

BOARD OF DIRECTORS:

Shri Mahendra D.Ganatra
Shri Vipul Trivedi
Shri Nilesh T.Kava

AUDITORS

M/s. Y. D. & Co.
Chartered Accountants
Ludhiana

REGISTERED OFFICE

9/15, Dr. M.B. Velkar Street, Kalbhat Lane
Romm No:34, 1st Floor, Kalbadevi Road
Mumbai, Maharashtra 400 002

SHARE TRANSFER AGENT

Adroit Corporate Services Private Limited
19, Jaferbhoy Industrial Estate, First Floor,
Makwana Road, Marol Naka,
Mumbai - 400 059

NOTICE

Notice is hereby given that the Annual General Meeting of Rotam Commercials Limited Will be held on Thursday, 30th June, 2011 at 4.00 p.m. at the registered office of the company. To Transact the Following Businesses:

ORDINARY BUSINESS :

1. To receive and adopt Audited profit and Loss Account for the year ended 31st March, 2011 and the balance Sheet as on that date along with Directors' and Auditors' Report thereon.
2. To Appoint a Director in place of Mr. Vipul Trivedi, who retires by rotation and, being eligible offers himself for re-appointment.
3. To reappoint M/s. Y. D. & Co., Chartered Accountants, Ludhiana, Auditors of the company to hold office from the conclusion of this meeting until the conclusion of next annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

Date :28.05.2011

by Oder of the board of directors

Registered office

9/15, Dr. M.B.Velkar Street,
Kolbhat Lane Room No. 34,
1st Floor, Kalbhadevi Road,
Mumbai Maharashtra 400 002

For, ROTAM COMMERCIALS LIMITED

**Sd/-
Director**

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER PROXIES, IN ORDER TO BE EFFECTIVE,MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF MEETING.
- The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out material facts is annexed hereto
- Pursuant to section 154 of the Companies Act, 1956, Register of Members and Shares Transfer Books of the Company will remain closed from June 28, 2011 to June 29, 2011 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on June 30, 2011.
- Members intending to require information about accounts at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.
- Members are requested to:
- Intimate, if Shares are held in the same name or in the order and names, but in more than one account to enable the Company to club the said accounts in to one account.
- Notify immediately the Change if any, in the registered address, to the Company.

DIRECTORS' REPORT

To,

The Members,

ROTAM COMMERCIALS LTD

Your Directors present their Annual Report and Audited Statement of Accounts for the year ended 31st March 2011.

FINANCIAL RESULTS:

(Amt. In Rs.)

PARTICULARS	2010-2011	2009-2010
Profit /(Loss) before Depreciation	25,22,692	13,55,191
Less : Depreciation	26,022	1,03,386
Profit / (Loss) before Tax	24,96,670	12,51,805
Less : Provisions for taxation	7,95,000	3,45,000
Profit / (Loss) After Tax	17,01,670	9,06,805
Excess/(Short) Provision for	0	(1034)
Tax Add : Balance b/f from Previous Year	1,10,38,748	1,01,32,977
Balance carried forward	12,740,418	11,038,748

BUSINESS OPERATIONS

The company has incurred Profit of Rs 17,01,670/- after tax of the Company during the year. As compared to Profit of Rs. 9, 06,805/- of the last year.

DIVIDEND

Your Directors do not recommend any Dividend.

APPOINTMENT OF AUDITORS:

M/s. Y. D. & Co., Chartered Accountants, Ludhiana, are proposed to be re-appoint as auditor of the company for the financial year 2011-2012. The auditors of the Company retire at the forthcoming Annual General Meeting. The board will fix the remuneration of newly appointed auditors of the company. The necessary certificate under section 224(1B) of the Companies Act, 1956 has been received from the auditor.

The Statutory Auditors of the Company have submitted auditor's report on the accounts of the Company for the accounting year ended 31st March, 2011 which is self-explanatory and needs no comments.

DIRECTORS:

During the year Mr. Mahendra Ganatra, Mr. Vipul Trivedi and Mr. Nilesh Kava were appointed as promoter Directors of the Company under Regulation 12 of SEBI (SAST) Regulations, 1997. During the year Mr. Jagadish Malani, Hasmukh Malani Chandrakant Malani and Mukesh Malani resigned from the directorship of the company w.e.f 24.03.2011 due to their pre-occupation. Mr. Vipul Trivedi, director, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

PUBLIC DEPOSIT

Your Company has not accepted any deposit within the meaning of section 58-A of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES:

There are no employees of the Company whose particulars are required to be reported under Section 217 (2A) of the Companies Act, 1956 and the rules there under.

DIRECTORS' RESPONSIBILITY STATEMENT:

In Compliance with the provisions of Section 217(2AA) of the Companies Act, 1956 the Directors of your Company confirm that:

1. In the preparation of the Annual Accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
2. they have selected such accounting policies and applied them consistently and made judgments and estimates that are responsible and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and Loss of the Company for that year;
3. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
4. They have prepared the annual accounts on a going concern basis.

DISCLOSURE OF PARTICULARS WITH RESPECT:

FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information regarding Foreign Exchange Earnings and out go is as follows:

- A) Earnings in Foreign Exchange: Nil**
B) Outgo in Foreign Exchange: Nil

ACKNOWLEDGEMENTS:

Your Directors take this opportunity to thanks all the shareholders of the Company for their continued support.

FOR AND ON BEHALF OF THE BOARD

Place: MUMBAI

Date: 28.05.2011

CHAIRMAN

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of operations and in all inter-actions with its shareholders, employees, and the Government Company is committed to achieve the highest standards of corporate governance.

Company believes that all its operations and actions must serve the underlying goal of enhancing the overall shareholder value, over a sustained period of time.

BOARD OF DIRECTORS:

The Board of Directors of the company is comprised of optimum number of Executive, non-executives and independent directors. The Board met 7 **times** during the year on the following dates.

During the year, Board Meetings were held on 28.05.2010, 22.07.2010, 13.08.2010, 08.09.2010, 12.11.2010, 12.02.2011, 24.03.2011

S. No.	Name of Director	Category of Directorship	No. of Board Meetings Attended	Attendance at Last AGM	No. of Other Committee Memberships
1	Mahendra Ganatra (w.e.f. 08.09.10)_	Non- Executive Director and Independent Director	3	-	3
2	Vipul Trivedi (w.e.f. 08.09.10)_	Non- Executive Director and Professional Director	3	-	3
3	Nileshkumar Kava (w.e.f. 08.09.10)_	Non- Executive Director and Independent Director	3	-	3
4	Jagdish Malani (Res. 24.03.11)	Non- Executive Director and Independent Director	7	Yes	-
5	Hasmukh Malani (res. 24.03.11)	Non- Executive Director and Independent Director	7	Yes	-
6.	Chandrakant Malani (res. 24.03.11)	Non- Executive Director and Independent Director	7	Yes	-
7.	Mukesh Malani (res. 24.03.11)	Non- Executive Director and Independent Director	7	Yes	-

AUDIT COMMITTEE:

The Audit committee was reconstituted by the board and the present members of the audit committee are Mr. Mahendra Ganatra, Mr. Vipul Trivedi & Mr. Nilesh Kava after resignation of Mr. Jagdish Malani, Mr. Hasmukh Malani, and Mr. Chandrakant Malani.

The Committee has appointed Vipul Trivedi as chairman.

The terms of reference and powers of Audit Committee are as per Clause 49 of the Listing Agreement. The functions of the Audit Committee are as per Listing Agreement with the Stock Exchanges. This includes review of accounting and financial policies and procedures, review of financial reporting system and internal control procedure. The Committee met four times during the year i.e. 28.05.2010, 13.08.2010, 12.11.2010, 12.02.2011

S. No.	Name of Audit committee member	No of meetings attended
1	Jagdish Malani	4
2	Hasmukh Malani	4
3	Chandrakant Malani	4
4	Vipul Trivedi (w.e.f. 24.03.11)	0
5	Mahendra Ganatra (w.e.f. 24.03.11)	0
6	Nilesh Kava (w.e.f. 24.03.11)	0

REMUNERATION COMMITTEE:

No Remuneration Committee meeting was held during the year.

SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE:

The shareholder Grievance Committee was reconstituted by the board and the present members of the audit committee are Mr. Mahendra Ganatra, Mr. Vipul Trivedi & Mr. Nilesh Kava after resignation of Mr. Jagdish Malani, Mr. Hasmukh Malani, and Mr. Chandrakant Malani.

The role and functions of the said Committee are the effective redressed of the complaints of the shareholders regarding dematerialization, transfers, non-receipt of balance-sheet etc, The Committee will also recommend the steps to be taken for further improvement in the quality of services to the Investors.

The company has received no complaints during the year

GENERAL BODY MEETINGS:

The last three Annual General Meetings were held as under:

Financial Year	Date	Venue
2009-10	31st August, 2010	Everest Building 15, 10th Floor, Tardeo Circle, Mumbai – 400034, Maharashtra.
2008-09	30th August, 2009	Everest Building 15, 10th Floor, Tardeo Circle, Mumbai – 400034, Maharashtra.
2007-08	29th August, 2008	Everest Building 15, 10th Floor, Tardeo Circle, Mumbai – 400034, Maharashtra.

No special Resolutions were put through postal ballot as recommended under clause 49 of the Listing Agreement of the Stock Exchanges, are placed for shareholders' approval at the forthcoming Annual General Meeting. There is no non-compliance nor any penalty or stricture imposed on the company by stock Exchanges, SEBI or any other statutory authority on any matter relating to capital markets during the last three years.

MEANS OF COMMUNICATION:**Quarterly Results**

the company has published quarterly results in The Western Times (English) and The Western Times (Marathi), both at Mumbai.

Management Discussion And Analysis

Appended to this Report.

GENERAL SHAREHOLDER INFORMATION:**Financial Calendar 2011 -12 (tentative)**

: Results for the quarter ended June 30, 2011:
Last week of July 2011.

Results for the quarter ended September 30, 2011
Last week of October 2011

Results for the quarter ended December 31, 2011,
Last week of January 2012

Results for the quarter ended March 31, 2012,
Last week of April 2012

Book closure date

: 28th June, 2011 to 29th June, 2011
(Both days inclusive)

Registered Office

: 9/15, Dr. M.B.Velkar Street,
Kolbhat Lane Room No. 34,
1st Floor, Kalbhadevi Road,
Mumbai Maharashtra 400 002
Tele: 022-40091635
Email: rotamcommercial@yahoo.com

Equity shares Listed on Stock Exchanges at

The Bombay Stock Exchange Ltd, Mumbai

DISCLOSURES:

- All related party transactions have been entered into the ordinary course of business and were placed periodically before the audit committee in summary form. There were no material individual transactions with related parties were not in the normal course of business to be placed before the audit committee and that may have potential conflict with the interest of the Company at large. All individual transactions with related parties or others were on an arm's length basis.
- All Accounting standards mandatorily required have been followed in preparation of financial statements and no deviation has been made in following the same.
- Risk assessment and its minimizations procedures have been laid down by the Company and the same have been informed to Board Members. These procedures are periodically reviewed to ensure that executive management controls risks through means of a properly defined framework.
- The company has not raised money through preferential allotment basis during the year.
- The Company duly complies with all mandatory requirements of clause 49 of Listing Agreement with the Stock Exchange. However, the company has not adopted the non – mandatory requirement defined therein.
- Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the listing agreement with Stock Exchanges.

STOCK CODE**TRADING SYMBOL AT**

: The Bombay Stock Exchange Ltd, Mumbai
Scrip Code 512359

DEMAT ISIN NUMBERS

: INE093G01014

No Penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

Stock Market Data: The details regarding the month wise high/low price is during 2010-11 is as follows:

Month	High	Low
Apr-10	153.00	80.50
May-10	87.55	63.95
Jun-10	98.00	53.80
Jul-10	53.60	33.40
Aug-10	43.60	31.25
Sep-10	37.15	29.05
Oct-10	32.80	24.00
Nov-10	36.60	23.80
Dec-10	27.80	18.95
Jan-11	23.55	15.35
Feb-11	20.55	14.80
Mar-11	18.40	12.95

Registrar and Transfer Agents

:

(Share transfer and Communication

Adroit Corporate Services Pvt Ltd.,

**Regarding Share certificates Dividends
And change of Address)**

19/20, Jafarbhoi Industrial Estate,
Markwana Road, Marol Naka,
Andheri (E), Mumbai - 400 069.

SHARE TRANSFER SYSTEM:

Transfer of Shares in Physical form are registered and dispatched within 3 weeks from the date of their receipts, subject to the documents being valid and complete in all respects. Transfer of shares are processed

by the Share Transfer Agents and approved by the Share Transfer Committee called as "Investor / Shareholders Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 30 days from the date of receipt, if the relevant documents are complete in all respect.

DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Equity Shares of your company are traded in compulsory dematerialization form by all investors. The company has entered into agreements with existing Depositories, enabling the investors to hold shares of the company in electronic form through the depository of their choice. As on 31st March 2011 9, 03,395 Equity Shares (94.10%) of the Company was held in dematerialized form

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2011

Shareholding of nominal value Rs. As on 31st March, 2011	No. of Shares	% of No. of shares	No. of Shareholders	% of Shareholders
Up to 100	443	43.09	27779	2.89
101 - 500	358	34.82	100735	10.49
501- 1000	81	7.88	63447	6.61
1001- 2000	56	5.45	81795	8.52
2001- 3000	21	2.04	54144	5.64
3001- 4000	9	0.88	30860	3.21
4001-5000	13	1.26	60616	6.31
5001-10000	34	3.31	268261	27.94
10001-20000	8	0.78	98759	10.29
20001-50000	5	0.49	173604	18.08
50001 and above	0	0	0	0
Total	1028	100.00	960000	100.00

Category of shareholders as on 31st March 2011

Category	No. of Shareholders	% of Shareholding
Promoters	0	0
Mutual Funds and UTI	0	0
Public Shareholding		
· Institutions	0	0
· Non-Institutions	86	32.05
· individual(up to 1 Lacs)	928	57.41
· individual (excess 1 Lacs)	6	9.66
· others(non residence/clearing members)	8	0.89
Total	1028	100.00

IMPACT ON EQUITY: None

ADDRESS FOR CORRESPONDENCE:

Shareholders correspondence should be addressed at registered office of the company at:

REGISTERED OFFICE:

9/15, Dr. M.B.Velkar Street, Kolbhat Lane Room No. 34,
1st Floor, Kalbhadevi Road, Mumabi Maharashtra 400 002

COMPLIANCE OFFICER:

Mr. Nilesh Kava

DECLARATION:

None of the Director of the Company is a Director of more than 15 companies and member of more than 10 committees or chairman of more than five committees across all companies in which he is a Director

ANNEXURE TO REPORT

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

The company has framed a specific code of conduct for the members of the Board of Directors of the Company pursuant to clause 49 of the listing agreement with Stock Exchanges to further strengthen corporate governance practices in the company.

All the members of the Board of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non compliance thereof during the year 31st March, 2011.

Place: Mumbai

Date: 28.05.2011

Director

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,

ROTAM COMMERCIALS LIMITED

9/15, Dr. M.B.Velkar Street,

Kolbhat Lane Room No. 34,

1st Floor, Kalbhadevi Road,

Mumabi Maharastra 400 002

We have examined the relevant records pertaining to compliance conditions of Corporate Governance by Rotam Commercials Limited the Company, for the year ended 31st March, 2011 as stipulated clause 49 of the Listing Agreement of the said Company which the stock exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. Our examination 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, the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

We have to state that no investor grievances are pending for a period exceeding one month against the Company as per records maintained by the Company which were presented to the Investor Grievance Committee.

We further state that such compliances 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.

Place: Ludhiana

Date: 28.05.2011

Y.D. & Co.

Chartered Accountant

Partner

Yeshoodeep Banssal

M.No. 500927

AUDITORS' REPORT

To,
THE MEMBERS OF
ROTAM COMMERCIAL LIMITED

- (1) We have audited the attached Balance Sheet of ROTAM COMMERCIAL LIMITED as at 31st March 2011, the relative Profit and Loss Account and the Cash Flow Statement for the year ended on that date, all of which have been signed by us under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- (2) We have conducted our audit in accordance with auditing and assurance standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on test basis, evidence supporting the amounts and disclosures in the financial statements. An Audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- (3) As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we set out in the annexure a statement on the matters specified in paragraphs 4 & 5 of the said order.
- (4) Further to our comments in the Annexure referred to in paragraph (3) above we report that:
 1. 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.
 2. In our opinion, proper books of accounts as required by law, have been kept by the Company so far as appears from our examination of books.
 3. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report, are in agreement with the books of account.
 4. In our opinion, the Balance Sheet, Profit & Loss Account, and Cash Flow statement dealt with by this report comply with the Accounting Standard referred to in sub-section (3c) of Section 211 of the Companies Act, 1956.
 5. On the basis of written representation received from the Directors and taken on records by the Board of Directors, we report that none of the Directors is disqualified as at 31st March 2011 from being appointed as a director in terms of clause (g) of Sub-section (1) of Section 274 of the Companies Act, 1956.
 6. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view:
 - (a) In case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2011 and;
 - (b) In case of Profit and Loss Account, of the Profit of the Company for the year ended on that date.
 - (c) In case of Cash Flow Statement, of the cash flows for the year ended on that date.

FOR, Y.D. & CO.
CHARTERED ACCOUNTANTS
FIRM REG. NO. 018846N

Yesudeep Banssal
(Partner)

PLACE: Ludhiana
DATED: 28TH May 2011.

M. No.500927

ANEXURE TO AUDITORS' REPORT

Annexure referred to in Paragraph 3 of the Auditors Report of Even date to the Member of ROTAM COMMERCIAL LIMITED

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of information available.
- (b) As explained to us, all the assets have been physically verified by the management at reasonable intervals during the year. According to information and explanations given to us, no material discrepancies have been noticed on such verification.
- (c) In our opinion, the company has not disposed off substantial part of fixed assets during the year and the going concern status of the company is not affected.
- ii) (a) As explained to us, inventories have been physically verified by the management at regular intervals during the year.
- (b) In our opinion, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- (c) The Company is maintaining proper records of inventory. The discrepancies on verification of stocks compared to book record were not material and these have been properly dealt with the books of accounts.
- iii) (a) The company has not taken unsecured loan from Company covered in the register maintained under section 301 of The Company Act 1956. According to information and explanation given to us the company has granted un-secured loans to their Company wherein the key management have significant influential control covered in the register maintained U/S 301 of the Companies Act, 1956. The maximum amount involved during the year Rs. 1, 27, 25,000/- and the balance outstanding of the year end is Rs. 9, 26,096/-
- (b) In our opinion, the rate of interest other terms and conditions on which have been granted to other party listed in register maintained under section 301 of the Companies Act 1956 are not , prima facie, prejudicial to the interest of the company.
- (c) No terms of repayments of principal and or interest are stipulated.
- (d) As no repayment schedule is fixed there is no overdue amount in respect of loan by company.
- iv) In our opinion and according to information and explanations given to us , there are adequate internal control procedures commensurate with the size of the company and the nature of the business with regards to purchase of inventory , fixed assets and with regards to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
- v) According to the information and explanations given to us, we are of the opinion that there are transactions that need to be entered into the register maintained under section 301 of the companies Act 1956.
 - (a) To the best of our knowledge and belief and according to the information and explanations given to us transactions that need to be entered into the register have been so entered.
 - (b) According to the information and explanations given to us, such transactions have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- vi) In our opinion, and according to the information and explanations given to us, the company has not accepted any fixed deposits which are covered under provisions of section 58A and section 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rule 1975.
- vii) In our opinion and according to the information and explanations given to us, Company does not have internal audit system commensurate with the size and nature of its business.

- viii) The Central government has not prescribed any maintenance of cost records for the Company's product pursuant to Rules made under section 209 (1) (d) of the Companies Act, 1956.
- ix) According to information and explanation given to us and the records of the company examined by us, in our opinion, the company is regular in depositing the undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise duty , Cess and other material statutory and other material statutory dues as applicable with appropriate authorities.
- x) The Company has not incurred cash loss during the year. And in the immediately preceding financial year.
- xi) According to the records of the Company examined by us and the information and explanations given to us, the company has not taken any Term Loan from the financial institutions or Banks. Since the company has not issued any debentures till date, therefore the question of default does not arise.
- xii) In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The provisions of any special statue applicable to chit fund/nidhi/mutual benefit fund/societies are not applicable to the Company.
- xiv) The Company is dealing / or trading in shares, securities, debentures and other investments.
- xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- xvi) According to the information and explanations given to us, the Company has not raised any new term loan during the year.
- xvii) On the basis of an overall examination of the balance sheet of the Company and according to the information and explanations given to us, in our opinion, funds raised on a short-term basis have not been used for long-term investment and vice versa.
- xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
- xix) The Company has not issued any debenture till date. Therefore, creation of reserves in respect of debentures does not arise.
- xx) The Company has not raised any money by public issues during the year.
- xxi) During the course of our examination of the Books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the Management.

FOR, Y.D.& CO.

CHARTERED ACCOUNTANTS

FIRM REG. NO. 018846N

Yesudeep Banssal

(Partner)

PLACE: Ludhiana.

DATED: 28th May 2011.

M. No.500927

BALANCE SHEET AS AT 31st MARCH 2011

PARTICULARS	SCHD. NO.	AMOUNT IN RS. 31st March 2011	AMOUNT IN RS. 31st March 2010
SOURCES OF FUNDS :			
SHAREHOLDER'S FUNDS			
Share Capital	1	9600000	9600000
Reserves & Surplus	2	12740418	11038748
TOTAL		22340418	20638748
FIXED ASSETS			
Gross Block	3	890220	3199836
Less : Depreciation		694753	2337002
Net Block		195468	862834
CURRENT ASSETS, LOANS & ADVANCES	4	23092772	20886907
LESS : CURRENT LIABI. & PROVISIONS	5	947822	1110993
NET CURRENT ASSETS		22144950	19775914
TOTAL		22340418	20638748

As per our attached report of even date
FOR Y D & CO.

CHARTERED ACCOUNTANTS
Firm Reg. No.018846N

Yeshdeep Banssal
Partner
M. NO. 500927

Place : Ludhiyana
Date : 28/05/2011

For & on Behalf of the Board
Rotam Commercial Limited

(Director)

(Director)

Place : Mumbai
Date : 28/05/2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

PARTICULARS	SCHD. NO.	AMOUNT IN RS. 31st March 2011	AMOUNT IN RS. 31st March 2010
1			
<u>INCOME</u>			
Sales	6	33689726	44502073
Closing Stock		430480	8833010
Other Income	7	9865899	2189375
TOTAL		43986105	55,524,458
2			
<u>EXPENDITURES</u>			
Purchase	8	30904211	48257639
Administrative and other expenses	9	1726192	1765035
Opening Stock			
Shares		7469270	3250535
Electrical Goods		1363740	896058
Depreciation		26022	103386
TOTAL		41489435	54272653
Profit Before Tax		2496670	1251805
Less : Income tax Provision		795000	345000
Profit After tax		1701670	906805
ADD : Excess Provision written back		0	-1034
ADD: Balance Brought Forward		11038748	10132977
BALANCE CARRIED TO B/S		12740418	11038748

As per our attached report of even date
FOR Y D & CO.

CHARTERED ACCOUNTANTS

Firm Reg. No.018846N

(Director)

Yeshdeep Banssal

Partner

M. NO. 500927

Place : Ludhiyana

Date : 28/05/2011

For & on Behalf of the Board
Rotam Commercial Limited

(Director)

Place : Mumbai

Date : 28/05/2011

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT

PARTICULARS	SCHD. No.	AMOUNT IN RS. 31st March 2011	AMOUNT IN RS. 31st March 2010						
1 SHARE CAPITAL	1								
AUTHORISED CAPITAL		10000000	10000000						
10,00,000 Equity shares of Rs.10/- each		<u>10000000</u>	<u>10000000</u>						
ISSUED SUBSCRIBED & PAID UP CAPITAL									
9,60,000 Equity Shares of Rs.10/- each of fully paid in cash		9600000	9600000						
		<u>9600000</u>	<u>9600000</u>						
2 RESERVES & SURPLUS	2								
Profit and Loss Account		12740418	11038748						
		<u>12740418</u>	<u>11038748</u>						
3 FIXED ASSETS :	3								
Particulars	Gross Block				Depreciation			Net Block	
	Cost as at 01.04.2010	Additions during the year	Deductions during the year	Cost as at 31.03.2011	Upto 01.04.2010	Written Down on deletion	For the Year	Upto 31.03.2011	As at 31.03.2011
Office Premise	2,309,616	0	2,309,616	0	0	0	0	641,345	
Furniture & Fixtures	414,456	0	0	414,456	255,393	015,907	271,300	143,156	159,063
Office Equipments	68,255	0	0	68,255	53,224	0 1,503	54,727	13,528	15,031
Computer	263,549	0	0	263,549	260,210	0 2,003	262,213	1,336	3,339
Air Conditioner	79,770	0	0	79,770	68,571	0 1,680	70,251	9,519	11,199
Refrigerator	7,400	0	0	7,400	6,362	0 156	6,518	882	1,038
Water Purifier	6,352	0	0	6,352	4,673	0 252	4,925	1,427	1,679
Mobile Phone	50,438	0	50,438	20,298	0	4,52124,819	25,619	30,140	
TOTAL :...	3,199,836	0	2,309,616	890,220	668,731	026,022	694,753	195,467	862,834
Previous Year	4,690,181	0	1,490,345	3,199,836	3,604,515	1,370,899103,386	2,337,002	862,834	1,085,666
4 CURRENT ASSETS, LOANS & ADVANCES	4								
CURRENT ASSETS									
Stock in trade (at cost or market value whichever is lower)		430480						8833010	
Sundry Debtors (Unsecured but considered goods)		6102180						703833	
Cash on hand		64517						31932	
Balance with Schedule Bank		14272832						393999	
	A	20870009						9962774	
LOANS & ADVANCES									
Prepaid Expenses		0						5000	
Loans		926096						9,635,301	
Advance Tax		650000						100000	
Advance Recoverable in Cash or Kind		450894						669791	
Deposits		53000						253,000	
Income Tax deducted at source		142772						261041	
	B	2222762						10924133	
TOTAL (A + B)		23092772						20886907	

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT

PARTICULARS	SCHD. No.	AMOUNT IN RS. 31st March 2011	AMOUNT IN RS. 31st March 2010
5 CURRENT LIABILITIES & PROVISIONS	5		
A) CURRENT LIABILITIES			
Sundry Creditors		102900	647281
Security Deposit for Rent		0	100000
Other Liability		49922	18712
TOTAL (A)		152822	765993
B) PROVISIONS			
Provision for Income Tax		795000	345000
TOTAL (B)		795000	345000
TOTAL (A+B)		947822	1110993
6 Details of Sales	6		
Sales of Electrical Goods		11802119	1339829
Sales of Shares		4341167	2596041
Sales Licence DEPB		17546440	40566203
Total		33689726	44502073
7 OTHER INCOME	7		
Interest Income		1297621	1262683
commission Received		0	480000
Dividend Income		812	11562
Rent Received from Print Desk		70000	420000
Profit On Sale of Office Premise		8496767	0
Profit On Sale of Motor Car		0	5554
Miscellaneous Income		699	9576
	D	9865899	2189375
8 Purchase	8		
Purchase Electrical Goods		13510588	1140010
Purchase Shares		0	6661340
Transport & Octroi		28463	16371
Clearing & Forwading		13999	272975
Purchase Licence DEPB		17351161	40166943
		30904211	48257639
9 ADMINISTRATIVE & OTHER EXPS.	9		
Salaries		566306	806,979
Conveyance & Travelling Exp.		220336	82,219
Motor Car Expenses		1770	69,763
Licence Transfer Expenses		1500	3903
Bank Charges		5028	205
Courier charges		5999	18386
Commission Paid		24031	41042

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT

PARTICULARS	SCHD. No.	AMOUNT IN RS. 31st March 2011	AMOUNT IN RS. 31st March 2010
De- Mat & Custodian Charges		39059	15929
Directors Fees		5000	5000
Filling Fees		3000	3500
Fees & Subscription		30	1120
Insurance		0	18395
Sundry expenses		551	0
Listing Fees		11030	11030
Postage & Telegram Exp.		550	594
Printing & Stationery Exp.		11466	12910
Professional Fees		174170	110509
Profession Tax Paid - Company		5000	2500
Rates & Taxes Paid		39492	36292
Interest Paid Profession Tax		0	48
Sales Promotion Exp.		56893	112360
Security Transaction Tax Paid		0	11340
Society charges		16628	25762
Sundry Balances W/off		20.05	24425
Staff Welfare Expenses		31577	6362
Exchange Diff.		2782	0
Trade Licence Fees		0	3200
Future & Options		19214	0
Assessment Dues (P.Tax)		1500	0
Repairs & Maintenance		5085	0
Xerox Charges		44	320
Exhibition & Advertisement Exp.		16056	29142
Auditors Remuneration :		10000	72650
Telephone Expenses		55055	84,416
Rent Paid		365742	119,484
Electricity Expenses		10212	11,680
Freight, Coolie & Cartage Charges		21066	23,570
TOTAL		<u>1726192</u>	<u>1765035</u>

SCHEDULE 10: SIGNIFICANT ACCOUNTING POLICIES & NOTES

(1) The Accounts are prepared on an accrual basis except otherwise stated and under the historical cost conventions, and are in line with the relevant laws as well as the guidelines prescribed by the Department of Company affairs and the Institute of Chartered Accountants of India.

(A) SYSTEM OF ACCOUNTING

The Company has adopted the accrual basis of accounting in the Preparation of the books of accounts.

(B) REVENUE RECOGNITION

All income is accounted for on accrual basis.

(C) EXPENSES

It is Company's policy to account of expenses on accrual basis.

(D) TAXATION

Provision for current tax is made in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961. There is no timing difference. Hence, deferred tax liability/assets have not arisen during the year.

(E) INVENTORIES

Inventories are valued at lower of cost and net realizable value. In determining cost FIFO method is used

(F) FIXED ASSETS & DEPRECIATION.

Fixed Assets are stated at cost of acquisition less accumulated depreciation and is inclusive of freight, taxes, and incidental expenses relating to such acquisition.

Depreciation on Fixed Assets is provided on WDV method at the rates prescribed in Income Tax act 1961.

(G) INVESTMENTS

Investments are valued at cost.

(H) RETIREMENT BENEFITS

Provision of Gratuity is not applicable to the company.

(I) Basic and Diluted Earnings per share (EPS) computed in accordance with Accounting Standard (AS).20 "Earning Per Share"

Particulars	31.03.2011	31.03.2010
a. Numerator		
Profit / (Loss) after TaxRs.	17, 01,670	9, 05,771
b. Denominator		
Weighted average number of Nos. Equity shares	960000	960000
c. EPS (Basic & Diluted)	1.77	0.95
Numerator/Denominator		

(J) Payment to Auditor's	2010-2011	2009-2010
	(Rs.)	(Rs.)
1. For Audit	10,000/-	55,150/-

2. Expenditure in foreign currency: Nil

3. Income in Foreign Currency : Nil

4. Balance of Sundry Debtors, Creditors, Loans & Advances given and accepted as agreed by the management, is subject to confirmation.

5. Cash on hand is as certified by the Management of the Company.

6. We have verified the vouchers and documentary evidences wherever made available. Where no documentary evidences were available, we relied on the authentication, explanation, information given by the management.

7. Figures have been rounded off in the nearest rupee.
 8. Previous year's figures have been regrouped or rearranged, wherever necessary to make them comparable with the current year.
 9. RELATED PARTY DISCLOSURE

(Based On disclosure made by Directors under the Companies Act, 1956)

LIST OF RELATED PARTIES

ENTERPRISES IN WHICH KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE

1. SHAMANJWALI METALS PVT LTD
 2. CUPID TRADES & FINANCE LTD

PARTICULARS	KEY MANAGEMENT PERSONNEL	ENTERPRISES IN WHICH KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE	RELATIVES OF DIRECTORS
Interest Received	-	Rs.12,87,716.00	-
Director Sitting fees	Rs.5000.00	-	-
Sale of Goods	-	Rs.1019383.00	-
Loan Given Maximum Outstanding	-	Rs.12725000.00	-
Outstanding Receivable Loan	-	Rs.926096.00	-

10. Particulars in respect of goods trades in :

Class of	UNIT Nos	Opening Stock		Purchases		Sales/ Return		Closing Stock	
		QTY	VALUE	QTY	VALUE	QTY	VALUE	QTY	VALUE
Electrical / Bulbs		985	1363740	2	18357	987	1558697	0	0
Furniture/ Fittings									
Previous Year		7146	896058	2100	1429356	8261	1339829	985	1363740
Metal		0	0	9.2 MT	13353800	9.2 MT	10432400	0	0
Previous Year									
DEPB License		0	0	17904261Nos	17351161	17904261 Nos	17546441	0	0
Previous Year				41790028Nos	40166943	41790028 Nos	40566203		
Shares		404065	7469270	0	0	205165	4341167	198900	430480
Previous Year		335270	3250535	84740	6661340	15945	2596041	404065	7469270

11. Additional information (s) required vide schedule VI of the companies act 1956 is either nil or not applicable.

For, Y D & CO.

Chartered Accountants

(Yesudeep Banssal)

Partner

M. No. 500927

F R No. 018846N

DATE : 28th May 2011

PLACE : Ludhiana

For, and on behalf of the Board

ROTAM COMMERCIAL LIMITED

DIRECTOR

DIRECTOR

DATE : 28th May 2011

PLACE : Mumbai

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

(Rupees in Lacs)

	2010-11	2009-10
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax & Extra-ordinary items	2,496,670	1,251,805
Add :- Depreciation	26,022	103,386
Less : Income/Expenses treated separately		
Dividend Income	(812)	(11,562)
Interest Expenses	-	-
Profit on sell of office	(8,496,768)	
Balance Written back	-	(1,034)
Interest Income	(1,297,621)	(1,262,683)
Operating Profit before Working Capital Changes	<u>(7,272,509)</u>	<u>79,912</u>
Less: Direct Tax Paid	345,000	-
Changes in Working Capital		
Changes in Inventories	8,402,530	(4,686,417)
Changes in Receivables	(5,398,348)	(457,059)
Changes in Current Liabilities	(613,171)	(132,197)
Changes in Loans, Advances Tax/TDS	8,701,371	3,849,322
Net Changes in working capital	<u>10,747,382</u>	<u>(1,426,351)</u>
Cash Flow from Operating activities	3,474,873	(1,346,439)
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Sale of Fixed Assets	9,138,112	119,446
Addition to Fixed Assets		
Interest Income	1,297,621	1,262,683
Dividend Income	812	11,562
Interest Expenses		
Net Cash Flow in Investment Activities	10,436,545	1,393,691
C. Changes In Borrowings	-	-
Net increase in cash & cash equivalent	13,911,418	47,252
Opening cash & cash equivalent	425,931	378,679
Closing cash & cash equivalent	<u>14,337,349</u>	<u>425,931</u>

For Y D & Co.

For Rotam Commercial Limited

Chartered Accountants

Yesudeep Banssal
(Partner)

(DIRECTOR)

Mem No: 500927
FRN NO 018846N

(DIRECTOR)

Place :Ludhiyana

Place :Mumbai

Dated : 28th May 2011.

Dated : 28th May 2011.

ROTAM COMMERCIAL LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. REGISTRATION DETAILS

Registration No.	:	036687
State code	:	11
Balance Sheet Date	:	31/03/2011

II. CAPITAL RAISED DURING THE YEAR

(Rs . In thousand)

Public Issue	:	NIL
Rights Issue	:	NIL
Bonus Issue	:	NIL
Private Placement	:	NIL

III. POSITION OF MOBILISATION & DEPLOYMENT OF FUNDS(Rs . In thousand)

Total Liabilities : 22,340	Total Assets :	22340
<u>Sources of funds :</u>		
Paid up Capital	:	9,600
Reserves & Surplus	:	12,740
Secured Loans	:	NIL
Unsecured Loans	:	NIL
Differed Tax Liability	:	NIL
<u>Application of Funds :</u>		
Net Fixed Assets	:	195
Investments	:	NIL
Net Current Assets	:	22,145
Miscellaneous Expenditure	:	Nil
Accumulated Losses	:	NIL

IV. PERFORMANCE OF THE COMPANY :

Turnover	:	43,986
Total Expenditure	:	41,489
Profit before tax	:	2,497
Profit after tax	:	1,702
Earning per Share	:	1.77

GENERIC NAME OF THE PRINCIPLE PRODUCT & SERVICES OF THE COMPANY.

Item Code No. (ITC Code)	:	N.A.
Product Description	:	Electrical Instru. & Shares

FOR Y D & CO.
CHARTERED ACCOUNTANTS
Firm Reg. No.018846N

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
Rotam Commercial Limited

YESHUDEEP BANSSAL
PARTNER
M. NO. 500927

(Director)

(Director)

Place : LUDHIYANA
Date : 28/05/2011

Place : Mumbai
Date : 28/05/2011

ROTAM COMMERCIAL LIMITED
 9/15, Dr. M.B. Velkar Street, Kalbhat Lane, Romm No:34,
 1st Floor, Kalbadevi Road Mumbai, Maharashtra 400 002

ATTENDANCE SLIP

(to be handed over at the entrance of the meeting hall)

I Shri / Smt.....of Being a member / proxy of Oregon Commercial Ltd. do hereby record my presence at the Annual General Meeting of the members of the company held on Thursday 30th June 2011 at 04.00 P.M. at the registered office of the Company at 9/15, Dr. M.B. Velkar Street, Kalbhat Lane, Romm No:34, 1st Floor, Kalbadevi Road Mumbai, Maharashtra 400 002

FOLOI NO / CLIENT I.D.	
D.P. ID.	
D.P. NAME.	
NAME OF SHAREHOLDER	
NUMBER OF SHARE HELD	

Member's/ Proxy Signature
 (To be signed at the time of handing over this slip)

NOTE: Please carry with you this attendance slip and hand over the same duly signed at the space provided, at the entrance of the Meeting Hall.

CUT HERE

ROTAM COMMERCIAL LIMITED

9/15, Dr. M.B. Velkar Street, Kalbhat Lane, Romm No:34, 1st Floor, Kalbadevi Road Mumbai, Maharashtra 400 002

FORM OF PROXY

FOLOI NO / CLIENT I.D.	
D.P. ID.	
D.P. NAME.	
NAME OF SHAREHOLDER	
NUMBER OF SHARE HELD	

I Shri/Smtbeing a member of Amraworld Agrico Limited, holdingShares in the Company do hereby appointed Shri..... ofor falling him Shri..... of to remain present at the Annual General Meeting of the members of the company held on Thursday 30th June 2011 at 04.00 P.M. at the registered office of the Company at 9/15, Dr. M.B. Velkar Street, Kalbhat Lane, Romm No:34, 1st Floor, Kalbadevi Road Mumbai, Maharashtra 400 002

Signed _____ day of _____ 2011.

Signed by the said _____.

Affix Re. 1 Revenue Stamp

NOTE: The proxy to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
 Proxy form duly stamped, signed and completed in all respect should be deposited 48 hours before the time fixed for the meeting at the registered office of the company.