

TWENTY SEVENTH ANNUAL REPORT 2011-2012

OF

ROTAM COMMERCIALS LIMITED

BOARD OF DIRECTOR

MAHENDRA DOLATRAI GANATRA	- DIRECTOR
VIPUL SHANTILAL TRIVEDI	- DIRECTOR
NILESHKUMAR TRIBHOVANDAS KAVA	- DIRECTOR

AUDITOR

M/S. Y. D. & CO.
Chartered Accountants
LUDHIANA

SHARE TRANSFER AGENT

Adroit Corporate Services Private Limited
19/20, Jaferbhoy Industrial Estate, 1st Floor,
Makwana Road, Marol Naka, Mumbai 400059,
Maharashtra, INDIA
Ph No: 22- 4227 0400 / 2859 6060 / 2859 4060

REGISTERED OFFICE

45/B, Mona Shopping Centre,
N/R. Navrang Cinema, J P Road,
Andheri (West), Mumbai-400053,
Maharashtra, India

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N O T I C E

NOTICE is hereby given that the **Twenty Seventh Annual General Meeting** of the Members of **ROTAM COMMERCIALS LIMITED** will be held at the Registered Office of the Company at 45/B, Mona Shopping Centre, N/R Navrang Cinema, Jp Road, Andheri (West), Mumbai-400053, Maharashtra, India on **Friday, 31st day of August, 2012 at 03:00 P. M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at **31st March, 2012** and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of **Mr Mahendra Dolatrai Ganatra**, who retires by rotation and being eligible, offers him-self for re-appointment.
3. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. Y. D. & Co., Chartered Accountants, Ludhiana [FRN: 018846N] be and are hereby appointed as the Statutory Auditors of the Company for the financial year **2012-13**, to hold office as such from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration as to be decided by the Board of Directors in consultation with them, apart from out-of-pocket expenses that may be incurred by them for the purpose of audit."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Section 21 and in accordance with the guidelines and the provisions of the Companies Act, 1956, the name of the Company be changed from **"ROTAM COMMERCIALS LIMITED"** to **"SWORD-EDGE COMMERCIALS LIMITED"** subject to the approval of the Central Government."

"FURTHER RESOLVED THAT pursuant to Section 16 and all other applicable provisions, if any, of the Companies Act, 1956 the Clause No.1 of the Memorandum of Association of the Company be substituted by the following:

1. The Name of the Company is "SWORD-EDGE COMMERCIALS LIMITED."

"FURTHER RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 the name of the Company wherever else appearing in the Memorandum of Association and Articles of Association of the Company shall be read as **"SWORD-EDGE COMMERCIALS LIMITED."**

"FURTHER RESOLVED THAT Board of Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary in order to give effect to the aforesaid resolution and to file necessary application, forms and papers with the Registrar of Companies, on behalf of the Company."

**By Order of the Board
For, ROTAM COMMERCIALS LIMITED**

PLACE: MUMBAI

DATE: 30.07.2012

**(MAHENDRA DOLATRAI GANATRA)
CHAIRMAN**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.

2. Members/ proxies are requested to bring their copies of Annual Report along with duly filed and signed attendance sheets attached with it for attending the meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting, so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.
5. Members are requested to notify the Company of any change in their address (in full) with the postal area pin code number, quoting their folio numbers.
6. The Register of Members and Share Transfer Register of the Company will remain closed from 30th August, 2012 to 31st August, 2012.
7. Adroit Corporate Service Private Limited at 19/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol, Andheri (E), Mumbai-400059, Maharashtra, INDIA are Registrars and Share Transfer Agents for Company's shares in Demat and Physical Form. The members are requested to please ensure that their shares are converted into Demat Form.
8. The relevant Explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956 is annexed hereto.
9. Additional information as required in terms of paragraph 3 of the Clause 49 of the Listing Agreement on Director seeking re-appointment at the ensuing Annual General Meeting is as under:
Mr Mahendra Dolatrai Ganatra is Director of the Company. He has rich experience in the field of Finance and HR. He has been associated with the Company w.e.f. 8th September, 2010. He is Member of the Audit Committee and Share Transfer and Grievances Committee of the Company. Mr Mahendra Dolatrai Ganatra retires by rotation and being eligible offers himself for re-appointment.

ANNEXURE TO NOTICE:

EXPLANATORY STATEMENT AS REQUIRED PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The Explanatory Statement sets out all the material facts relating to the Special Business mentioned under are accompanying this notice:

Item No.4

The Management of the Company has decided to change the name of Company to ROTAM COMMERCIALS LIMITED and for the same the Company has filed an application in e-Form 1A for availability of said name for change of name and the Company has obtained a letter for availability of name i.e. SWORD-EDGE COMMERCIALS LIMITED from the Registrar of Companies.

It is proposed to Change the name of the Company and to amend the name clause of the Memorandum of Association of the Company. As the astrologer suggest that new name fruitful for the proposed prospectus of business of the company.

Accordingly, the Directors recommend the aforesaid resolution for approval of the Members of the Company by way of Special Resolution.

None of the Directors of the Company is concerned or interested in the aforesaid resolution in the Company to the same extent as that of every other members of the Company.

PLACE: MUMBAI

DATE: 30.07.2012

**By Order of the Board
For, ROTAM COMMERCIALS LIMITED**

**(MAHENDRA DOLATRAI GANATRA)
CHAIRMAN**

DIRECTORS' REPORT

Dear Shareholders,

Your Directors here by present the Twenty Seventh Annual Report on business and operations of the Company together with the Audited statements of Accounts for the financial year ended on 31st March 2012.

FINANCIAL PERFORMANCE:

Key aspects of Company' financial performance for the year 2011-12 is tabulated below:

[Amount in Rupees]

Particular	2011-12	2010-11
Total Income	714575	43555625
Total Expenditure	487058	41058955
Profit/(Loss) Before Depreciation and Taxation	249605	2522692
Depreciation	22088	26022
Profit/(Loss) before Tax (PBT)	227517	2496670
Less: current Tax including Differed Tax	Nil	795000
Net Profit/(Loss) after Tax for the year	227517	1701670

REVIEW OF OPERATIONS:

During the year under review due to sluggish market condition and financial crisis company faces huge set back. So company unable to generate targeted revenue from the operation the Company hence total Income was stood at Rs. 714575/- against Rs. 43555625/- in the previous year and after providing depreciation and tax company made net profit of Rs. 227517/- for the year ended 31st March, 2012.

The management has taken measures as part of its continuous improvements to strengthen operations and viability.

DIVIDEND:

In view of present situation, your Directors have not declared any dividend during the year under review.

FIXED DEPOSIT:

The Company has not accepted any deposit from the public pursuant to the provisions of Section 58A of the Companies Act, 1956.

BOARD OF DIRECTORS:

Mr Mahendra Dolatrai Ganatra, Director of the Company is retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

CHANGES IN CAPITAL STRUCTURE:

☆ **Authorised Share Capital**

During the period under review, Company in Extra Ordinary General Meeting held on 21st May, 2011 has increased the Authorized Share Capital of the Company from Rs. 100 Lacs to Rs. 110 Lacs. Thus, at present the Authorized Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lacs) equity share of Rs.10/-(Rupees Ten Only) each.

☆ **Issued and Paid-up Share Capital**

The Company in its Board Meeting held on 11th July 2011, converted and allotted 72,00,000 (Seventy Two Lacs) convertibles fully paid warrant in to equal number of equity shares of Rs.10/- each per share on preferential basis to other then promoters and 27,00,000 (Twenty Seven Lacs) Equity Share of Rs. 10/- each issued at premium of Rs. 11/- per share. Accordingly, after said allotments, the issued and paid-up share Capital of the Company stood at Rs.10,86,00,000- (Rupees Ten Crore Eighty Six Lacs Only), comprising of 1,08,60,000 (One Crore Eight Lacs Sixty Thousand) equity share of Rs.10/-(Rupees Ten Only) each.

AUDITORS AND AUDITORS' REPORT:

M/s. Y. D. & Co., Chartered Accountants, Ludhiana, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

MANAGEMENT DISCUSSION AND ANALYSIS:

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 forming part of this report is annexed herewith. The Audit Committee of the Company has regularly reviewed internal Control System of the company.

CORPORATE GOVERNANCE REPORT:

Your Company perceives Corporate Governance as an endeavor for transparency and a wholehearted approach towards continuous enhancement of shareholders' value. Your Company has been complying with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement. Further, the Board of Directors of your Company constituted a Committee known as Corporate Governance Committee, which recommends the best practices in the Corporate Governance.

A separate report on Corporate Governance along with Auditors' Certificate on compliance with the Corporate Governance norms and stipulated in Clause 49 of the Listing Agreement, forming part of this report is annexed herewith.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption etc. as required to be given under Section 217(1)(e) of the Companies Act 1956, are not applicable to our Company, as our Company has not carried out any manufacturing activities.

The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

PARTICULARS OF EMPLOYEES:

The statement showing particulars of employees under section 217(2A) of the Companies Act, 1956, read with the companies (Particulars of Employees) Rules, 1975, as amended, is not required to be given as there were no employees coming within the purview of this section.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors of your Company confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) 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 year and of the profit or loss of the Company for that period;
- iii) 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) Directors have prepared the accounts on a "going concern basis".

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**For and on Behalf of the Board
For, ROTAM COMMERCIALS LIMITED**

PLACE: MUMBAI

DATE: 30.07.2012

**(MAHENDRA DOLATRAI GANATRA)
CHAIRMAN**

Annexure to Director's Report**MANAGEMENT DISCUSSION ANALYSIS REPORT****Outlook:**

The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover.

Internal Controls Systems and their adequacy:

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

Human Resources

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

Cautionary Statement:

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31ST MARCH, 2012**1. THE CORPORATE GOVERNANCE PHILOSOPHY**

Corporate Governance at the Company is by the need to "enhance shareholder value, keeping in view the interests of other stakeholders". This definition places emphasis on the need to strike a balance at all times between the need to enhance shareholders' wealth whilst not being detrimental to other stakeholders' interests. The imperative for Corporate Governance lies not merely in drafting a code of Corporate Governance, but in practicing it to achieve desired results.

It is evident that real onus of achieving the desired level of Corporate Governance, lies in the proactive initiatives taken to achieve desired results and not in the external measures like breadth and depth of a code or stringency of enforcement of norms.

2. BOARD OF DIRECTORS

The Board of Directors is having non-executive and independent directors as on 31st March, 2012. The Board of Directors is consisting of Three Directors. The Directors manages the day to day affairs of the Company. Non-executive and independent directors do not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

Numbers of Board Meetings held and the dates on which such meetings were held:

During the financial year 2011-12 the Board met 10 (Ten) times on 26.04.2011, 28.05.2011, 17.06.2011, 21.06.2011, 06.07.2011, 08.07.2011, 11.07.2011, 12.08.2011, 15.11.2011, 14.02.2012. The maximum gap between two meetings was not more than 4 months.

Attendance record of Directors attending the Board meetings and Annual General Meetings during the year 2011-12

Name of the Director	Designation/ Category	No. of Board Meetings		Last AGM attendance
		Held	Attended	
Mr. Vipul Shantilal Trivedi	Non Executive & Independent	10	10	Yes
Mr. Mahendra D. Ganatra	Executive & Non-Independent	10	10	Yes
Mr. Nileshkumar T. Kava	Non Executive & Independent	10	10	Yes

None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he is a Director.

3. AUDIT COMMITTEE

The Audit Committee of the Company presently comprises of three Directors being Mr. Mahendra Dolatrai Ganatra, Mr. Vipul Shantilal Trivedi and Mr. Nileshkumar Tribhovandas Kava.

Presently Mr. Nileshkumar T. Kava is Chairman of the Committee.

The role, terms of reference, authority and powers of the audit committee are in conformity with the requirement of Companies Act, 1956, and Listing Agreement.

Role/ Functions of the Committee:

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operational and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

Powers of the Committee:

- To investigate any activity within its terms of reference.
- To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
- Compliance with accounting standards.
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Compliance with Stock Exchange and legal requirements concerning financial statements.

Attendance at the Audit Committee Meetings- 2012

During the year the Audit Committee met 4 times on 30.05.2011, 12.08.2011, 12.11.2011, 14.02.2012 attendance of the members as under:

Name	Designation/ Category	No. of Meeting attended	
		Held	Attended
Mr. Vipul Shantilal Trivedi	Independent-Non-Executive Director	4	4
Mr. Mahendra D. Ganatra	Non- Independent/ Executive Director	4	4
Mr. Nileshkumar T. Kava	Independent/ Non-Executive Director	4	4

4. REMUNERATION COMMITTEE

As neither remuneration nor sitting fee paid to the director as no remuneration Committee has been set up.

5. SHAREHOLDERS TRANSFER AND GRIEVANCES COMMITTEE

This committee presently consists of three directors namely, Mr. Mahendra Dolatrai Ganatra, Mr. Vipul Shantilal Trivedi and Mr. Nileshkumar Tribhovandas Kava.

Mr. Mahendra Dolatrai Ganatra is Chairman of the Committee. The committee was constituted to redress shareholders' / investors' complaints etc. relating to delay in transfer of shares, non-receipt of annual accounts, delay in balance sheet, split-up share certificate, issue duplicate certificate, transmission of shares, dematerialization of shares etc. relating to the shares issued by the Company. Mr. Mahendra Dolatrai Ganatra, Director of the Company has been authorized by the Board to approve such transfers within the time stipulated under the Listing Agreement. Further the complaints of the above nature are promptly attended by the Compliance Officer.

Mr. Mahendra Dolatrai Ganatra has been appointed as the Compliance Officer of the Company by the Board of Directors.

There is no pending, unsolved complaint of Shareholders of the Company and no pending Share Transfer.

6. GENERAL BODY MEETINGS:**Location and time for last 3 years Annual General Meetings:**

Financial Year	Location	Date
2010-11	9/15, Dr. M. B. Velkar Street, Kolbhat Lane, Room No. 34, 1st Floor, Kalbhadevi Road, Mumbai-400002	30.06.2011
2009-10	Everest Building 15, 10th Floor, Tardeo Circle, Mumbai-400034	31.08.2010
2008-09	Everest Building 15, 10th Floor, Tardeo Circle, Mumbai-400034	30.08.2009

No Special Resolution passed in last three Annual General Meeting. No Extra Ordinary General Meeting held during the year. No special resolution was required to be carried out through postal ballot during the last year. No resolution is proposed by postal ballot at the ensuing Annual general meeting.

7. DISCLOSURES

- There are no materially significant related party transactions i.e. transactions of the Company of material natures, with its promoters, the directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.
- No penalties or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markers, during the last three years.
- The Company has complied with various rules and regulations prescribed by the Stock Exchange and SEBI during the last three years. No penalties or strictures have been imposed by them on the Company.

8. MEANS OF COMMUNICATION

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges as well as website of the company immediately after its approval by the Board. The Company did not send the half yearly report to the Shareholders of the Company.

9. GENERAL SHAREHOLDERS INFORMATION

Financial Year	1st April, 2011 to 31st March, 2012.	
Date and time of Annual General Meeting	31st August, 2012, and 03:00 P.M.	
Venue of Annual General Meeting	45/B, Mona Shopping Centre, Near Navarang Cinema, J. P. Road, Andheri (West), Mumbai 400053, Maharashtra, INDIA	
Dates of Book Closure	30th August, 2012 to 31st August, 2012	
Listing on Stock Exchange	BSE Limited, Mumbai	
Stock Code and Scrip ID	512359 (BSE) and ROTAMCO (BSE)	
Demat ISIN No.	INE093G01014	
Financial reporting for the First quarter ending on 30th June, 2012		Last week of July, 2012
Financial reporting for the Half year ending on 30th September, 2012		Last week of October, 2012
Financial reporting for the Third quarter ending on 31st December, 2012		Last week of January, 2013
Financial reporting for the Year ending on 31st March, 2013		Last week of April, 2013
Annual General Meeting for the year ending on 31st March, 2013		Last week of Sept. 2013

10. CATEGORIES OF SHAREOWNERS AS ON 31-03-2012

Category	No. of Shares Held	Voting Strength (%)
Promoters	Nil	Nil
Resident Individuals	682004	6.28
Financial Intuitions/ Banks	Nil	Nil
Bodies Corporate	10175652	93.70
NRIs/ OCBs	909	0.01
Directors Relatives	Nil	Nil
Others	1435	0.01
Total	10860000	100.00

11. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2012:

Share Balance	Holder	% of Total	Total Shares	% of Total
001-100	432	41.50	26380	0.24
101-500	365	35.06	106006	0.98
501-1000	77	7.40	62962	0.58
1001-2000	57	5.48	85162	0.78
2001-3000	26	2.50	64714	0.60
3001-4000	13	1.25	45023	0.41
4001-5000	13	1.25	57624	0.53
5001-10000	35	3.36	284748	2.62
10001-20000	10	0.96	127081	1.17
20001-50000	3	0.29	100300	0.92
50001 and above	10	0.96	9900000	91.16
Total	1041	100.00	10860000	100.00

12. STOCK MARKET DATA

The monthly movement of Equity Share prices on BSE during the year is summarized below:

Month	Highest (Rs)	Lowest (Rs)
April, 2011	25.21	13.40
May, 2011	29.05	18.00
June, 2011	23.25	16.05
July, 2011	22.40	17.30
August, 2011	20.70	14.50
September, 2011	20.20	15.60
October, 2011	17.80	13.70
November, 2011	18.00	14.35
December, 2011	13.15	13.15
Jan, 2012	12.50	15.55
Feb., 2012	14.20	17.90
March, 2012	15.70	15.70

13. REGISTRAR AND SHARE TRANSFER AGENT

M/s. Adroite Corporate Services Private Limited having its Registered Office at 19, Jaferbhoj Industrial Estate, 1st Floor, Makvana Road, Marol Naka, Andheri (E), Mumbai – 400059, Maharashtra, India is the Registrar & Share Transfer Agent for processing the transfer of securities issued by the Company.

14. 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 15 days from the date of receipt, if the relevant documents are complete in all respect.

15. 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 both existing Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) enabling the investors to hold shares of the company in electronic form through the depository of their choice. As on 31st March 2012, 903395 Equity Shares of the Company was held in dematerialized form.

16. ADDRESS FOR CORRESPONDENCE:

45/B, Mona Shopping Centre, N/R. Navrang Cinema, J P Road, Andheri (West), Mumbai-400053

Investors Correspondence/ Complaints to be address to:

Mr. MAHENDRA DOLATRAI GANATRA - Director and Compliance Officer

E-mail: rotamcommercial@yahoo.com

17. DECLARATION:
DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT OF THE COMPANY

In the above regards, I declare as follows:

1. The company does have a code of conduct approved by its board of directors, which would be posted on its website shortly.
2. All the members of the board of directors and all the members of the Senior Management of the Company have individually submitted statements of affirmation of compliance with the code of conduct as applicable to the financial year ended on March 31st 2012.

**For and on Behalf of the Board
For, ROTAM COMMERCIALS LIMITED**

PLACE: MUMBAI

DATE: 30.07.2012

**(MAHENDRA DOLATRAI GANATRA)
CHAIRMAN**

CEO/CFO CERTIFICATE

The Board of Director
ROTAM COMMERCIALS LIMITED
Mumbai

I MAHENDRA DOLATRAI GANATRA, Director of **ROTAM COMMERCIALS LIMITED**, to the best of my knowledge and belief certify that:

1. I have reviewed the Balance Sheet, Profit & Loss Account and its schedules & notes on accounts as well as the Cash Flow Statement and Directors' Report for the year ended 31st March, 2012 and that to the best of my knowledge and belief.
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading:
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. I also certify that to the best of my knowledge and the information provided to me, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. I am responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps. I have taken or propose to take to rectify these deficiencies.
4. I have indicated to the Auditors and the Audit Committee:
 - significant changes in internal control, if any, over financial reporting during the year;
 - significant changes, if any, in accounting policies during the year and that the financial statements; and
 - instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or any employee having a significant role in the company's internal control system.
5. I further declare that all Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct for the year ended on 31st March, 2012.

PLACE: MUMBAI

DATE: 30.07.2012

(MAHENDRA DOLATRAI GANATRA)
DIRECTOR & CHAIRMAN

CERTIFICATION ON CORPORATE GOVERNANCE

To the members of ROTAM COMMERCIALS LIMITED:

We have examined the compliance of conditions of Corporate Governance by **ROTAM COMMERCIALS LIMITED** for the year ended 31st March, 2012, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of condition 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 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 explanation 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 have been explained that 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 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.

**For, Y. D. & Co
CHARTERED ACCOUNTANTS
FRN: 018846N**

PLACE: LUDHIANA

DATE: 30.07.2012

**CA RAKESH PURI
PARTNER
M. No.: 092728**

AUDITORS' REPORT TO THE MEMBERS OF ROTAM COMMERCIALS LIMITED

- (1) We have audited the attached Balance Sheet of **ROTAM COMMERCIAL LIMITED** as at 31st March 2012, 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 2012 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 2012 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
FRN: 018846N

PLACE: LUDHIANA

DATE: 30.07.2012

CA RAKESH PURI
PARTNER
M. No.: 092728

11

ANNEXURE REFERRED TO IN PARAGRAPH-3 OF OUR REPORT OF EVEN DATE

1. (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.
2. (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.
3. (a) As per the information and explanation given to us, the company has not granted any unsecured loan to any party covered in the register maintained under section 301 of the Companies Act, 1956. Hence clause (iii) (b)(c) and (d) are not applicable.

(b) As per information and explanation given to us, the company has not taken loans from parties covered in the register maintained under section 301 of the Companies Act, 1956. hence, clause (iii) (e), (iii) (f) and (iii) (g) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and also for the sale of goods and services. During the course of our audit we have not observed any continuing failure to correct major weakness in internal controls.
5. In respect of transactions entered in the register maintained in pursuance of Section 301 of the Companies Act 1956,

(a) To the best of our knowledge and belief and according to the information and explanation given to us, transaction that needed 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.
6. The company has not accepted any deposits from public within the meaning of provisions of section 58A & Section 58 AA of the Companies Act, 1956.
7. In our opinion the company has an adequate internal audit system commensurate with the size and nature of its business.
8. As informed to us the company is not required to maintain cost accounts and records as prescribed by Central Government under section 290 (1)(d) of the Companies Act 1956.
9. 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.
10. The Company has not incurred cash loss during the year. And in the immediately preceding financial year.

11. 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.
12. 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.
13. The provisions of any special statute applicable to chit fund/nidhi/mutual benefit fund/societies are not applicable to the Company.
14. The Company is dealing / or trading in shares, securities, debentures and other investments. Company has properly maintained all the records for transactions and contracts and all the entries made within the time.
15. 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.
16. According to the information and explanations given to us, the Company has not raised any new term loan during the year.
17. 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.
18. 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.
19. The Company has not issued any debenture till date. Therefore, creation of reserves in respect of debentures does not arise.
20. The Company has not raised any money by public issues during the year.
21. 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
FRN: 018846N

PLACE: LUDHIANA

DATE: 30.07.2012

CA RAKESH PURI
PARTNER
M. No.: 092728

BALANCE SHEET AS AT 31ST MARCH 2012			
(Amount in Rupees)			
Particulars	Notes	March 31, 2012	March 31, 2011
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	2	108600000	9600000
(b) Reserves and Surplus	3	121867935	12740418
<u>(2) Share Application money pending allotment</u>		00	00
<u>(3) Non-Current Liabilities</u>		00	00
<u>(4) Current Liabilities</u>			
(a) Short-Term Borrowings	4	19040000	00
(b) Trade Payables	5	10000	102900
(c) Other Current Liabilities	6	150000	49922
(d) Short-Term Provisions	7	795000	795000
Total Equity & Liabilities		250462935	23288240
II. ASSETS			
<u>(1) Non-Current Assets</u>			
<u>(a) Fixed Assets</u>			
(i) Gross Block	8	890220	890220
(ii) Depreciation		716841	694753
(iii) Net Block		173379	195468
(a) Long term loans and advances	9	242319408	926096
(b) Other non-current assets	10	6098278	53000
<u>(2) Current Assets</u>			
(a) Inventories	11	430480	430480
(b) Trade receivables	12	00	6102180
(c) Cash and cash equivalents	13	195072	14337350
(d) Short-term loans and advances	14	1246318	1243666
Total Assets		250462935	23288240
Notes to Accounts 1 to 31			
<i>Schedules referred to above and notes attached there to form an integral part of Balance Sheet</i>			
<i>This is the Balance Sheet referred to in our Report of even date.</i>			
For Y. D. & Co.		FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS			
Firm Reg. No. 018846 N			
(CA RAKESH PURI)		MAHENDRA GANATRA	VIPUL TRIVEDI
PARTNER		(DIRECTOR)	(DIRECTOR)
Membership No. 092728			
Place: Ludhiana		Place: Mumbai	
Date: 30.07.2012		Date: 30.07.2012	

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2012				
(Amount in Rupees)				
Sr. No	Particulars	Notes	2011-12	2010-11
I	Revenue from operations	15	00	33689726
II	Other Income	16	714575	9865899
III	III. Total Revenue (I +II)		714575	43555625
IV	Expenses:			
	Purchase Electrical Goods	17	00	30904211
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	18	00	8402530
	Employee Benefit Expense	19	157795	571306
	Financial Costs	20	3630	5028
	Depreciation and Amortization Expense	21	22088	26022
	Other Expenses	22	303545	1149858
	Total Expenses (IV)		487058	41058955
V	Profit before exceptional and extraordinary items and tax	(III - IV)	227517	2496670
VI	Exceptional Items (Excess provision Added Back)		00	00
VII	Profit before extraordinary items and tax		227517	2496670
VIII	Extraordinary Items		00	00
IX	Profit before tax (VII - VIII)		227517	2496670
X	Tax expense:			
	Current Tax		00	795000
XI	Profit(Loss) from the period from continuing operations	(IX-X)	227517	1701670
XII	Profit/(Loss) from discontinuing operations		00	00
XIII	Tax expense of earlier period		00	00
XIV	Profit/(Loss) from Discontinuing operations	(XII - XIII)	00	00
XV	Profit/(Loss) for the period (XI + XIV)		227517	1701670
XVI	Earning per equity share:			
	(1) Basic		0.02	1.77
	(2) Diluted		0.02	1.77

Notes to Accounts**1 to 31**

Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement

This is the Profit & Loss Statement referred to in our Report of even date.

For Y. D. & Co.

FOR AND ON BEHALF OF THE BOARD

CHARTERED ACCOUNTANTS

Firm Reg. No. 018846 N

(CA RAKESH PURI)

MAHENDRA GANATRA

VIPUL TRIVEDI

PARTNER

(DIRECTOR)

(DIRECTOR)

Membership No. 092728

Place: Ludhiana

Place: Mumbai

Date: 30.07.2012

Date: 30.07.2012

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012		
(Amount in Rupees)		
	2011-12	2010-11
A	CASH FLOW FROM OPERATING ACTIVITIES	
	Net Profit/(Loss) before Tax and Extra Ordinary Items	227517
	Add: Depreciation	22088
	Less : Income/Expenses treated separately	
	Dividend Income	(205)
	Interest Income	(714370)
	Profit on sell of office	00
	Operating Profit before Working Capital Changes	(464970)
	Tax paid	00
	Adjustment For	
	Inventories	00
	Receivables	6102180
	Current Liabilities	19047178
	Loans, Advances Tax/TDS	(247441242)
	Cash Generated From Operations	(222291884)
	Net cash from Operating Activities (A)	(222756854)
B	CASH FLOWS FROM INVESTING ACTIVITIES :	
	Sale of Fixed Assests	00
	Interest Income	714370
	Dividend Income	205
	Net cash flow from Investing Activities (B)	714575
C	Cash Flow From Financing Activities	
	Proceeds from issue of share capital	99000000
	Proceeds From Premium On issue of shares	108900000
	Net Cash Received From Financing Activities (C)	207900000
	Net Increase/(Decrease) in Cash & Cash Equivalent(A+B+C)	(14142279)
	Opening cash & cash equivalent	14337350
	Closing cash & cash equivalent	195072
		14337350
Notes :		
1. The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 "Cash flow Statements" Issued by the ICAI.		
2. Previous Year's figures have been reclassified to confirm with current year's presentation, where applicable This is the Cash Flow Statement referred to in our report of even date.		
For Y. D. & Co.		FOR AND ON BEHALF OF THE BOARD
CHARTERED ACCOUNTANTS		
Firm Reg. No. 018846 N		
(CA RAKESH PURI)	MAHENDRA GANATRA	VIPUL TRIVEDI
PARTNER	(DIRECTOR)	(DIRECTOR)
Membership No. 092728		
Place: Ludhiana	Place: Mumbai	
Date: 30.07.2012	Date: 30.07.2012	

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

(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 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"

Sr. No.	Particulars	31.03.2012	31.03.2011
a.	Numerator: Profit / (Loss) after Tax	2,27,517	17,01,670
b.	Denominator: Weighted average number of Nos. Equity shares	10860000	960000
c.	Numerator/Denominator :EPS (Basic & Diluted)	0.02	1.77

(J)	Payment to Auditor's	2011-2012	2010-2011
		(Rs.)	(Rs.)
	For Audit	10,000/-	10,000/-

Note: Expenditure in foreign currency: Nil

Note : 2 Share Capital

Sr. No	Particulars	Rs. Current Year	Rs. Previous Year
1	<u>AUTHORIZED CAPITAL</u> 11000000 (10,00,000) Equity Shares of Rs. 10/- each.	110,000,000	10000000
		110,000,000	10000000
2	<u>ISSUED , SUBSCRIBED & PAID UP CAPITAL</u> <i>To the Subscribers of the Memorandum</i> Paid up Share capital by allotment 960000 Equity Shares of Rs. 10/- each, Fully 2700000 Equity Share Allotted 7200000 Equity Warrant Allotted & Converted	9,600,000 27,000,000 72,000,000	9,600,000 -- --
	Total in `	108,600,000	9,600,000

Note : 3 Reserve & Surplus		Rs.	Rs.
Sr. No	Particulars	Current Year	Previous Year
1	Share Premium	108,900,000	00
2	Surplus (Profit & Loss Account)	12,967,935	12,740,418
	Balance brought forward from previous year	12,740,418	11,038,748
	Less: Tax on Regular Assessment Paid	00	00
	Add: Profit for the period	227,517	1,701,670
	Total in `	121,867,935	12,740,418

Note : 4 Short Term Borrowings			
1	Others	19,040,000	00
	Total in `	19,040,000	00

Note : 5 Trades Payable			
	<u>-Sundry Creditors for Materiel/Supplies:</u>	0	78,083
	<u>-Sundry Creditors for Services:</u>	10,000	24,817
	Total in `	10,000	102,900

Note : 6 Other Current Liabilities			
1	M - VAT Payable	0	46014
2	Professional Tax (Employees) Payable	0	350
3	T.D.S. Payable	0	3558
4	Expenses Payable	150000	0
	Total in `	150,000	49,922

Note : 7 Short Term Provisions			
1	Provision for Taxation A/Y 2010-11	795,000	795,000
	Total in `	795,000	795,000

Note : 9 Long Term Loans and Advances			
1	<u>Other Loans & Advances</u>	242,319,408	926,096
	Total in `	242,319,408	926,096

Schedule : 10 Other Non Current Assets			
	Trade Receivable (Unsecured considered good)	6,045,278	00
	Deposits	53,000	53,000
	Total in `	6,098,278	53,000

Note : 11 Inventories			
1	Stock-in-Trade	430,480	430,480
	Total in `	430,480	430,480

Note : 12 Trade Receivables		Rs.	Rs.
Sr. No	Particulars	Current Year	Previous Year
1	<u>Outstanding for more than six months</u>	00	00
2	<u>Others</u>		
	a) Secured, Considered Good :	00	00
	b) Unsecured, Considered Good :	00	6,102,180
	Total in `	-	6,102,180

Note : 13 Cash & Cash Equivalent			
1	<u>Cash-in-Hand</u>		
	Cash Balance	4,860	64,517
	Sub Total (A)	4,860	64,517
2	<u>Bank Balance</u>		
	Bank Of India	00	170,675
	Standard Chartered Bank	00	11,697,931
	City Bank	00	49,643
	City Bank	186,546	2,354,583
	HDFC Bank	3,667	00
	Sub Total (B)	190,212	14,272,832
	Total [A + B]	195,072	14,337,349

Note :14 Short Terms Loans and Advances			
1	Others		
	<i>Advance Recoverable in cash or in kind or for value to be considered good</i>		
	Advance Income Tax/Refund Due	1,246,318	1,243,666
	Total in `	1,246,318	1,243,666

Note : 15 Revenue from Operations			
1	Sales of Electrical Goods	00	11802119
2	Sales of Shares	00	4341167
3	Sales Licence DEPB	00	17546440
	Total in `	-	33,689,726

Note : 16 Other Income			
1	Interest Income	714,370	1297621
3	Dividend Income	205	812
4	Rent Received from Print Desk	00	70000
5	Profit On Sale of Office Premise	00	8496767
7	Miscellaneous Income	00	699
	Total in `	714,575	9,865,899

Note : 17 Purchases			
1	Purchase Electrical Goods	00	13510588
3	Transport & Octroi	00	28463
4	Clearing & Forwarding	00	13999
5	Purchase Licence DEPB	00	17351161
	Total in `	00	30,904,211

Note : 18 Change in Inventories

Sr. No	Particulars	Rs.	Rs.
		Current year	PreviousYear
1	Opening Stock		
	Shares	430480	7469270
	Electrical Goods	0	1363740
2	Closing Stock		
	Shares	430480	430480
	Electrical Goods	0	0
	Total in `	0	8,402,530

Note : 19 Employment Benefit Expenses

1	Salaries, Bonus, PF & ESIC	157,795	566,306
2	Directors Remuneration	-	5,000
	Total in `	157,795	571,306

Note :20 Financial Cost

1	Interest on Other loans	156	00
2	Bank Charges	3,474	5,028
	Total in `	3,630	5,028

Note : 21 Depreciation & Amortised Cost

1	Depreciation	22,088	26,022
2	Preliminary Expenses W/O	-	-
	Total in `	22,088	26,022

Note : 22 Other Administrative Expenses

1	Annual Custody Fees	13,236	00
2	Assessment Dues (P.Tax)	94	1,500
3	Auditors Remuneration :	10,000	10,000
4	Commission Paid	00	24,031
5	Conveyance & Travelling Exp.	39,520	220,336
6	Courier charges	5,000	5,999
7	De- Mat & Castodian Charges	393	39,059
8	Filling Fees	2,500	3,000
9	Frieight, Coolie & Cartage Charges	00	21,066
10	Future & Options	00	19,214
11	Listing Fees	27,575	11,030
12	Misc. Exp	48,001	33,495
13	Printing & Stationery Exp.	6,213	11,466
14	Profession Tax Paid - Company	-	5,000
15	Professional Fees	49,635	174,170
16	Rates & Taxes Paid	-	39,492
17	Rent expenses	66,000	365,742
18	Repairs & Maintance	24,000	5,085
19	Sales Promotion Exp.	-	56,893
20	Society charges	-	16,628
21	Staff Welfare Expenses	-	31,577
22	Sundry Balances W/off	2,078	20
23	Telephone Expenses	4,100	55,055
24	Web Site Exp	5,200	-
	Total in `	303,545	1,149,858

Note : 8 Fixed Asset

Sr. No	Particulars	Rate	Gross Block				Depreciaton				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.3.2012	WDV as on 31.03.2011
I	<u>Tangible Assets</u>											
1	Furnitures & Fixtures	10.00%	414,456		-	414,456	271,300	14,316	-	285,616	128,840	143,156
2	Mobile	15.00%	50,438		-	50,438	24,819	3,843	-	28,662	21,776	25,619
3	Office Equipment	10.00%	68,255		-	68,255	54,727	1,353	-	56,080	12,175	13,528
4	Computer	60.00%	263,549		-	263,549	262,213	802	-	263,015	534	1,336
5	Air conditioner	15.00%	79,770			79,770	70,251	1,428		71,679	8,091	9,519
6	Refrigerator	15.00%	7,400			7,400	6,518	132		6,650	750	882
7	Water Purifier	15.00%	6,352			6,352	4,925	214		5,139	1,213	1,427
	SUB TOTAL (A)		890,220	-	-	890,220	694,753	22,088	-	716,841	173,379	195,467
	(Previous Year)		3,199,836		2,309,616	890,220	668,731	26,022	-	694,753	195,467	862,834

- Note : 23** Income in Foreign Currency : Nil
- Note : 24** Balance of Sundry Debtors, Creditors, Loans & Advances given and accepted as agreed by the management, is subject to confirmation.
- Note : 25** Cash on hand is as certified by the Management of the Company.
- Note : 26** 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.
- Note : 27** Figures have been rounded off in the nearest rupee.
- Note : 28** Previous year's figures have been regrouped or rearranged, wherever necessary to make them comparable with the current year.
- Note : 29** RELATED PARTY DISCLOSURE:(Based On disclosure made by Directors under the Companies Act, 1956) No related Party Transaction during the year.
- Note : 30** Particulars in respect of goods trades in :

Class of Shares	Opening Stock		Purchases		Sales/ Return		Closing Stock	
	QTY	VALUE	QTY	VALUE	QTY	VALUE	QTY	VALUE
Electrical / Bulbs	0	0					0	0
Furniture/ Fittings								
Previous Year	985	1363740	2	18357	987	1558697	0	0
Metal	0	0	0	0	0	0	0	0
Previous Year	0	0	9.2 MT	13353800	9.2 MT	10432400	0	0
DEPB License	0	0	0	0	0	0	0	0
Previous Year	0	0	17904261 Nos	17351161	17904261 Nos	17546441	0	0
Shares	198900	430480	0	0	0	0	198900	430480
Previous Year	404065	7469270	0	0	205165	4341167	198900	430480

- Note : 31** Additional information (s) required vide schedule VI of the companies act 1956 is either nil or not applicable.

For Y. D. & Co.

CHARTERED ACCOUNTANTS

Firm Reg. No. 018846 N

FOR AND ON BEHALF OF THE BOARD

(CA RAKESH PURI)

PARTNER

Membership No. 092728

Place: Ludhiana

Date: 30.07.2012

MAHENDRA GANATRA

(DIRECTOR)

Place: Mumbai

Date: 30.07.2012

VIPUL TRIVEDI

(DIRECTOR)

ROTAM COMMERCIALS LIMITED

Reg. Office: 45/B, Mona Shopping Centre, Nr. Navrang Cinema, J P Road, Andheri (West), Mumbai-400053, Maharashtra, India

27th Annual General Meeting to be held on 31.08.2012 at 3:00 p.m. at 45/B, Mona Shopping Centre, Nr. Navrang Cinema, J P Road, Andheri (West), Mumbai-400053

ATTENDANCE SLIP

Registered Folio No.:..... (or)
Demat Account No.:..... D.P. ID No.:.....
Name of the Shareholder:.....

I/we hereby certify that I am/we are Member/s/ Proxy of the Member/s of the Company holding Shares.

.....
Signature of Member/s/ Proxy

- A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.
- Name of the Proxy in Block Letters.....
(in case a Proxy attends the meeting)
- Those who hold shares in demat form to quote their Demat A/c. No. and Depository Participant (D.P.) ID No.

✂-----Cut Here-----

ROTAM COMMERCIALS LIMITED

Reg. Office: 45/B, Mona Shopping Centre, Nr. Navrang Cinema, J P Road, Andheri (West), Mumbai-400053, Maharashtra, India

27th Annual General Meeting to be held on 31.08.2012 at 3:00 p.m. at 45/B, Mona Shopping Centre, Nr. Navrang Cinema, J P Road, Andheri (West), Mumbai-400053

PROXY FORM

I/We

\of

Member / Members of **ROTAM COMMERCIALS LIMITED** hereby appoint.....

ofof failing him/ her.....

ofas my/ our Proxy to attend and vote for me/us on my/ our behalf at the 28th Annual General Meeting of the Company to be held on 31.08.2012 at 3:00 p.m. at **45/B, Mona Shopping Centre, Nr. Navrang Cinema, J P Road, Andheri (West), Mumbai-400053** and at any adjournment thereof.

Signed on thisday of2012.



Ref. Folio No.....

Signature

Demat Account No..... D.P. ID No.....

No. of Shares held.....

- The Proxy form should be signed by the member across the stamp.
- A member intending to appoint a Proxy should complete the Proxy Form and deposit it at the Company's Regd. Office, at least 48 before the time.
- Those who hold shares in demat form to quote their Demat A/c. No. and Depository Participant (D.P.) ID No.

BOOK-POST



If undelivered, please return to:

Reg. Office:

ROTAM COMMERCIALS LIMITED

(Formally Known as OREGON COMMERCIAL LIMITED)

45/B, MONA SHOPPING CENTRE, NR NAVRANG CINEMA, J P ROAD, ANDHERI (WEST),
MUMBAI-400053, MAHARASTRA