Excess provision written back)		4,47,219	(5,08,991)
VII. Profit before extraordinary items and tax (V - VI)		30,23,246	88,28,096
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		30,23,246	88,28,096
X. Tax expense:			
(1) Current Tax		6,63,021	17,45,152
(2) Deferred Tax Liability		6,08,188	8,35,538
XI. Profit(Loss) for the period from continuing operations (IX - X)		17,52,037	62,47,406
XII. Profit(Loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit(Loss) from discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		17,52,037	62,47,406
XVI. Earnings per equity share:			
(1) Basic		0.22	0.88
(2) Diluted		0.22	0.88
(3) Face value per share		10.00	10.00

Significant Accounting Policies

Notes on Financial Statements

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 : 28-05-2013

Place: Hyderabad

Date : 28-05-2013

Roopa Industries Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013 (AS PER CLAUSE 32 OF THE LISTING AGREEMENT)

	Rs. In Lacs 2012-13	Rs. In Lacs 2011-12
A. CASH FLOW FROM OPERATIONS		
Net profit Before Tax and Extra-Ordinary items	30.23	88.28
Adjustment for		
Depreciation	56.71	49.73
Interest paid	40.47	39.18
Interest received	(8.90)	(8.95)
Dividend received	0.00	(0.19)
Operating Profit before Working Capital Changes	118.51	168.05
Adjustment for		
Trade and Other Receivables	(24.01)	(40.85)
Inventories	(272.56)	78.98
Trade Payables and Others	106.64	(57.66)
Cash Generated from Operations	(71.42)	148.52
Direct Taxes	(17.28)	(12.93)
NET CASH FLOW FROM /(USED IN) OPERATING ACTIVITIES	(88.70)	135.59
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(76.72)	(133.08)
Sale of Fixed Assets	2.78	-
Interest Received	8.90	8.95
Dividend Received	0.00	0.19
NET CASH FLOW FROM /(USED IN) INVESTING ACTIVITIES	(65.04)	(123.94)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Share Capital and Warrants	28.04	26.64
Proceeds from Share Premium	5.82	5.53
Proceeds from Borrowings	100.02	(24.49)
Proceeds from loans and advances	(5.71)	0.56
Interest paid	(40.47)	(39.18)
NET CASH FLOW FROM /(USED IN) FINANCING ACTIVITIES	87.70	(30.94)
D. NET INCREASE / DECREASE IN CASH AND CASH EQUIVALENT (A+B+C)	(66.04)	(19.29)
Cash and Cash Equivalents as at the commencement of the year	120.13	139.42
Cash and Cash Equivalents as at the close of the year	54.09	120.13

Notes : 1 Cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standar-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 31.03.2013.

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 : 28-05-2013

Place: Hyderabad

Date : 28-05-2013

Roopa Industries Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. SHARE CAPITAL	As at 31 st March (Rs.)	
	2013	2012
Authorised Share Capital 90,00,000 (90,00,000) Equity Shares of Rs. 10/- each	9,00,00,000	9,00,00,000
Total	9,00,00,000	9,00,00,000
Issued, Subscribed and Paid up Share Capital 78,65,520 (74,72,244) Equity Shares of Rs. 10/- each	7,86,55,200	7,47,22,440
Total	7,86,55,200	7,47,22,440

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

Particulars	Year ended 31 st March, 2013		Year ended 31 st March, 2012	
	Number	Rs.	Number	Rs.
Equity shares at the beginning of the year	74,72,244	7,47,22,440	70,98,632	7,09,86,320
Add: Shares issued during the year on conversion of warrants	3,93,276	39,32,760	3,73,612	37,36,120
Equity shares at the end of the year	78,65,520	7,86,55,200	74,72,244	7,47,22,440

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 st March, 2013		Year ended 31 st March, 2012	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Star Niochem Private Limited	14,87,671	18.91	10,94,395	14.65
2	SRHHL Industries Ltd	13,72,455	17.45	13,72,455	18.37
3	T.G.Raghavendra	6,30,045	8.01	6,30,045	8.43
		34,90,171	44.37	30,96,895	41.45

d. **Utilisation of share issue proceeds**

Particulars	As at 31 st March (Rs.)	
	2013	2012
Gross Proceeds of the Issue received upto the year	1,28,78,496	83,63,686
Utilisation of funds upto the year	1,28,78,496	19,27,263
Unutilised amount represented by Fixed Deposit with Bank (See Note 15)	-	64,36,423

e. **Terms of Warrants:**

The holders of 11,21,820 warrants were entitled to apply for one equity share of Rs.10 each per warrant at a premium of Rs.1.48 at any time within 18months in 3 tranches of the warrant exercise period that is between 12th October, 2010 to 9th April, 2012. The Company had one time call option of compulsory conversion of warrants at any time within the warrant exercise period.

Within such warrant exercise period, the Company received applications from warrant holders for conversion of 11,21,820 warrants into equity shares for an amount aggregating to Rs.1,28,78,496 (including Securities premium) and have been converted into 11,21,820 equity shares (Equity Share Capital of Rs.1,12,18,200 and Securities Premium of Rs.16,60,296).

f. **Reconciliation of the warrants outstanding at the beginning and at the end of the reporting period**

Particulars	Number of Warrants As at 31 st March	
	2013	2012
Warrants originally issued under Share warrants	11,21,820	11,21,820
Warrants outstanding at the beginning of the year	3,93,276	7,66,888
Less: Warrants converted into equity shares during the year	3,93,276	3,73,612
Warrants outstanding at the end of the year	-	3,93,276

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

2.	RESERVES AND SURPLUS	As at 31 st March (Rs.)	
		2013	2012
	a. Securities Premium Reserve		
	Opening Balance as per last Balance Sheet	10,78,246	5,25,300
	Add: Premium on conversion of warrants into Equity shares	5,82,050	5,52,946
	Closing Balance	16,60,296	10,78,246
	b. Capital Reserves		
	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
	c. Surplus		
	Opening Balance as per last Balance Sheet	2,01,59,318	1,39,11,912
	Add: Profit for the year	17,52,037	62,47,406
	Closing Balance	2,19,11,355	2,01,59,318
	Total (a+b+c)	2,63,16,726	2,39,82,639

3.	LONG TERM BORROWINGS	As at 31 st March (Rs.)	
		2013	2012
	a. Term Loans from Banks-Secured	18,83,182	45,41,160
	b. Loans from Others-Unsecured	2,18,50,131	2,35,54,176
	Total (a + b)	2,37,33,313	2,80,95,336

Term Loan is secured by hypothecation of equipment purchased out of Bank finance and Plant and Machinery and other Fixed assets of the Company. Term loan on Vehicle is secured by hypothecation of Vehicle purchased out of Bank finance. The housing loan is secured by hypothecation of concerned House property purchased out of Bank finance. Further all the Term loans are secured by the guarantee of the Chairman & Managing Director in his individual capacity.

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.

Vehicle loan was totally repaid during the year, last instalment with June, 2012. Term loan repayment in 12 quarterly installments commencing from March, 2012. Housing loan repayment in 78 monthly installments commencing from February, 2008 to July, 2014.

4.	DEFERRED TAX LIABILITIES (NET)	As at 31 st March (Rs.)	
		2013	2012
	a. Deferred Tax Liability		
	Depreciation	79,70,868	72,16,378
		79,70,868	72,16,378
	b. Deferred Tax Assets		
	Preliminary Expenses	41,445	41,445
	Impairment Loss	10,00,424	10,00,424
	Employee Benefits	4,74,593	3,28,291
		15,16,462	13,70,160
	Total (a-b)	64,54,406	58,46,218

5.	LONG TERM PROVISIONS	As at 31 st March (Rs.)	
		2013	2012
	Provision for Gratuity (Refer Note No.30)	21,67,935	16,94,465
	Total	21,67,935	16,94,465

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

6.	SHORT TERM BORROWINGS	As at 31 st March (Rs.)	
		2013	2012
	a. Working Capital Secured		
	From Banks	3,21,02,746	1,93,95,335
	From Others	-	-
	Total (a)	3,21,02,746	1,93,95,335
	b. Liability For Bills Discounted		
	From Banks	32,23,335	-
	From Others	-	-
	Total (b)	32,23,335	-
	c. Other unsecured loans & advances		
	From Banks	-	-
	From Others	-	15,65,486
	Total (c)	-	15,65,486
	Total (a+b+c)	3,53,26,081	2,09,60,821

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 Chairman & Managing Director in his individual capacity.

7.	TRADE PAYABLES	As at 31 st March (Rs.)	
		2013	2012
	a. Dues to Micro, Small and Medium Enterprises (see note below)	-	-
	b. Others	5,54,62,006	4,56,98,174
	Total (a+b)	5,54,62,006	4,56,98,174

8.	OTHER CURRENT LIABILITIES	As at 31 st March (Rs.)	
		2013	2012
	a. Current maturities of term liabilities	44,17,086	28,84,851
	b. Other payables	3,98,079	11,91,135
	Total (a+b)	48,15,165	40,75,986

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

PARTICULARS	As at 31 st March (Rs.)	
	2013	2012
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

9.	SHORT TERM PROVISIONS	As at 31 st March (Rs.)	
		2013	2012
	a. Provision for employee benefits	49,081	3,62,028
	b. Provision for Income Tax	5,17,414	15,82,597
	Total (a+b)	5,66,495	19,44,625

NOTES FORMING PART OF FINANCIAL STATEMENTS
10. FIXED ASSETS

Sl. No.	Particulars	GROSS BLOCK			DEPRECIATION			Closing Balance			
		Opening Balance	Additions	Deletions / Adjustments	Total	Opening Balance	Additions	Deletions / Adjustments	Total	Current reporting period	Previous reporting period
1	Tangible Asset Land	687300	-	-	687300	-	-	-	-	687300	687300
2	Building	27267667	-	-	27267667	8645349	910740	-	9556089	17711578	18622318
3	Plant & Equipments	72386598	6623695	1786810	77223483	26042902	4070513	1508798	28604617	48618866	46343696
4	Furniture & Fixtures	374807	70000	81680	363127	102214	22865	81680	43399	319728	272593
5	Vehicles	4160656	-	-	4160656	1148838	395262	-	1544100	2616556	3011818
6	Office Equipments	1606053	96275	-	1702328	401854	271273	-	673127	1029201	1204199
	Total-A	106483081	6789970	1868490	111404561	36341157	5670653	1590478	40421332	70983229	70141923
	Capital work in progress										
1	Building under Construction	6436002	138994	-	6574996	-	-	-	-	6574996	6436002
2	Plant & Machinery under Election	6395336	7367064	6623695	7138705	-	-	-	-	7138705	6395336
	Total-B	1,28,31,338	75,06,058	66,23,695	1,37,13,701	-	-	-	-	1,37,13,701	1,28,31,338
	Grand Total	11,93,14,419	1,42,96,028	84,92,185	12,51,18,262	3,63,41,157	56,70,653	15,90,478	4,04,21,332	8,46,96,930	8,29,73,261
	Figures for the previous year	10,77,13,814	2,24,60,723	1,08,60,118	11,93,14,419	3,30,76,264	49,72,476	17,07,583	3,63,41,157	8,29,73,261	

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

11.	NON CURRENT INVESTMENTS	As at 31 st March (Rs.)	
		2013	2012
	Investments in Govt. Securities : (Un-quoted) National Saving Certificate (Deposited with Sales Tax Department)	2,000	2,000
	Investments in Equity Shares : Fully paid :		
	Quoted & Trade		
	Sree Rayalaseema Alkalies & Allied Chemicals Ltd 220 (Previous year : 220) Equity Shares of Rs.10 each	2,048	2,048
	Sree Rayalaseema Hi-Strenth Hypo Ltd 11812 (Previous Year : 11812) Equity Shares of Rs.10 each	2,14,204	214,204
	Quoted & Non - Trade		
	Hindustan Construction Company Ltd 2000 (Previous Year : 2000) Equity Shares of Re.1 each	1,28,000	1,28,000
	Unquoted & Trade		
	Patancheru Enviro-tech Ltd 9065 (Previous year : 9065) Equity Shares of Rs.10/- each.	90,650	90,650
	Total	4,36,902	4,36,902
	Aggregate Book Value of Unquoted Investment	92,650	92,650
	Aggregate Book Value of Quoted Investment	3,44,252	3,44,252
	Aggregate Market Value of Quoted Investment	4,16,573	6,90,607

12.	LONG TERM LOANS AND ADVANCES	As at 31 st March (Rs.)	
		2013	2012
	a. Capital advances and Claims receivable		
	i. Secured, considered good	-	-
	ii. Unsecured, considered good	1,05,32,232	1,05,32,232
	b. Sundry deposits		
	i. Secured, considered good	-	-
	ii. Unsecured, considered good	24,43,312	21,00,612
	Total (a+b)	1,29,75,544	1,26,32,844

13.	INVENTORIES	As at 31 st March (Rs.)	
		2013	2012
	(As taken, valued and Certified by the Management)		
	a. Raw Materials and other Inputs	1,09,04,995	1,00,15,575
	b. Stores and Spare Parts	9,63,486	7,95,199
	c. Work-in-Progress	3,25,94,960	1,06,94,502
	d. Finished Goods	67,59,831	24,61,844
	Total (a+b+c+d)	5,12,23,272	2,39,67,120

Details of Work-in-Progress

PARTICULARS	As at 31 st March (Rs.)	
	2013	2012
Bulkdrugs and other intermediates	3,25,94,960	1,06,94,502
Total	3,25,94,960	1,06,94,502

Details of Finished Goods

PARTICULARS	As at 31 st March (Rs.)	
	2013	2012
Bulkdrugs and other intermediates	67,59,831	24,61,844
Total	67,59,831	24,61,844

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

14.	TRADE RECEIVABLES	As at 31st March (Rs.)	
		2013	2012
	a. Trade receivables outstanding for a period less than six months from the date they are due for payment		
	i. Secured, considered good	-	-
	ii. Unsecured, considered good	6,79,28,268	6,67,69,329
	iii. Unsecured considered doubtful	-	-
	Total (a)	6,79,28,268	6,67,69,329
	b. 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	36,86,309	1,08,638
	iii. Unsecured considered doubtful	-	-
	Total (b)	36,86,309	1,08,638
	Total (a + b)	7,16,14,577	6,68,77,967
15.	CASH AND BANK BALANCES	As at 31st March (Rs.)	
		2013	2012
	a. Cash and Cash Equivalents		
	I. Cash on hand	3,86,368	2,69,857
	II. Balances with banks		
	i. In Current Accounts	2,74,863	74,047
	ii. In Fixed Deposits	-	66,50,277
	(Rs. 64,36,423/- unutilised balance out of proceeds of issue of Warrants)		
	b. Other Bank balances		
	Margin Money Deposits (given against LC's, FLC's, BG's)	47,47,453	50,18,345
	Total (a+b)	54,08,684	1,20,12,526
16.	SHORT TERM LOANS AND ADVANCES	As at 31st March (Rs.)	
		2013	2012
	a. Deposit with Government and others	36,634	81,200
	b. Advance to creditors	47,40,451	44,14,390
	c. Advance to employees	3,19,931	3,72,843
	Total (a+b+c)	50,97,016	48,68,433
17.	OTHER CURRENT ASSETS	As at 31st March (Rs.)	
		2013	2012
	a. Prepaid expenses	78,385	2,77,726
	b. Service Tax Credit	87,393	2,26,056
	c. Central Excise	16,25,628	37,06,303
	d. Income Tax Refund receivable	83,104	83,104
	e. Interest accrued on deposits	1,69,892	87,164
	Total (a+b+c+d+e)	20,44,402	43,80,353
18.	REVENUE FROM OPERATIONS	Year Ended 31st March (Rs.)	
		2013	2012
	a. Sales		
	Sale of products	34,95,05,965	34,57,73,146
	Other Operating Income	15,96,661	27,95,038
		35,11,02,626	34,85,68,184
	Less: Excise Duty	2,99,43,088	2,21,98,374
	Total	32,11,59,538	32,63,69,810
19.	OTHER INCOME	Year Ended 31st March (Rs.)	
		2013	2012
	a. Interest - Gross (TDS of Rs.1,45,607/-)	8,89,970	8,94,629
	b. Dividend	-	18,518
	c. Miscellaneous Income	1,10,226	2,260
	Total (a+b+c)	10,00,196	9,15,407

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

20.	COST OF MATERIALS CONSUMED (INCLUDING PACKING MATERIALS)	Year Ended 31st March (Rs.)	
		2013	2012
	Stock at the beginning of the year	1,00,15,575	1,36,86,873
	Add : Purchases	24,30,02,738	21,42,47,152
		25,30,18,313	22,79,34,025
	Less : Stock at the end of the year	1,03,25,920	1,00,15,575
	Total	24,26,92,393	21,79,18,450
	Details of cost of materials consumed	Year Ended 31st March (Rs.)	
		Value	Value
		(Rs. In Lakhs.)	(Rs. In Lakhs.)
	a. Sodium Metal	563.79	499.82
	b. Phosphorous Trichloride	289.17	262.99
	c. Monochloro Benzene	677.10	505.39
	e. Cheitin	154.52	470.12
	h. Others	742.34	440.87
	Total	2,426.92	2,179.19
21.	CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE	Year Ended 31st March (Rs.)	
		2013	2012
	a. Inventory at the end of the year		
	i. Work-in-progress	3,25,94,960	1,06,94,502
	ii. Finished goods	67,59,831	24,61,844
		3,93,54,791	1,31,56,346
	b. Inventory at the beginning of the year		
	i. Work-in-progress	1,06,94,502	91,49,335
	ii. Finished goods	24,61,844	80,05,065
		1,31,56,346	1,71,54,400
	(Increase)/Decrease (b-a)	(2,61,98,445)	39,98,054
22.	EMPLOYEE BENEFITS EXPENSES	Year Ended 31st March (Rs.)	
		2013	2012
	a. Salaries, Wages and Bonus	2,01,59,786	1,82,75,155
	b. Employer's contribution and provision for		
	i. Provident fund	8,70,136	6,76,476
	ii. Employees State Insurance	5,08,504	5,24,954
	iii. Gratuity	4,73,470	89,172
	c. Staff welfare expenses	8,52,216	5,21,619
	Total (a+b+c)	2,28,64,112	2,00,87,376
23.	FINANCE COSTS	Year Ended 31st March (Rs.)	
		2013	2012
	a. Interest paid to Banks	36,20,752	37,79,393
	b. Interest paid to others	4,26,314	1,38,710
	c. Bank Charges	8,53,663	11,85,596
	d. Bank processing charges	1,55,100	6,69,273
	e. Other Finance Charges	20,28,477	20,17,373
	f. Foreign Exchange Fluctuations	11,39,914	46,57,753
	Total (a+b+c+d+e+f)	82,24,220	1,24,48,098
24.	DEPRECIATION AND AMORTIZATION EXPENSES	Year Ended 31st March (Rs.)	
		2013	2012
	a. Tangible assets (depreciation as per Note.10)	56,70,653	49,72,476
	Total	56,70,653	49,72,476

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

25.	OTHER EXPENSES	Year Ended 31 st March (Rs.)	
		2013	2012
	Consumption of stores and spare parts	57,68,327	66,92,902
	Power and fuel	3,58,27,906	2,60,46,598
	Repairs to Buildings	14,69,119	16,27,671
	Repairs to Machinery	14,50,819	29,00,473
	Repairs others	5,23,962	19,250
	Processing Charges	10,50,000	53,03,400
	Other Factory expenses	40,19,591	39,13,921
	Excise duty (see note below)	4,71,002	(4,82,475)
	Rent.	2,40,000	4,62,520
	Repairs to Vehicles	2,62,014	2,36,238
	Insurance	9,45,410	7,43,488
	Rates and taxes, excluding, taxes on income	1,08,540	1,81,879
	Audit Fees (see note below)	50,000	40,000
	Communication expenses	3,78,692	2,70,563
	Postage, Printing & Stationery	3,99,484	3,33,476
	Legal & professional charges	34,60,132	12,91,724
	Travelling & conveyance expenses	9,44,636	7,75,323
	Office Maintenance	4,71,663	3,21,774
	Managerial Remuneration	27,00,000	27,00,000
	After sales service expenses	30,99,928	51,44,666
	Commission & discount	5,48,701	6,02,500
	Bad debts writtenoff	1,11,777	32,292
	Miscellaneous Expenses	3,83,116	3,83,475
	Total	6,46,84,819	5,95,41,658

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

Details of payments to auditors	Year Ended 31 st March (Rs.)	
	2013	2012
a. As Auditor		
i. Audit fee	40,000	30,000
ii. Tax audit fee	10,000	10,000
Total	50,000	40,000

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

Particulars	Year Ended 31 st March (Rs.)	
	2013	2012
a. Earnings per share (EPS) (Rs.)		
Basic	0.22	0.88
Diluted	0.22	0.88
b. Net profit after tax considered for the calculations of EPS (Rs.)	17,52,037	62,47,406
c. Weighted average number of equity shares used in computing Basic Earnings per Equity share (No's)	78,55,823	71,00,674
d. Weighted average number of equity shares used in computing Diluted Earnings per Equity share (No's)	78,55,823	71,00,674
e. Face value of each equity share (Rs.)	10.00	10.00

27. Basis of Preparation:

The Company follows mercantile system of accounting and recognises Income and Expenditure on accrual basis. The Accounts are prepared on historical cost basis as a going concern and are consistent with generally accepted accounting principles and applicable accounting standards unless otherwise stated.

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

28. Use of Estimates:

The preparation of financial statements is in conformity with the generally accepted accounting principles 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.

29. Significant Accounting Policies

a. Fixed Assets:

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

b. Depreciation :

Depreciation has been provided on straight-line method at the rates prescribed in Schedule XIV of the Companies Act, 1956.

The Assets whose values were fully depreciated have been removed from the Gross Block and Depreciation Reserve.

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. Preliminary Expenses:

Preliminary Expenses (Miscellaneous Expenditure) including Public issue Expenses and Research and Development Expenses incurred by the Company are being amortised over a period of 10 years.

j. Foreign Currency Transactions:

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

ii. Conversion: At the year end, monetary items denominated in foreign currencies other than those covered by forward contracts are converted into rupee equivalents at the year-end exchange rates.

iii. Forward Exchange Contracts: In respect of transactions covered by forward exchange contracts, the difference between the forward rate and the exchange rate at the date of the transaction is recognized as income or expense over the period of the contract.

iv. Exchange Differences: All exchange differences arising on settlement / conversion of foreign currency transactions are recognized in the Statement of Profit and Loss.

k. 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.

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

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.

I. 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.

m. 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.

n. 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.

o. Provisions and Contingent liabilities:

The Company recognises a provision when there is a present obligation as a result of a post 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.

30. Employee Benefits:

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

Particulars	Unfunded Year ended 31 st March (Rs.)	
	2013	2012
a. Charges and reconciliation of obligation for the year ended		
Present Value and Defined benefit obligation at beginning of year.	16,94,465	16,05,293
Current Service cost	90,789	1,20,724
Interest Cost	1,08,154	96,353
Past Service cost	-	-
Net Actuarial (gain) / loss on obligation	2,74,527	(1,27,905)
Present Value and Defined benefit obligation at the end of the year.	21,67,935	16,94,465
b. Charge and reconciliation in Fair value of plan assets for the year ended		
Fair Value of Plan Assets at beginning of period	-	-
Adjustments/Reconciliations	-	-
Fair Value of Plan Assets at the end of period	-	-

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

c. Amount recognized in Balancesheet for the year ended		
Present Value of Liability	21,67,935	16,94,465
Fair Value of Plan Assets	-	-
Net Liability	21,67,935	16,94,465
d. Expenses recognized in the Statement of Profit and Loss for the year ended		
Current Service Cost	90,789	1,20,724
Interest as defined benefit obligations	1,08,154	96,353
Expected Return on Plan Assets	-	-
Post Service Cost-Recognized	-	-
Net Actuarial (Gain) / Loss recognized for the period	2,74,527	(1,27,905)
Total	4,73,470	89,172
e. Pricipal actuarial assumptions		
Demographic Assumptions:		
(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%	
Financial Assumptions:		
	<u>2013</u>	<u>2012</u>
(i).Discount Rate(p.a.)	7.95%	8.60%
(ii).Expected Rate of Return(p.a.)	Nil	Nil
(iii).Salary Escalation Rate(p.a.)	5%	5%

31. **Segment Information:** The Company operates in one primary Business Segment as per AS-17. Segment information for the year ended 31st March, 2013 about Secondary Business Segments Revenue by Geographical Market:

Particulars	2012-13 (Rs. In Lakhs)	2011-12 (Rs. In Lakhs)
In India	3155.05	2748.69
Outside India	340.01	709.04
Total	3495.06	3457.73

32. **Related Party Disclosures:**

The Company has the following related parties:

Name	Relation
a. Key Management Personnel :	1.T.G.Raghavendra, Chairman & Managing Director 2.V.J.Sarma, Executive Director
b. Relatives to Key Management Personnel:	Smt.Jayanthi Raghu T.G (W/o Sri T.G.Raghavendra)

- c. Transactions with related parties :**

Key Management Personnel	Year ended 31 st March (Rs.)	
	2013	2012
a. Remuneration	27,00,000	27,00,000
b. Outstanding payables as on 31st March	2,00,595	2,02,110

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

Particulars	Year ended 31 st March	
	2013 (Rs. In Lakhs)	2012 (Rs. In Lakhs)
a. C.I.F. value of imports		
- Raw materials	511.37	423.78
b. Expenditure in foreign currencies	-	-

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

34. Earnings in foreign exchange

Particulars	Year ended 31 st March	
	2013 Rs. In Lakhs	2012 Rs. In Lakhs
FOB value of exports	340.01	709.04

35. a. Imported and indigenous raw material consumption:

Particulars	Year ended 31 st March'2013		Year ended 31 st March'2012	
	Rs.	%	Rs.	%
i. Imported	4,49,50,642	18.52	4,22,65,655	19.40
ii. Indigenous	19,77,41,751	81.48	17,56,52,795	80.60
Total (i+ii)	24,26,92,393	100.00	21,79,18,450	100.00

b. Imported and indigenous stores and spares consumption:

Particulars	Year ended 31 st March'2013		Year ended 31 st March'2012	
	Rs.	%	Rs.	%
i. Imported	-	-	-	-
ii. Indigenous	57,68,327	100.00	66,92,902	100.00
Total (i+ii)	57,68,327	100.00	66,92,902	100.00

36. Contingent liabilities:

The disclosure required by Accounting Standard (AS-29) 'Provisions and Contingent liabilities, prescribed by the Companies (Accounting Standards) Amendment Rules, 2006 are as follows:

- a. Unexpired Letters of Credit:Rs.223.24Lakhs (previous year Rs.236.71 Lakhs)
 - b. Unexpired Bank Guarantee:Rs.10 Lakhs (previous year Rs.10 Lakhs)
37. The Sales Tax 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 and also current maturity amount under Other Current Liabilities.
 38. 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 as 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.
 39. **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 twelve months or less.
 40. 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 balances as per company are deemed to be correct, if confirmation or discrepancy intimation is not received before certain prescribed period.
 41. Previous year figures have been re-classified, re-grouped and re-arranged to make them comparable with the current year's disclosures.
 42. 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

(T.G.RAGHAVENDRA)
CHAIRMAN & MANAGING DIRECTOR

(V.J.SARMA)
EXECUTIVE DIRECTOR

Place : Hyderabad
Date : 28-05-2013

Place: Hyderabad
Date : 28-05-2013

ROOPA INDUSTRIES LIMITED

17/745, ALUR ROAD, ADONI - 518 301, KURNOOL DIST. A.P.

TWENTY EIGHTH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

DP ID
CLIENT ID

REGD. FOLIO NO.
NO. OF SHARES HELD

Full Name of the Member _____

Full Name of the Proxy _____

(In Block letters, to be filled in if the proxy attends instead of the Member)

I hereby record my presence at the TWENTY EIGHTH ANNUAL GENERAL MEETING of the Company held at 17/745, Alur Road, Adoni-518 301, Kurnool District, A.P. at 10.00 a.m. on Saturday the 28th September, 2013.

Member's / Proxy's Signature

----- CUT HERE -----

ROOPA INDUSTRIES LIMITED

17/745, ALUR ROAD, ADONI - 518 301, KURNOOL DIST. A.P.

TWENTY EIGHTH ANNUAL GENERAL MEETING

PROXY

DP ID
CLIENT ID

REGD. FOLIO NO.
NO. OF SHARES HELD

I/We _____ of _____ in the district of _____ being a Member / Members of Roopa Industries Limited hereby appoint Shri/Smt. _____ of _____ in the district of _____ as my/our proxy to vote for me/us and on my/our behalf, at the 28th Annual General Meeting of the Company, to be held on Saturday, the 28th September, 2013 at 10.00 A.M.

Signed this _____ day of _____ 2013

Affix Rs.1/-
Revenue
Stamp

Signature : _____

Note :

1. A member entitled to attend & vote is entitled to appoint a proxy to attend & vote instead of himself.
2. A Proxy need not be a Member of the Company.
3. The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company at 17/745, Alur Road, Adoni-518 301, Kurnool District, A.P not less than 48 hours before the time for holding the meeting.

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If undelivered please return to

ROOPA INDUSTRIES LIMITED

A3/A4, Phase-IV, IDA

Patancheru – 502 319

Medak Dist, A.P



Roopa Industries Limited

Corporate Office : 6-2-1012, TGV Mansion,
3rd Floor, Above ICICI Bank, Khairatabad,
Hyderabad - 500 004 Phone : ~~040-26621004~~ 809633000
Email : info@roopaindustries.com

CIN: L10100AP1985PLC005582

investors roopa@gmail.com
investors@roopaindustries.com

FORM -A

Format of covering letter of the annual audit report to be filed with Stock Exchange

1	Name of Company	Roopa Industries Limited
2	Annual Financial Statments for the year ended	31.03.2013
3	Type of Audit Observation	Un-qualified
4	Frequency of observation	Not applicable
5	Managing Director	
	Audit Committee Chairman	 Chairman Audit Committttee
	Statutory Auditor	For T. ADINARAYANA & CO. Chartered Accountants Firm Regn.No. 000041S  Y.P. RAO B.com., F.C.A. (M. No: 25266) PARTNER

