


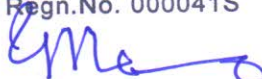


FORM -A

Covering letter for 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	31.03.2014
3	Type of Audit Observation	Un-qualified
4	Frequency of observation	Not applicable
5	Managing Director	<p style="text-align: center;">For ROOPA INDUSTRIES LIMITED.</p>  <p style="text-align: center;">Chairman & Managing Director</p>
	Audit Committee Chairman	 <p style="text-align: center;">Chairman Audit Committttee</p>
	Chief Financial Officer	
	Statutory Auditor	<p style="text-align: center;">For T. ADINARAYANA & CO. Chartered Accountants Firm Regn.No. 000041S</p>  <p style="text-align: center;">Y.P. RAO B.com., F.C.A. (M. No: 25266) PARTNER</p>

ROOPA INDUSTRIES LIMITED

Incorporated with C.I.N.: L10100AP1985PLC005582 under the Companies Act,1956.
Corp. Off : 3rd Floor, TGV Mansion, Above ICICI Bank, 6-2-1012, Khairatabad, Hyderabad - 500 004. Telangana.
Tel No.: +91 8096330007, Fax : +91 40 2331 0379, Email : info@roopaindustries.com, www.roopaindustries.com.

Regd. Off : 17/745, Alur Road, Adoni - 518301, Kurnool Dist., A.P. INDIA investors_roopa@gmail.com
investors@roopaindustries.com

29th
ANNUAL REPORT
2013-14



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 6. Ms. K. Suneetha (w.e.f. 14.08.2014)
Auditors	:	M/s. T.Adinarayana & Co., Chartered Accountants Hyderabad – 500 001.
Bankers	:	State Bank of India Parishrama Bhavan Branch, 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 Ninth Annual General Meeting of the members of M/s ROOPA INDUSTRIES LIMITED will be held on Tuesday, the 30th day of September, 2014 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, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of Directors' and Auditor's thereon.
2. To appoint a Director in place of Sri V.J. Sarma (DIN 00165204), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Sri M.T Sreenivasa Rao (DIN 00112211), who retires by rotation and being eligible, offers himself for reappointment.
4. To re-appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 30th Annual General Meeting, to fix their remuneration and pass the following resolution.

"RESOLVED THAT M/s. T.Adinarayana & Co., (Firm Regn No. 000041S), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS :

5. To consider, and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**
"RESOLVED THAT, pursuant to the provisions of Sections 149, 152, other applicable provisions of Companies Act, 2013 and the Rules framed thereunder read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the listing agreement, Ms. Kadiyala Suneetha (DIN 03291895), who was appointed as an Additional Director by the Board of Directors of the Company on 14.08.2014 and who holds office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto 29th September, 2019 and shall not be liable to retire by rotation."
6. To consider, and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**
"RESOLVED THAT, pursuant to the provisions of Sections 149, 152 other applicable provisions of Companies Act, 2013 and the Rules framed thereunder read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. R.Madan Mohan Rao (DIN 00072533), Director of the Company, in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto 29th September, 2019 and shall not be liable to retire by rotation."
7. To consider, and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**
"RESOLVED THAT, pursuant to the provisions of Sections 149, 152 other applicable provisions of Companies Act, 2013 and the Rules framed thereunder read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. O.D Reddy (DIN 00101729), Director of the Company, in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto 29th September, 2019 and shall not be liable to retire by rotation."

Roopa Industries Limited

8. To approve the remuneration of the Cost Auditors for the financial year ending March 31st, 2015 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as on **Ordinary Resolution** :

“RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr N.V.S. Kapardhi (M.No. 9488), Cost Accountant, who was appointed as Cost auditor by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31st, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution .”

9. To consider and if thought fit, to pass with or without modification(s) , the following resolution as a **special resolution** :

“RESOLVED that in supercession of the Resolution passed under section 293 (1)(d) of the companies Act, 1956 at the Extra Ordinary General Meeting of members of the company held on 17.03.1997 and pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act,2013 and rules made there under and as may be amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time such sum or sums of money as the Board may deem fit for the purpose of the business of the Company notwithstanding that the moneys to be so borrowed by the Company (apart from temporary loans obtained or to be obtained from the company's bankers in the ordinary course of business) will exceed the aggregate of the paid share capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose, provided however that the total amount so borrowed by the Board of Directors and outstanding at any one time shall not exceed Rs. 100 Crores (Rupees One Hundred Crores).”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **special resolution**:

“RESOLVED that in supercession of the Resolution passed under Section 293(1)(a) of Companies Act, 1956 at the Annual General Meeting of members of the Company held on 30.09.1994 and pursuant to the provisions of Section 180(1) (a) and other applicable provisions. If any, of the Companies Act,2013, and rules made there under and as may be amended from time to time , the consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and / or charging the whole or any part of the undertaking or undertakings of the Company or any assets of the Company both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company on such terms and in such manner as the Board may deem fit together with power to takeover the management of business and concern of the Company in certain events for securing any loans and /or advances already obtained or that may be obtained from any financial institutions, banks, insurance companies, investment companies, mutual funds, venture capital funds, utilities or any bodies corporate, person or persons, entity or entities and or to secure any debentures that may be issued and all interest, commitment charges, costs, charges and all other moneys payable by the Company to the concerned lenders.”

By order of The Board of Directors

T.G. RAGHAVENDRA

Chairman and Managing Director
(DIN : 00186546)

Place : Hyderabad
Date : August, 25th 2014

Roopa Industries Limited

NOTES :

1. A Member entitled to attend and vote at a meeting is entitled to appoint one or more Proxies to attend and vote on a poll on his behalf and such proxy need not be a Member of the Company. A Proxy Form is enclosed. Proxy Form in order to be effective, duly completed, must be received by the Company at the Registered Office not less than 48 hours before the time fixed for the Meeting.
2. Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
3. The details under Clause 49 of the listing agreement with BSE in respect of Directors seeking appointment/ re-appointment at the Annual General Meeting is annexed hereto
4. Members are requested to bring with them the Attendance slip sent with the Annual Report duly completed and signed and hand it over at the entrance.
5. Pursuant to Sec.91 of the Companies Act, 2013 and Clause 16 of the Listing Agreement, the Register of Members and Share Transfer Books of the Company will remain closed for 6 days i.e. from 25.09.2014 to 30.09.2014 (both days inclusive).
6. Non-resident Indian Shareholders are requested to inform us immediately: the change in Residential status on return to India for permanent settlement the particulars of Bank NRE Account, if not furnished earlier.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Aarthi Consultants Pvt Ltd.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically
9. Members desiring any information on the financial statements at the Annual General Meeting are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
10. Members are requested to quote Folio Number/ Client ID No in all correspondence. Members are requested to update their Email ID with their respective depository participant and with the company's Registrar and Transfer Agents
11. As the Company's Equity shares are compulsorily traded in demat mode, shareholders holding shares in physical form are requested to dematerialize the same.
12. **The instructions for members for voting electronically are as under:**

I) Instructions for e-voting

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on "Shareholders" tab.
- c) Now enter your User ID

For Members holding shares in Demat Form	For Members holding shares in Physical Form
For NSDL: 8 Character DP ID followed by 8 Digits Client ID, For CDSL: 16 digits beneficiary ID,	Folio Number registered with the Company

- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field
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Roopa Industries Limited

	<ul style="list-style-type: none"> Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL client id. For example: CDSL Account holder name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'. NSDL Account holder name is Rahul Mishra and DP ID. is IN300000 and client ID 12345678 then default value of PAN is 'RA12345678'.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the folio/client id.

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Members holding shares in Physical form will then reach directly to the voting screen.
- i) Members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- j) Click on the relevant EVSN for the "Roopa Industries Limited" on which you choose to vote.
- k) On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO.
- l) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Notice of the Annual General Meeting.
- m) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p) Note for Non-Individual Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- q) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

Roopa Industries Limited

II) General Information on e-voting :

- a. The voting period begins on Wednesday, the 24th September, 2014 at 10.00 a.m and ends on Friday The 26th September, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Every Client ID No./ Folio No shall have one e-vote, irrespective of the number of joint holders.
- c. E-voting right cannot be exercised by a proxy.
- d. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) being Saturday, August, 30th 2014.
- e. Ms. Sridevi Madati, Practising Company Secretary (FCS No. 6476, CP No. 11694) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- f. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward such report forthwith to the Chairman of the Company
- g. In the event of poll at the AGM, members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon shall be prepared in accordance with Section 109 of the Act read with relevant rules. In such an event, votes cast under poll taken together with the votes cast through e-Voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the meeting.

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STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND CLAUSE 49 OF THE LISTING AGREEMENT

Item No. 5, 6,7

Ms Kadiyala Suneetha was appointed on 14/08/2014 as Independent Director pursuant to Section 161 of the Companies Act, 2013 and her office is liable to determination at the forthcoming Annual General Meeting.

Mr R.Madan Mohan Rao and Mr O.D.Reddy were appointed as Independent Directors on 1.10.2002 and 30.04.2007 respectively pursuant to Clause 49 of the listing agreement and their office is liable to retirement by rotation. With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed Company to appoint 'Independent Directors' as defined in section 149 of the Act, which has been notified w.e.f 1st April 2014, who are not liable to retire by rotation and shall hold office for a term up to 5 (five) consecutive years. The Securities and Exchange Board of India (SEBI) has also amended Clause 49 of the Listing Agreement inter alia stipulating similar conditions for the appointment of Independent Directors by a Listed Company.

Accordingly, it is proposed to appoint Ms. Kadiyala Suneetha, Mr R.Madan Mohan Rao and Mr O.D.Reddy as Independent Directors under Section 149 of the Act and Clause 49 (revised) of the Listing Agreement to hold office for 5 (five) consecutive years from 30th September, 2014 up to 29th September, 2019.

The Company has received declarations from Ms Kadiyala Suneetha, Mr R.Madan Mohan Rao and Mr O.D.Reddy that they meet with criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement and that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and has given their consent to act as a Directors.

The Company has received notices in writing from members, alongwith the deposit of requisite amount, under Section 160 of the Act proposing the candidature of each of Ms Kadiyala Suneetha, Mr R.Madan Mohan Rao and Mr O.D.Reddy for the office of Independent Directors of the Company.

The draft letters of appointment of Ms. Kadiyala Suneetha, Mr R. Madan Mohan Rao and Mr O.D.Reddy as Independent Directors setting out the terms and conditions are available for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Ms. Kadiyala Suneetha, Mr R. Madan Mohan Rao and Mr O.D.Reddy are interested in the resolutions set out respectively at item numbers 5,6,and 7 and their relatives may be deemed to be concerned or interested, financially or otherwise, in the resolutions to the extent of their shareholding. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise.

The Board recommends the ordinary resolution as set out at Item No. 5, 6 and 7 of the Notice for approval by the members.

Brief Profile with other details of the Independent Directors as required under clause 49 of the Listing Agreement is given an Annexure in Corporate Governance Report.

Item No. 8

The Board of Directors at its meeting held on 28th May, 2014 has appointed N.V.S.KAPARDHI, Cost Accountants, as the Cost Auditors of the Company to conduct the audit of cost records maintained by the Company for the financial year ending 31st March, 2015 and fixed the remuneration of Rs. 10,000 (Rupees Ten Thousand only) plus applicable taxes thereon and the reimbursement of out of pocket expenses at actual, subject to the ratification of the members at the Annual General Meeting. Pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and

Roopa Industries Limited

Auditors) Rules, 2014 the remuneration of Cost Auditor shall be recommended by the Audit Committee, approved by the Board of Directors and ratified subsequently by the members. Accordingly, it is proposed to obtain the consent of the members to ratify the remuneration and the reimbursement of expenses at actual to the Cost Auditors for the financial year ending 31st March, 2015.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board recommends the ordinary resolution as set out at Item No. 8 of the Notice for approval by the members.

Item No. 9

At Extra Ordinary General Meeting held on 17.03.1997, the Members, by way of **Ordinary Resolution** in pursuance to provisions 293(1)(d) of the Companies Act, 1956, authorized the Board of Directors to borrow moneys as and when required in excess of paid-up capital and free reserves of the company such that the aggregate borrowing of the company shall not exceed Rs. 10 Crores (Rupees Ten Crores Only)

Under Section 180 of the Act, the above powers of the Board are required to be exercised only with the consent of the Company by a **Special Resolution**.

The Ministry of Corporate Affairs (MCA) has vide its General Circular No 4/2014 dated March 25th, 2014 clarified that the Ordinary Resolution passed under section 293(1)(d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act until September 11, 2014. However, the company proposes to supercede the Resolution passed by members on 17.03.1997, so as to enhance the limits upto Rs. 100 Crores (Rupees One Hundred Crores). Therefore the Board recommends the **Special Resolution** set out at Item No. 9 of the Notice for approval by the shareholders as per Section 180 of the Act.

None of the directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested in passing the resolution set out at Item No.9 of the Notice.

Item No. 10

At Annual General Meeting held on 30.09.1994, the Members, by way of Ordinary Resolution in pursuance to provisions 293(1)(a) of the Companies Act, 1956 authorized the Board of Directors to mortgage / charge the assets of the Company.

Under Section 180 of the Act, the above powers of the Board are required to be exercised only with the consent of the Company by a **Special Resolution**.

The Ministry of Corporate Affairs (MCA) has vide its General Circular No 4/2014 dated March 25, 2014 clarified that the Ordinary Resolution passed under section 293(1)(a) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act until September 11, 2014.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in passing the resolution set out at Item No. 10 of the Notice.

The Board recommends the Special Resolution as set out at Item No. 10 of the Notice for approval by the shareholders.

Roopa Industries Limited

DIRECTORS' REPORT

To

The Members of the Company

Your Director have pleased in presenting the Twenty Ninth Annual Report of the Company with Audited Accounts of the Company for the year ended 31st March, 2014.

FINANCIAL RESULTS:

Particulars	Rupees in lacs Year ended	
	31.03.2014	31.03.2013
Revenue from Operations (Net)	2855.38	3211.60
Profit / (Loss) before Interest, Depreciation and Tax	(83.98)	127.41
Interest	51.63	40.47
Depreciation	59.02	56.71
Profit/(Loss)beforeTax	(194.63)	30.23
Provision for Taxation		
Current Tax	0.02	6.63
Deferred Tax	6.03	6.08
Profit/(Loss) After Tax	(200.68)	17.52
Add : Balance brought forward from last year	219.11	201.59
Balance carried forward to Balance Sheet	18.43	219.11

Your Company achieved revenue from operations (Net) of Rs.2855.38 lakhs during 2013-14 as against revenue from operations (Net) of Rs. 3211.60 lakhs during 2012-13. The Profit / (Loss) before Interest, Depreciation and Tax during the year under review is Rs.(83.98) lakhs as against Rs.127.41 lakhs during 2012-13. The scarcity of power supply, its increased costs and recession in market were the main adverse factors caused for poor financial performance of the Company.

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 V.J.Sarma and Sri M.T.Sreenivasa Rao, Directors of the Company retire by rotation at this Annual General Meeting and being eligible offer themselves for reappointment. The details as required under Clause 49 of listing agreement regarding the above Directors are set out in the Corporate Governance Report forming part of this Annual Report.

Ms. K.Suneeta is appointed as Independent and additional director w.e.f 14/08/2014. Her office is liable to determination at the ensuing Annual General meeting.

With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed Company to appoint 'Independent Directors' as defined in section 149 of the Act, which has been notified w.e.f 1st April 2014, who are not liable to retire by rotation and shall hold office for a term up to 5 (five) consecutive years. The Securities and Exchange Board of India (SEBI) has also amended Clause 49 of the Listing Agreement inter alia stipulating similar conditions for the appointment of Independent Directors by a Listed Company.

Accordingly, it is proposed to appoint Ms K. Suneetha, Mr R.Madan Mohan Rao and Mr O.D.Reddy as Independent Directors under Section 149 of the Act and Clause 49 (revised) of the Listing Agreement to hold office for 5 (five) consecutive years from 30th September, 2014 up to 29th September, 2019. The details as required under Clause 49 of listing agreement regarding the above Directors are set out in the Corporate Governance Report forming part of this Annual Report.

REMUNERATION TO WHOLE TIME DIRECTORS:

Although the members at their Annual General Meeting held on 28.09.2012 approved 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 2013-14 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.

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, 2014, 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, 2014 on a 'going concern' basis

AUDITORS AND THEIR REPORT:

M/s.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 Board of Directors, on recommendation of the Audit committee, at their meeting held on 28th May, 2014, has approved the appointment and remuneration of Mr. N.V.S.Kapardhi (M.No.9488), Cost Accountants in practice, as Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year

Roopa Industries Limited

ending March 31, 2015 on a remuneration of Rs. 10,000/-. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

The appointment of N.V.S.Kapardhi, Cost Accountants in practice, as Cost Auditors is set out in the Notice of Annual General Meeting for approval of members.

LISTING AT STOCK EXCHANGES:

The Equity Shares of the Company continue to be listed on the Bombay Stock Exchange Limited, Mumbai. The annual listing fee for the year 2014-15 has been paid.

ACKNOWLEDGEMENTS:

Your Directors thank State Bank of India for their continuous 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
(DIN : 00186546)

Place : Hyderabad

Date : August 25th, 2014

**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:

	2013-14	2012-13
a) Electricity:		
Purchased Units	25,39,530	18,26,011
Total Amount (Rs)	1,95,85,886	1,26,52,028
Rate Per Unit (Rs)	7.71	6.93
b) Own Generation:		
Through Diesel Generator	35250KW Hr	203369 KW Hr
Units per Ltr of Diesel	3.25	3.25
Cost per Unit (Rs)	17.55	15.18

B) CONSUMPTION PER UNIT OF PRODUCTION:

Production (kgs)	570863	6,72,138
Power Consumption Per Kg. (Rs)	39.00	38.72

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 Triphenyl Phosphine and Glucosamine Hydrochloride. Due to these efforts the Company was successful in identifying potential foreign buyers and Company’s exports have increased during the year.

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

	2013-14	2012-13
Used	408.65	449.51
Earned	866.58	340.01

For and on behalf of the Board of Directors

Place : Hyderabad
Date : August 25th, 2014

(TG RAGHAVENDRA)
Chairman & Managing Director
(DIN : 00186546)

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 of shareholders and stakeholders. The Company believes in hard and sincere work for achieving goals and enhancing the long term values of the Company.

Roopa Industries 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 shareholders and stakeholders.

2. Board of Directors:

i) Pecuniary Relationship:

Non Executive Directors do not have any pecuniary relationship with the Company except as stated in 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 2013-14 Attendance at		As on 25 th August, 2014		
			BM	Last AGM	No. of Directorship	Committee Positions	
						Member	Chairman
1.	Sri T.G. Raghavendra	Executive, CMD	10	Yes	1	—	—
2.	Sri V.J Sarma	Executive, Executive Director	10	Yes	1	—	—
3.	Sri M.T.Sreenivasa Rao	Non-Executive, IND	10	Yes	Nil	—	—
4.	Sri R Madanmohan Rao	Non-Executive, IND	10	Yes	7	—	—
5	Sri O.D Reddy	Non-Executive, IND	10	Yes	1	2	—

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

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, ten meetings of the Board of Directors of the Company were held on 25th April, 2013, 28th May, 2013, 7th June, 2013, 13th August, 2013, 6th September, 2013, 13th November, 2013, 7th January, 2014, 28th January, 2014, 13th February, 2014 and 3rd March, 2014

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 31.03.2014 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	4	4
2.	Sri R. Madan Mohan Rao Member	Non-Executive- Independent	4	4
3.	Sri O.D. Reddy Member	Non-Executive Independent	4	4

c) Number of meetings held:

During the year under review, Four meetings of the Audit Committee of the Board were held on 28th May, 2013, 13th August, 2013, 13th November, 2013, and 13th February, 2014.

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 Investor's Grievance Committee for the financial year ended 31st March, 2014 and attendance at its meetings are given here under :

S. No.	Name of the Director	Designation	Category	No. of Meetings Attended
1.	Sri M.T Sreenivasa Rao	Chairman	Non-Executive-Independent	9
2.	Sri T.G. Raghavendra	Member	Executive	9
3.	Sri V.J. Sarma	Member	Executive	9

b) Number of meetings held :

During the year under review, Nine meetings of the Investor Grievance Committee were held on 30th May, 2013, 20th June, 2013, 6th August, 2013, 6th November, 2013, 21st November, 2013, 9th January, 2014, 6th February, 2014, 12th March, 2014 and 25th March, 2014.

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 31.03.2014 are given hereunder.

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

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

Roopa Industries Limited

b) Number of Meetings:

During the year under review, No meetings of the Remuneration Committee was held.

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
2012-13	Saturday & 28.09.2013	10.00 A.M.	17/745, Alur Road, Adoni
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

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, 2013 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) 2010-2011 : Nil

b) 2011-12

1. Increase in remuneration of Sri TG Raghavendra, Chairman & 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.

c) 2012-2013 : Nil

- d) There were no occasions to pass 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 33 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 on Company's website. The results are not separately circulated to the shareholders. The Statutory Auditors have given their Audit Report without any qualifications

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. 29th Annual General Meeting:

Day, Date and Time : Tuesday, the 30th September, 2014 at 10.00 A.M

Venue : 17745, Alur Road, Adoni - 518301, 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 statement U/s 102 to the notice of the Annual General Meeting to be held on 30-09-2014.

Roopa Industries Limited

- b. Financial Calendar (Tentative) : 1st April 2014 to 31st March, 2015
Financial Reporting :
For the Quarter ended : July/August, 2014
30th June, 2014
For the Quarter ended : October/November, 2014
30th September, 2014
For the Quarter ended : January/February, 2015
31st December, 2014
For the Quarter ended : April/May, 2015
31st March, 2014
Year ending 31st March, 2015 : April/May, 2015
- c. Dates of Book Closure : 25th September, 2014 to 30th September, 2014
- 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 2014-15 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 2013-14 on the Bombay Stock Exchange Limited, Mumbai.

MONTH	HIGH	LOW	VOLUME
April, 2013	9.55	5.55	2,944
May, 2013	10.00	7.34	10,572
June, 2013	10.90	7.86	13,952
July, 2013	9.40	9.40	740
August, 2013	9.40	9.40	1
September, 2013	9.85	9.85	1
October, 2013	11.00	9.94	1804
November, 2013	9.45	9.45	11
December, 2013	9.00	9.00	6
January, 2014	11.02	9.00	35
February, 2014	11.00	10.46	17
March, 2014	9.94	9.94	10

h) Registrars and Transfer Agents:

The Members are requested to correspond with the Company's Registrar & Transfer Agent, 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, 2014

No. of Shares	No. of Shareholders	No. of Shares	% To the Total Shares
Up to 5000	1986	500760	6.37
5001 to 10000	434	385130	4.90
10001 to 20000	159	250656	3.19
20001 to 30000	204	522399	6.64
30001 to 40000	16	57750	0.73
40001 to 50000	69	342228	4.35
50001 to 100000	48	404024	5.13
100001 and above	48	5402573	68.69
Total	2964	7865520	100.00

k) Shareholding Pattern as on 31st March, 2014

S. No.	Category	No. of Share Held	Percentage
1	Promoters	3770999	47.94
2	Banks & Financial Institutions	0	0
3	Corporate Bodies	280884	3.57
4	Indian Public	3021829	38.43
5	NRIs/ OBCs	791808	10.06
	TOTAL	7865520	100.00

Roopa Industries Limited

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, 2014, 61,76,725 Equity Shares of the Company constituting over 78.53% of the Share Capital of the Company, stand dematerialized.

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

n) A code of conduct is duly approved by the Board on 29.04.2009 is communicated to all Directors and Senior Management of the company and affirmed by them as to its compliance on an annual base. Code conduct is posted on website of the Company.

DECLARATION BY CEO

As provided in Clause 49 of the Listing Agreement with Stock Exchanges, the Directors and Senior Management Personnel have confirmed compliance with code of conduct for the year ended 31.03.2014.

Place: Hyderabad
Date : August 25th, 2014

Sd/-
(T.G.RAGHAVENDRA)
Chairman & 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, Telangana, India.
- p) Address for Correspondence** : 1. Roopa Industries Limited
Regd.Office: 17/745, Alur Road
Adoni – 518 301, Kurnool Dist.
Andhra Pradesh, India.
2. Roopa Industries Limited
A3 A4, Phase-IV, IDA
Patancheru-502 319,
Medak Dist, Telangana, India.

For and on behalf of the Board of Directors

(TG RAGHAVENDRA)
Chairman & Managing Director

PLACE : Hyderabad
DATE : August 25th, 2014

ANNEXURE
Details of Directors seeking re-appointment at the forthcoming Annual General Meeting
(Pursuant to Clause 49 of listing Agreement)

Name of the Director	V.J Sarma	R. Madan Mohan Rao	Sri OD Reddy	Sri M. T Sreenivasa Rao	Ms. K Suneetha
Date of Birth	10.08.1956	12.06.1951	15.03.1938	15.08.1946	06.06.1964
Date of Appointment	17.03.1997	01.10.2002	30.04.2007	01.12.2006	14.08.2014
Qualifications	Commerce Graduate	M.Tech (Che. Engg)	B.Sc (Agril)	B.Com, FCA	M.Com
Experience in specific areas	32 years experience in commercial & Industrial field	38 Years experience in Projects, Finance & Administration	More than 36 years experience in Commercial & Industrial field	A Chartered Accountant with 41 years experience in Finance and Commerce Areas	More than 25 years experience in finance & accounts.
Shareholding in the Company	NIL	NIL	NIL	10535 Shares	NIL
Directorship in other Companies	Brilliant Industries Pvt Ltd.,	AXZ Soft Solutions Pvt Ltd., Vashista Power Ltd., Kurnool Power Projects Ltd., Nectar Laboratories Ltd., SK Salts Pvt Ltd., Salts and Chemicals Pvt Ltd., Brilliant Bio Pharma Pvt Ltd.,	Sree Rayaseema Alkalies & Allied Chemicals Ltd.	NIL	1. BBI Power Krishnapatnam Company 2. Karthickar Informatics P Ltd. 3. Sri Pavana Keerthi Hotels (I) P Ltd.,
Membership in other Company Committees	NIL	NIL	1. Audit Committee 2. Shareholders Grievance Committee in SRAACL	NIL	NIL

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 M/s Roopa Industries Limited for the year ended 31st March 2014 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, 2014 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 : August 25th, 2014

(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. 2855.38 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.

Roopa Industries Limited

Financial Performance:

Financial Highlights :

(Rs. in Lacs)

Particulars	During Year 2013-14	During Year 2012-13
Revenue from Operations (Net)	2855.38	3211.60
PBIDT	(83.98)	127.41
Profit / (Loss) before tax	(194.63)	30.23
Profit / (Loss) after tax	(200.68)	17.52

The revenue from operations (Net) during the year are Rs.2855.38 Lakhs as against Rs. 3211.60 Lakhs during the year 2012-13. The profit / (loss) before interest, depreciation and tax is Rs. (83.98) Lakhs as against Rs. 127.41 Lakhs in the previous year. The profit / (loss) before taxation for the year is Rs. (194.63) Lakhs as against Rs. 30.23 Lakhs during the year 2012-13.

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 : August 25th, 2014

(TG RAGHAVENDRA)
Chairman & Managing Director

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 (the Company), which comprise the Balance Sheet as at March 31, 2014, 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 ("the Act") read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the Accounting Principles generally accepted in India. 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. 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, 2014;
- (b) in the case of the Statement of Profit and Loss Account, of the loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the Cash Flow 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, the Statement of Profit and Loss, and the Cash Flow statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet and Statement of Profit and Loss, and the Cash Flow statement comply with the Accounting Standards referred to in Sub-section (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013, dated, 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
 - e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, 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 : 28-05-2014

(PULLA RAO.Y)
PARTNER
M.No.025266

ANNEXURE REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING OF "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENT OF OUR REPORT EVEN DATE

1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
- b) All the Fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- c) During the year, the Company has not disposed off any substantial part of its fixed assets. As such the going concern status of the company is not affected.
2. a) The inventories have been physically verified by the management during the year and in our opinion, the frequency of verification is reasonable.
- 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. The discrepancies noticed on physical verification between the Physical stocks and the book records were not material.
3. a) According to the information and explanations given to us, the Company has not granted any loan, secured or unsecured, to Companies, Firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. As such the provisions of (iii) (b) (c) & (d) of the companies (Auditor's Report) order 2003 are not applicable to this company in this year.
- b) According to the information and explanations given to us, the Company has taken an unsecured loan from a Director covered in the register maintained under section 301 of the Companies Act, 1956 at a rate of interest which is not prejudicial to the interest of the Company and the repayment of principal and interest are regular.
4. In our opinion and according to the information and explanations given to us, there is an 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 continuing failure to correct major weaknesses in internal control system.
5. a) According to the information and explanations given to us, we are of the opinion that the contracts or arrangements referred in section 301 of Companies Act, 1956 have been entered in the registers required to be maintained under that section and
- 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 register maintained under Section 301 of Companies Act, 1956 and exceeding the value of Rs.5,00,000/- in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.

6. In our opinion and according to the information and explanations given to us, the Company has not accepted any public deposits.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
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 information and explanations given to us and the records of the Company, 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 material statutory dues.
- b) There are no undisputed Statutory dues in respect of provident fund, Employees State Insurance, wealth tax, sales tax, custom duty, service tax and cess which are outstanding at the year end for a period of more than six months from the date they became payable.

According to the information and explanation given to us, the Company has not deposited the amount of Income tax on account of the dispute:

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

- c) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, service tax, excise duty and cess which have not been deposited on account of any dispute as on 31st March, 2014.
10. The Company has no accumulated losses at the end of the financial year and has incurred cash losses during the financial year and there are no cash losses in the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution, banks or debenture holders.
12. According to the information and explanations 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.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore the provisions of Clause 4(xiii) of the Companies (Auditor's Report) order, 2003 is not applicable to the company.
14. According to the Records of the Company, the investments made in the nature of shares in other companies are held in the name of the company and

Roopa Industries Limited

- necessary records recording the transaction and relevant entries have been maintained.
15. According to the information and explanations given to us, the company has not given guarantee for the loans taken by others from banks or Financial Institutions.
 16. According to records of the Company, the company has raised term loan during the year and was applied for the purpose for which loan was obtained.
 17. According to the information and explanations given to us and on an overall examination of the Balance sheet and the Cash flow Statements 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 not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956.
 19. According to the information and explanations given to us, the company has not issued debentures during the year which required the creation of security or charge.
 20. During the year the Company has not made any public issues for which the management has to disclose the end use of money raised through that 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 : 28-05-2014

(PULLA RAO.Y)
PARTNER
M.No.025266

Roopa Industries Limited

BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	As at 31.03.2014 (In Rs.)	As at 31.03.2013 (In Rs.)
I. EQUITY AND LIABILITIES			
(1) Shareholder's funds			
(a) Share Capital	1	7,86,55,200	7,86,55,200
(b) Reserves and surplus	2	62,48,236	2,63,16,726
(c) Money received against warrants		-	-
		8,49,03,436	10,49,71,926
(2) Share application money pending allotment			
		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	2,68,70,585	2,37,33,313
(b) Deferred tax liabilities (Net)	4	70,57,613	64,54,406
(c) Other long term liabilities		-	-
(d) Long-term provisions	5	22,75,901	21,67,935
		3,62,04,099	3,23,55,654
(4) Current Liabilities			
(a) Short-term borrowings	6	4,80,66,970	3,53,26,081
(b) Trade payables	7	6,41,09,114	5,54,62,006
(c) Other current liabilities	8	52,71,127	48,15,165
(d) Short-term provisions	9	55,114	5,66,495
		11,75,02,325	9,61,69,747
TOTAL		23,86,09,860	23,34,97,327
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	8,13,08,319	7,09,83,229
(ii) Intangible assets		-	-
(iii) Capital work-in-progress	10	2,40,000	1,37,13,701
(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	2,17,00,543	1,29,75,544
(e) Other non-current assets		-	-
		10,36,85,764	9,81,09,376
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	13	5,13,12,974	5,12,23,272
(c) Trade receivables	14	6,88,93,513	7,16,14,577
(d) Cash and Bank balances	15	55,56,855	54,08,684
(e) Short-term loans and advances	16	41,24,570	50,97,016
(f) Other current assets	17	50,36,184	20,44,402
		13,49,24,096	13,53,87,951
TOTAL		23,86,09,860	23,34,97,327

Significant Accounting Policies 30

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 : 28-05-2014

Place: Hyderabad

Date : 28-05-2014

Roopa Industries Limited

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Note No.	Year ended 31.03.2014 (In Rs.)	Year ended 31.03.2013 (In Rs.)
I. Revenue from Operations (Gross)	19	30,41,33,928	35,11,02,626
Less: Excise duty		1,85,95,895	2,99,43,088
Revenue from Operations (Net)		28,55,38,033	32,11,59,538
II. Other income	20	4,90,570	10,00,196
III. Total revenue		28,60,28,603	32,21,59,734
IV. Expenses			
Cost of materials consumed	21	20,24,66,090	24,26,92,393
Purchase of stock-in-trade		-	7,51,517
Changes in inventories of Finished goods, Work-in-Progress and Stock-in-trade	22	(36,42,715)	(2,61,98,445)
Employee benefits expenses	23	2,21,98,097	2,28,64,112
Finance costs	24	1,22,41,915	82,24,220
Depreciation and amortization expenses	25	59,01,910	56,70,653
Other expenses	26	6,64,11,837	6,46,84,819
Total Expenses		30,55,77,134	31,86,89,269
V. Profit Before exceptional and extraordinary items and tax (III - IV)		(1,95,48,531)	34,70,465
VI. Exceptional Items		(85,327)	4,47,219
VII. Profit before extraordinary items and tax (V - VI)		(1,94,63,204)	30,23,246
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		(1,94,63,204)	30,23,246
X. Tax expense:			
(1) Current Tax		2,079	6,63,021
(2) Deferred Tax Liability		6,03,207	6,08,188
XI. Profit/(Loss) for the period from continuing operations (IX - X)		(2,00,68,490)	17,52,037
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)		(2,00,68,490)	17,52,037
XVI. Earnings per equity share:	27		
(1) Basic		(2.55)	0.22
(2) Diluted		(2.55)	0.22
(3) Face value per share		10.00	10.00
Significant Accounting Policies	30		
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 : 28-05-2014

Place: Hyderabad
Date : 28-05-2014

Roopa Industries Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014 (AS PER CLAUSE 32 OF THE LISTING AGREEMENT)

	Rs. In Lakhs 2013-14	Rs. In Lakhs 2012-13
A. CASH FLOW FROM OPERATIONS		
Net profit Before Tax and Extra-Ordinary items	(194.63)	30.23
Adjustment for		
Depreciation	59.02	56.71
Interest paid	51.63	40.47
Interest received	(4.42)	(8.90)
Dividend received	0.00	0.00
Operating Profit before Working Capital Changes	(88.40)	118.51
Adjustment for		
Trade and Other Receivables	(2.71)	(24.01)
Inventories	(0.90)	(272.56)
Trade Payables and Others	92.17	106.64
Cash Generated from Operations	0.16	(71.42)
Direct Taxes	(5.19)	(17.28)
NET CASH FLOW FROM /(USED IN) OPERATING ACTIVITIES	(5.03)	(88.70)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(27.88)	(76.72)
Sale of Fixed Assets	0.35	2.78
Interest Received	4.42	8.90
Dividend Received	0.00	0.00
NET CASH FLOW FROM /(USED IN) INVESTING ACTIVITIES	(23.11)	(65.04)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Share Capital and Warrants	0.00	28.04
Proceeds from Share Premium	0.00	5.82
Proceeds from Borrowings	158.77	100.02
Proceeds from loans and advances	(77.53)	(5.71)
Interest paid	(51.63)	(40.47)
NET CASH FLOW FROM /(USED IN) FINANCING ACTIVITIES	29.61	87.70
D. NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENT (A+B+C)	1.47	(66.04)
Cash and Cash Equivalents as at the commencement of the year	54.09	120.13
Cash and Cash Equivalents as at the close of the year	55.56	54.09

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 31.03.2014.

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 : 28-05-2014

Place: Hyderabad
Date : 28-05-2014

Roopa Industries Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1.	SHARE CAPITAL	As at 31 st March (Rs.)	
		2014	2013
	Authorised Share Capital 90,00,000 (previous year 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 (previous year 78,65,520) Equity Shares of Rs. 10/- each	7,86,55,200	7,86,55,200
	Total	7,86,55,200	7,86,55,200

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

Particulars	Year ended 31 st March, 2014		Year ended 31 st March, 2013	
	Number	Rs.	Number	Rs.
Equity shares at the beginning of the year	78,65,520	7,86,55,200	74,72,244	7,47,22,440
Add: Shares issued during the year on conversion of warrants	—	—	3,93,276	39,32,760
Equity shares at the end of the year	78,65,520	7,86,55,200	78,65,520	7,86,55,200

b. Terms / rights attached to equity shares

The Company has only one class of equity shares having a face value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of Liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

S. No.	Name of Shareholder	Year ended 31 st March, 2014		Year ended 31 st March, 2013	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Star Niochem Private Limited	14,87,671	18.91	14,87,671	18.91
2	SRHHL Industries Ltd	13,72,455	17.45	13,72,455	17.45
3	T.G.Raghavendra	6,49,075	8.25	6,30,045	8.01
		35,09,201	44.61	34,90,171	44.37

d. Utilisation of share issue proceeds

Particulars	As at 31 st March (Rs.)	
	2014	2013
Gross Proceeds of the Issue received upto the year	-	1,28,78,496
Utilisation of funds upto the year	-	1,28,78,496
Unutilised amount represented by Fixed Deposit with Bank	-	-

e. 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	
	2014	2013
Warrants originally issued under Share warrants	11,21,820	11,21,820
Warrants outstanding at the beginning of the year	-	3,93,276
Less: Warrants converted into equity shares during the year	-	3,93,276
Warrants outstanding at the end of the year	-	-

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

2.	RESERVES AND SURPLUS	As at 31 st March (Rs.)	
		2014	2013
	a. Securities Premium Reserve		
	Opening Balance as per last Balance Sheet	16,60,296	10,78,246
	Add: Premium on conversion of warrants into Equity shares	—	5,82,050
	Closing Balance	16,60,296	16,60,296
	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	2,19,11,355	2,01,59,318
	Add: Profit for the year	(2,00,68,490)	17,52,037
	Closing Balance	18,42,865	2,19,11,355
	Total (a+b+c)	62,48,236	2,63,16,726

3.	BORROWINGS	As at 31 st March 2014(Rs.)		As at 31 st March 2013(Rs.)	
		Long term	Short term	Long term	Short Term
	a. Secured				
	Term loans from Banks	-	33,44,460	18,83,182	25,84,082
	Total	-	33,44,460	18,83,182	25,84,082
	b. Unsecured				
	From Others	2,68,70,585	6,16,930	2,18,50,131	18,33,004
	Total	2,68,70,585	6,16,930	2,18,50,131	18,33,004
	Total (a + b)	2,68,70,585	39,61,390	2,37,33,313	44,17,086
	Disclosure in Balance Sheet				
	a. Long term borrowings	2,68,70,585	-	2,37,33,313	-
	b. Current maturities of Long Term borrowings under other current liabilities	-	39,61,390	-	44,17,086

Term Loan is secured by hypothecation of equipment purchased out of Bank finance and Plant and Machinery and other Fixed assets of the Company. 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.

Vehicle loan is taken during the year is secured by hypothecation of Vehicle. Repayment schedule in 36 monthly instalments commencing from December, 2013 to November, 2016

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

Term loan repayment in 12 quarterly instalments commencing from March, 2012. Housing loan repayment in 78 monthly instalments commencing from February, 2008 to July, 2014.

4.	DEFERRED TAX LIABILITIES (NET)	As at 31 st March (Rs.)	
		2014	2013
	a. Deferred Tax Liability		
	Depreciation	86,07,436	79,70,868
		86,07,436	79,70,868
	b. Deferred Tax Assets		
	Preliminary Expenses	41,445	41,445
	Impairment Loss	10,00,424	10,00,424
	Employee Benefits	5,07,954	4,74,593
		15,49,823	15,16,462
	Total (a-b)	70,57,613	64,54,406

5.	LONG TERM PROVISIONS	As at 31 st March (Rs.)	
		2014	2013
	Provision for Gratuity (Refer Note No.31)	22,75,901	21,67,935
	Total	22,75,901	21,67,935

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

6.	SHORT TERM BORROWINGS	As at 31 st March (Rs.)	
		2014	2013
	a. Working Capital Secured		
	From Banks	3,33,55,424	3,21,02,746
	From Others	-	-
	Total (a)	3,33,55,424	3,21,02,746
	b. Liability For Bills Discounted		
	From Banks	1,47,11,546	32,23,335
	From Others	-	-
	Total (b)	1,47,11,546	32,23,335
	Total (a+b)	4,80,66,970	3,53,26,081

Security for Secured Loans

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

7.	TRADE PAYABLES	As at 31 st March (Rs.)	
		2014	2013
	a. Dues to Micro, Small and Medium Enterprises (see note below)	-	-
	b. Others	6,41,09,114	5,54,62,006
	Total (a+b)	6,41,09,114	5,54,62,006

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.)	
	2014	2013
a. Principal amount remaining unpaid		
Trade payables	NIL	NIL
Creditors for capital goods	NIL	NIL
b. Interest on above and unpaid interest	NIL	NIL
c. Interest paid	NIL	NIL
d. Payment made beyond the appointed day	NIL	NIL
e. Interest due and payable for the period of delay	NIL	NIL
f. Interest accrued and remaining unpaid at the end of the year	NIL	NIL
g. Amount of further interest remaining due and payable in succeeding year.	NIL	NIL

8.	OTHER CURRENT LIABILITIES	As at 31 st March (Rs.)	
		2014	2013
	a. Current maturities of term liabilities	39,61,390	44,17,086
	b. Others Payables	13,09,737	3,98,079
	Total (a+b)	52,71,127	48,15,165

9.	SHORT TERM PROVISIONS	As at 31 st March (Rs.)	
		2014	2013
	a. Provision for employee benefits	55,114	49,081
	b. Provision for Income Tax	-	5,17,414
	Total (a+b)	55,114	5,66,495

NOTES FORMING PART OF FINANCIAL STATEMENTS
10. FIXED ASSETS

Sl. No.	Particulars	GROSS BLOCK			DEPRECIATION			Closing Balance		
		As at 01/04/2013 Rs.	Additions Rs.	Deletions / Adjustments Rs.	As at 31/03/2014 Rs.	During the Period Rs.	Adjustments Rs.	Up to 31/03/2014 Rs.	As at 31/03/2014 Rs.	As at 31/03/2013 Rs.
	Tangible Asset									
1	Land	6,87,300	-	-	6,87,300	-	-	-	6,87,300	6,87,300
2	Buildings	2,72,67,667	66,18,369	-	3,38,86,036	10,02,795	-	-	2,33,27,152	1,77,11,578
3	Plant & Equipments	7,72,23,483	94,57,721	1,63,876	8,65,17,328	43,13,148	1,63,876	1,05,56,884	5,37,63,439	4,86,18,866
4	Furniture & Fixtures	3,63,127	35,000	-	3,98,127	25,026	-	68,425	3,29,702	3,19,728
5	Vehicles	41,60,656	-	1,50,000	40,10,656	3,82,339	1,15,327	18,11,112	21,99,544	26,16,556
6	Office Equipment	17,02,328	1,50,583	71,700	17,81,211	1,78,602	71,700	7,80,029	10,01,182	10,29,201
	Total-A	11,14,04,561	1,62,61,673	3,85,576	12,72,80,658	59,01,910	3,50,903	4,59,72,339	8,13,08,319	7,09,83,229
B.	Capital Work-in-progress									
1	Buildings Under Construction	65,74,996	43,373	66,18,369	-	-	-	-	-	65,74,996
2	Plant & Machinery Under Erection	71,38,705	25,59,016	94,57,721	2,40,000	-	-	-	2,40,000	71,38,705
	Total-B	1,37,13,701	26,02,389	1,60,76,090	2,40,000	-	-	-	2,40,000	1,37,13,701
	Grand Total	12,51,18,262	1,88,64,062	1,64,61,666	12,75,20,658	59,01,910	3,50,903	4,59,72,339	8,15,48,319	8,46,96,930
	Previous year	11,93,14,419	1,42,96,028	84,92,185	12,51,18,262	56,70,663	15,90,478	4,04,21,332	8,46,96,930	

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

11.	NON CURRENT INVESTMENTS	As at 31 st March (Rs.)	
		2014	2013
	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	2,92,214	4,16,573

12.	LONG TERM LOANS AND ADVANCES	As at 31 st March (Rs.)	
		2014	2013
	a. Capital advances and Claims receivable		
	i. Secured, considered good	-	-
	ii. Unsecured, considered good	1,90,32,232	1,05,32,232
	b. Sundry deposits		
	i. Secured, considered good	-	-
	ii. Unsecured, considered good	26,68,311	24,43,312
	Total (a+b)	2,17,00,543	1,29,75,544

13.	INVENTORIES	As at 31 st March (Rs.)	
		2014	2013
	(As taken, valued and Certified by the Management)		
	a. Raw Materials and other Inputs	74,42,061	1,09,04,995
	b. Stores and Spare Parts	8,73,407	9,63,486
	c. Work-in-Progress	4,22,65,975	3,25,94,960
	d. Finished Goods	7,31,531	67,59,831
	Total (a+b+c+d)	5,13,12,974	5,12,23,272

Details of Work-in-Progress

PARTICULARS	As at 31 st March (Rs.)	
	2014	2013
Bulkdrugs and other intermediates	4,22,65,975	3,25,94,960
Total	4,22,65,975	3,25,94,960

Details of Finished Goods

PARTICULARS	As at 31 st March (Rs.)	
	2014	2013
Bulkdrugs and other intermediates	7,31,531	67,59,831
Total	7,31,531	67,59,831

Inventories are valued at cost or net realisable value which ever is lower.

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

14.	TRADE RECEIVABLES	As at 31 st March (Rs.)	
		2014	2013
	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	6,52,07,204	6,79,28,268
	iii. Unsecured considered doubtful	-	-
	Total (a)	6,52,07,204	6,79,28,268
	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	36,86,309
	iii. Unsecured considered doubtful	-	-
	Total (b)	36,86,309	36,86,309
	Total (a + b)	6,88,93,513	7,16,14,577

15.	CASH AND BANK BALANCES	As at 31 st March (Rs.)	
		2014	2013
	a. Cash and Cash Equivalents		
	I. Cash on hand	2,82,352	3,86,368
	II. Balances with banks in Current Accounts	2,20,357	2,74,863
	b. Other Bank balances		
	Margin Money Deposits (given against LC's, FLC's, BG's)	50,54,146	47,47,453
	Total (a+b)	55,56,855	54,08,684

16.	SHORT TERM LOANS AND ADVANCES	As at 31 st March (Rs.)	
		2014	2013
	a. Deposit with Government and others	1,01,219	36,634
	b. Advance to creditors	38,41,314	47,40,451
	c. Advance to employees	1,82,037	3,19,931
	Total (a+b+c)	41,24,570	50,97,016

17.	OTHER CURRENT ASSETS	As at 31 st March (Rs.)	
		2014	2013
	a. Prepaid expenses	1,49,216	78,385
	b. Service Tax Credit	85,814	87,393
	c. Central Excise	46,56,746	16,25,628
	d. Income Tax Refund receivable	1,44,408	83,104
	e. Interest accrued on deposits	-	1,69,892
	Total (a+b+c+d+e)	50,36,184	20,44,402

18. Contingent liabilities and commitments:

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

- Unexpired Letters of Credit: Rs.198.86 Lakhs (previous year Rs.223.24 Lakhs)
- Unexpired Bank Guarantee: Rs.10 Lakhs (previous year Rs.10 Lakhs)
- Incometax case pending in Andhra Pradesh High Court : Rs. 13.08 lakhs.
- Appeal filed by Company for higher compensation for Land under the Chairmanship of Joint Collector, Anantapur

19.	REVENUE FROM OPERATIONS	Year Ended 31 st March (Rs.)	
		2014	2013
	Sales		
	Sale of products	30,35,42,015	34,95,05,965
	Other Operating Income	5,91,913	15,96,661
		30,41,33,928	35,11,02,626
	Less: Excise Duty	1,85,95,895	2,99,43,088
	Total	28,55,38,033	32,11,59,538

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

20.	OTHER INCOME	Year Ended 31st March (Rs.)	
		2014	2013
	a. Interest - (Gross)	4,41,909	8,89,970
	b. Miscellaneous Income	48,661	1,10,226
	Total (a+b)	4,90,570	10,00,196
21.	COST OF MATERIALS CONSUMED (INCLUDING PACKING MATERIALS)	Year Ended 31st March (Rs.)	
		2014	2013
	Stock at the beginning of the year	1,03,25,920	1,00,15,575
	Add : Purchases	19,95,82,231	24,30,02,738
		20,99,08,151	25,30,18,313
	Less : Stock at the end of the year	74,42,061	1,03,25,920
	Total	20,24,66,090	24,26,92,393
	Details of cost of materials consumed	Year Ended 31st March	
		2014	2013
		(Rs. In Lakhs.)	(Rs.In Lakhs.)
a. Sodium Metal	473.05	563.79	
b. Phosphorous Trichloride	269.05	289.17	
c. Monochloro Benzene	643.22	677.10	
e. Cheitin	261.90	154.52	
h. Others	377.44	742.34	
Total	2,024.66	2,426.92	
22.	CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE	Year Ended 31st March (Rs.)	
		2014	2013
	a. Inventory at the end of the year		
	i. Work-in-progress	4,22,65,975	3,25,94,960
	ii. Finished goods	7,31,531	67,59,831
		4,29,97,506	3,93,54,791
	b. Inventory at the beginning 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
(Increase)/Decrease (b-a)	(36,42,715)	(2,61,98,445)	
23.	EMPLOYEE BENEFITS EXPENSES	Year Ended 31st March (Rs.)	
		2014	2013
	a. Salaries, Wages and Bonus	1,99,47,940	2,01,59,786
	b. Employer's contribution and provision for		
	i. Provident fund	8,25,176	8,70,136
ii. Employees State Insurance	4,63,029	5,08,504	
iii. Gratuity	1,07,966	4,73,470	
c. Staff welfare expenses	8,53,986	8,52,216	
Total (a+b+c)	2,21,98,097	2,28,64,112	
24.	FINANCE COSTS	Year Ended 31st March (Rs.)	
		2014	2013
	a. Interest paid to Banks	47,53,160	36,20,752
	b. Interest paid to others	4,09,549	4,26,314
	c. Bank Charges	2,21,117	8,53,663
	d. Bank processing charges	2,83,022	1,55,100
	e. Other Finance Charges	41,07,729	20,28,477
	f. Foreign Exchange Fluctuations	24,67,338	11,39,914
Total (a+b+c+d+e+f)	1,22,41,915	82,24,220	

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

25.	DEPRECIATION AND AMORTIZATION EXPENSES	Year Ended 31st March (Rs.)	
		2014	2013
	a. Tangible assets (depreciation as per Note.10)	59,01,910	56,70,653
	Total	59,01,910	56,70,653

26.	OTHER EXPENSES	Year Ended 31st March (Rs.)	
		2014	2013
	Consumption of stores and spare parts	63,99,846	57,68,327
	Power and fuel	3,55,46,154	3,58,27,906
	Repairs to Buildings	12,61,661	14,69,119
	Repairs to Machinery	24,95,987	14,50,819
	Repairs others	1,73,175	5,23,962
	Processing Charges	-	10,50,000
	Other Factory expenses	50,29,077	40,19,591
	Excise duty (see note below)	(6,57,944)	4,71,002
	Rent.	2,40,000	2,40,000
	Repairs to Vehicles	3,90,443	2,62,014
	Insurance	7,22,115	9,45,410
	Rates and taxes, excluding, taxes on income	1,17,956	1,08,540
	Audit Fees (see note below)	50,000	50,000
	Communication expenses	2,10,689	3,78,692
	Postage, Printing & Stationery	3,89,378	3,99,484
	Legal & professional charges	18,14,783	34,60,132
	Travelling & conveyance expenses	9,34,177	9,44,636
	Office Maintenance	3,89,129	4,71,663
	Managerial Remuneration	27,00,000	27,00,000
	After sales service expenses	71,26,593	30,99,928
	Commission & discount	4,78,281	5,48,701
	Bad debts writtenoff	-	1,11,777
	Miscellaneous Expenses	6,00,337	3,83,116
	Total	6,64,11,837	6,46,84,819

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

	Details of payments to auditors	Year Ended 31st March (Rs.)	
		2014	2013
	a. As Auditor		
	i. Audit fee	40,000	40,000
	ii. Tax audit fee	10,000	10,000
	Total	50,000	50,000

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

	Particulars	Year Ended 31st March (Rs.)	
		2014	2013
	a. Earnings per share (EPS) (Rs.)		
	Basic	(2.55)	0.22
	Diluted	(2.55)	0.22
	b. Net profit/(Loss) after tax considered for the calculations of EPS (Rs.)	(2,00,68,490)	17,52,037
	c. Weighted average number of equity shares used in computing Basic Earnings per Equity share (No's)	78,65,520	78,55,823
	d. Weighted average number of equity shares used in computing Diluted Earnings per Equity share (No's)	78,65,520	78,55,823
	e. Face value of each equity share (Rs.)	10.00	10.00

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

28. 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.

29. Use of Estimates:

The preparation of financial statements 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.

30. 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.

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

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.

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.

l. 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.

31.

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.)	
	2014	2013
a. Charges and reconciliation of obligation for the year ended		
Present Value and Defined benefit obligation at beginning of year.	21,67,935	16,94,465
Current Service cost	1,48,389	90,789
Interest Cost	1,01,146	1,08,154
Past Service cost	-	-
Net Actuarial (gain) / loss on obligation	(1,41,569)	2,74,527
Present Value and Defined benefit obligation at the end of the year.	22,75,901	21,67,935
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	22,75,901	21,67,935
Fair Value of Plan Assets	-	-
Net Liability	22,75,901	21,67,935
d. Expenses recognized in the Statement of Profit and Loss for the year ended		
Current Service Cost	1,48,389	90,789
Interest as defined benefit obligations	1,01,146	1,08,154
Expected Return on Plan Assets	-	-
Post Service Cost-Recognized	-	-
Net Actuarial (Gain) / Loss recognized for the period	(1,41,569)	2,74,527
Total	1,07,966	4,73,470
e. Pricpal 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:		
	2014	2013
(i).Discount Rate(p.a.)	9.15%	7.95%
(ii).Expected Rate of Return(p.a.)	Nil	Nil
(iii).Salary Escalation Rate(p.a.)	5%	5%

32. **Segment Information:** The Company operates in one primary Business Segment as per AS-17. Segment information for the year ended 31st March, 2014 about Secondary Business Segments Revenue by Geographical Market:

Particulars	2013-14 (Rs. In Lakhs)	2012-13 (Rs. In Lakhs)
In India	2168.84	3155.05
Outside India	866.58	340.01
Total	3035.42	3495.06

33. **Related Party Disclosures:**

a. The Company has the following related parties:

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

b. **Transactions with related parties :**

Key Management Personnel	Year ended 31 st March (Rs.)	
	2014	2013
i. Remuneration to wholetime directors	27,00,000	27,00,000
ii. Unsecured Loan from Director	78,59,014	-

c) **Outstanding payables as on 31st March**

Key Management Personnel	Year ended 31 st March (Rs.)	
	2014	2013
i. Remuneration to wholetime directors	2,14,298	2,00,595
ii. Unsecured Loan from Director	51,79,014	-

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

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

Particulars	Year ended 31 st March	
	2014 (Rs. In Lakhs)	2013 (Rs. In Lakhs)
a. C.I.F. value of imports - Raw materials	408.65	511.37
b. Expenditure in foreign currencies	-	-

35. Earnings in foreign exchange

Particulars	Year ended 31 st March	
	2014 Rs. In Lakhs	2013 Rs. In Lakhs
FOB value of exports	866.58	340.01

36. a. Imported and indigenous raw material consumption:

Particulars	Year ended 31 st March'2014		Year ended 31 st March'2013	
	Rs.	%	Rs.	%
i. Imported	4,08,65,016	20.18	4,49,50,642	18.52
ii. Indigenous	16,16,01,074	79.82	19,77,41,751	81.48
Total (i+ii)	20,24,66,090	100.00	24,26,92,393	100.00

b. Imported and indigenous stores and spares consumption:

Particulars	Year ended 31 st March'2014		Year ended 31 st March'2013	
	Rs.	%	Rs.	%
i. Imported	-	-	-	-
ii. Indigenous	63,99,846	100.00	57,68,327	100.00
Total (i+ii)	63,99,846	100.00	57,68,327	100.00

37. The Sales Tax deferment liability is being accumulated in view of sanction of deferment by the Government of Andhra Pradesh and the same is shown under Long term Borrowings 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 was finalised by Price Negotiation Committee under the Chairmanship of Joint Collector, Anantapur for purchase of same land for Rs.30,02,000/- was unfair and inadequate. Hence the Company has filed a suit in against Government for payment of higher compensation. Pending disposal of the case, the Company accounted compensation as claimed by the Company in the suit and additional compensation of Rs.4,21,176/- is included as claims receivable under Long Term Loans and Advances.

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 our balances as per Company are deemed to be correct, if confirmation or discrepancy 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 : 28-05-2014

Place: Hyderabad
Date : 28-05-2014

PROXY FORM

Name of the Company : ROOPA INDUSTRIES LIMITED

CIN : L10100AP1985PLC005582

Registered Office : 17745, Alur Road, Adoni – 518301, Kurnool District, Andhra Pradesh, India

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

Name of the member(s)	
Registered address	
Email ID	
Folio No/ DP ID and Client ID	

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

1. Name : _____
Address : _____
Email ID : _____
Signature : _____ or failing him

1. Name : _____
Address : _____
Email ID : _____
Signature : _____ or failing him

1. Name : _____
Address : _____
Email ID : _____
Signature : _____ or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 29th Annual General Meeting of the Company, to be held on Tuesday, the 30th September 2014 at 10.00 a.m. at the 17745, Alur Road, Adoni- 518 301, Kurnool Dist, Andhra Pradesh, India and at any adjournment thereof in respect of such resolutions as are indicated below :

Roopa Industries Limited

Resolution No	Particulars of Resolution	Optional #	
		For	Against
Ordinary Business			
1	Adoption of the Audited Financial Statements for the financial year ended on 31 st March, 2014 together with the reports of the Auditors and Directors thereon.		
2	Re-Appointment of Sri V J Sarma, who retires by rotation		
3	Re-Appointment of Sri M T Sreenivasa Rao, who retires by rotation		
4	Appointment of M/s. T Adinarayana & Co., Chartered Accountants as Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the Conclusion of next Annual General Meeting		
Special Business			
5	Appointment of Ms. K. Suneetha as Independent Director of the Company for a term of five consecutive years upto 29 th September, 2019.		
6	Re-Appointment of Sri R Madan Mohan Rao, as Independent Director of the Company for a term of five consecutive years upto 29 th September, 2019.		
7	Re-Appointment of Sri O D Reddy, as Independent Director of the Company for a term of five consecutive years upto 29 th September, 2019.		
8	Appointment of Cost Auditors		
9	Authority to the Board of Directors pursuant to provisions of Section 180(1)(c) of the Act for borrowing money upto Rs. 100 Crores and above the aggregate of paid up share capital and free reserves of the company		
10	Authority to the Board of Directors pursuant to provisions of Section 180(1)(a) of the Act to create mortgage and/or charge on all or any of the immovable properties of the company to secure the terms loans and/or the working capital facilities granted / to be granted to the company upto a sum of Rs.100 Crores		

Signed this _____ day of _____, 2014

Signature of Member :

Signature of Proxy holder(s) : _____

Affix
Revenue
Stamp

Notes :

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A Proxy need not be a member of the Company.
- Pursuant to provisions of Section 105 of the Companies Act, 2013 read with applicable Rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- # This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

ATTENDANCE SLIP

Name of the Company : ROOPA INDUSTRIES LIMITED

CIN : L10100AP1985PLC005582

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

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

Please fill Attendance Slip, sign and hand it over at the entrance of the Meeting Hall.

Name and Address of the Member

No. of Shares

DP ID *
Client ID*

Folio No.

No. of shares

I hereby record my presence at the **29th ANNUAL GENERAL MEETING** of the Company held on Tuesday, 30th September, 2014 at 10.00 A.M at the 17/745, Alur Road, Adoni – 518301, Kurnool District, Andhra Pradesh, India

Signature of the Member or the Proxy

* Applicable for investors holding shares in electronic form.

PRINTED MATTER

BOOK-POST

If undelivered please return to

ROOPA INDUSTRIES LIMITED

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