



RISHIROOP
Rubber Intl. Ltd.

RISHIROOP RUBBER (INTERNATIONAL) LIMITED

ANNUAL REPORT 2012-2013



BOARD OF DIRECTORS

Mr. M. K. Kapoor	Chairman
Mr. A. M. Kapoor	Managing Director
Mr. H. L. Ohri	Director
Mr. H. B. Jokhakar	Director
Mr. H. D. Vakil	Director

CHIEF FINANCIAL OFFICER

Mr. A. R. Shah

COMPANY SECRETARY

Ms. A. B. Vishwakarma

STATUTORY AUDITORS

Jayesh Dadia & Associates, Chartered Accountants

INTERNAL AUDITORS

Laxmikant Kabra & Co., Chartered Accountants

BANKERS

Citi Bank, N.A.
Axis Bank Limited
Bank of Baroda
ICICI Bank Limited

REGISTERED OFFICE

Plot No. 5807/08, GIDC Industrial
Area, Ankleshwar, Gujarat - 393 002.

CORPORATE OFFICE

65, Atlanta, Nariman Point, Mumbai- 400 021.

REGISTRARS AND SHARE TRANSFER AGENT

Link Intime India Private Limited
C-13, Kantilal Maganlal Estate,
Pannalal Silk Mills Compound, L. B. S. Marg,
Bhandup (West), Mumbai- 400 078.
Tel. No.: 022-25946970;
Fax No. 022-25946969
Email: rnt.helpdesk@linkintime.co.in

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RISHIROOP RUBBER (INTERNATIONAL) LIMITED

Registered Office: Plot No. 5807/08, GIDC Industrial Area, Ankleshwar, Gujarat - 393 002.

Corporate Office: 65, Atlanta, Nariman Point, Mumbai- 400 021.

Website: www.rishiroop.in

NOTICE

Notice is hereby given that the **Twenty Third Annual General Meeting** of Rishiroop Rubber (International) Limited will be held on **Monday, 26th August, 2013 at 10.00 a. m.** at Hotel Shalimar, Near GIDC Reservoir, Valia Road, Ankleshwar, Gujarat - 393002 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and Statement of Profit and Loss for the year ended 31st March, 2013 together with Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. H. B. Jokhakar, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. H. L. Ohri, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To re-appoint M/s. Jayesh Dadia & Associates, Chartered Accountants (Firm Reg. No. 121142W) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board of Directors to fix their remuneration.

**By Order of the Board of Directors
For Rishiroop Rubber (International) Limited**

Place: Mumbai

Date: 24th May, 2013

Mahendra Kumar Kapoor

Chairman

NOTES

1. **A Member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a member of the Company. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The relevant details in respect of item Nos. 2 & 3 as required by Clause 49 of the Listing Agreement entered into with the Stock Exchange are provided in the Corporate Governance Report.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 17th August, 2013 to Monday, 26th August, 2013 (both days inclusive) for the purpose of the Annual General Meeting.
4. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution/POA authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. Members desiring any information as regards the financial accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.
6. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Corporate Office of the Company on all working days, except Sunday between 10.30 a.m. and 4.30 p.m. upto the date of the Annual General Meeting.

7. Members / Proxies are requested to bring duly filled attendance slip sent alongwith the copy of Annual Report at the Meeting.
8. The Annual Report of the Company for the year 2012-2013 is also uploaded on the Company's websites (www.rishiroop.in)
9. Members are requested to notify any changes in address, signature or other bank particulars for their shares in electronic mode to their respective Depository Participant and for their physical holdings to the Registrar & Share Transfer Agent of the Company i.e. M/s. Link Intime India Private Limited.
10. The Ministry of Corporate Affairs vide its Circular Nos. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011 has initiated the "Green Initiatives in Corporate Governance" by enabling paperless compliances by Companies through electronic delivery of documents to the members. To keep pace with changing times and as a welcome ecological contribution to the society, your Company has decided to support the cause and as such we request all the members who have not registered their email addresses to register the same, in case of electronic mode, with their respective Depository Participant and in case of physical holdings, with the Registrar & Share Transfer Agent of the Company i.e. M/s. Link Intime India Private Limited, to enable future delivery of documents on the same.

DIRECTORS' REPORT

To,
The Members,
Rishiroop Rubber (International) Limited

Your Directors are pleased to present the 23rd Annual Report together with the Audited Financial Statements of your Company for the financial year ended on 31st March, 2013.

FINANCIAL HIGHLIGHTS

Particulars	(₹ in Lacs)	
	2012-2013	2011-2012
Sales and Other Income	4713.75	5862.02
Profit before Interest, Depreciation and Tax	357.33	623.36
Less : Finance Cost	20.66	21.26
Depreciation and Amortization Expenses	102.60	102.88
Profit before Tax	234.07	499.22
Less: Provision for Tax (Including Income Tax, Deferred Tax, etc.)	153.92	360.26
Profit after Tax	80.15	138.96
Add/(Less): Balance brought forward from the previous year	(415.10)	(554.06)
Loss carried forward to Balance Sheet	(334.95)	(415.10)

REVIEW OF OPERATIONS AND OVERALL PERFORMANCE

During the year under review, the sales turnover has decreased from ₹ 5862.02 Lacs in the previous year to ₹ 4713.75 Lacs for the current year. The Profit before Tax (PBT) for the year is ₹ 234.07 as compared to ₹ 499.22 Lacs in the previous year. The Profit after Tax (PAT) for the year is ₹ 80.15 Lacs as compared to ₹ 138.96 Lacs in the previous year. The decrease in sales turnover as well as profit is due to current economic and industrial scenario, which has affected demand, prices and profitability of the Company's products.

DIVIDEND

Due to the past accumulated losses, the board of Director do not recommended any dividend for the year ended 31st March, 2013.

DIRECTORS

In terms of the Article of Association of the Company Mr. H. L. Ohri and Mr. H. B. Jokhakar, Directors of the Company are liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offer themselves for reappointment. The brief resume of these directors and other information have been detailed in the Corporate Governance Report of the Company. Appropriate resolutions for their re-appointment shall be placed for approval of the shareholder at the Annual General Meeting. The directors recommend their re-appointment as directors of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provision of section 217(2AA) of the Act, with respect to Director Responsibility Statement, it is hereby confirmed –

- 1) That in the preparation of the annual accounts for the financial year ended 31st March 2013; the applicable accounting standards have been followed along with proper explanation relating to material departures.
- 2) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs and of the profit of the Company for the year ended 31st March 2013.
- 3) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- 4) That the Directors have prepared the accounts for the financial year ended 31st March, 2013 on a 'going concern' basis.

CORPORATE GOVERNANCE

The Company has been practicing the principles of good corporate governance over the years and lays strong emphasis on transparency, accountability and integrity.

A separate report on the Corporate Governance and a certificate from the statutory auditors of the Company regarding compliances of condition of corporate Governance as stipulated under clause 49 of the listing Agreement with the stock exchange(s) form part of this Annual report.

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

The management discussion and analysis report forms part of the Annual Report in Compliance with Clause 49 of the Listing Agreement.

DEPOSITS

The Company has not accepted fixed deposits from the public during the period under review. The provisions of section 58A of the Companies Act, 1956 are thus not applicable to the Company.

AUDITORS AND AUDITORS REPORT

The Auditors M/s. Jayesh Dadia & Associates, Chartered Accountants, retire at the ensuing Annual General Meeting and being eligible under Section 224 (1B) of the Companies Act 1956 offer themselves for re-appointment. The Members are requested to consider their re-appointment and authorize the Board of Directors to fix their remuneration.

The observations and comments given in the Auditors Report read together with the Notes to the Accounts are self explanatory and hence do not call for any further information and explanation under section 217(3) of the Companies Act, 1956.

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

Information in accordance with the provisions of Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988, are set out in Annexure 'A' forming part of the Report

PARTICULARS OF EMPLOYEES

The Company does not have any employee in respect of whom particulars in accordance with the provisions under section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employee) Rules, 1975 are required to be given.

ACKNOWLEDGEMENTS

The Board wishes to place on record their sincere appreciation and gratitude to the various government authorities, bankers, customers, vendors, shareholders and all other stakeholders for their continued co-operation and generous support. Your Directors would also like to take this opportunity to express their appreciation for the dedicated efforts of the employees of the Company.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 24th May, 2013

Mahendra Kumar Kapoor
Chairman

ANNEXURE -A

STATEMENT PURSUANT TO SECTION 217 (1) (E) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

❖ **CONSERVATION OF ENERGY**

As there are no manufacturing operations, question of conservation of energy does not arise.

❖ **RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION**

a) **Research and Development**

1. **Specific areas in which R&D carried out by the Company**

There are no new R&D activities being carried out by the Company in view of the closure of plant operations at Ankleshwar.

2. **Benefits derived as a result of above R&D**

Not Applicable

3. **Future plans of action**

The Company does not have any immediate proposal for new product developments.

b) **Technology absorption, adaptation and innovation**

1. **The efforts in brief towards technology, absorption, adaptation and innovation**

Not applicable as no new technologies were developed during the year.

2. **Benefits**

Not Applicable

3. **Details of imported technology**

Not Applicable

❖ **FOREIGN EXCHANGE EARNINGS & OUTGO**

		(₹ in lacs)	
Sr. No.	DETAILS	2012-2013	2011-2012
1.	FOREIGN EXCHANGE EARNINGS		
	(i) Exports	339.67	451.74
2.	OUTGO		
	<u>Value of Imports calculated on CIF basis</u>		
	(i) Trading Goods	3351.95	4799.39
	(ii) Commission on Export of Goods	0.00	3.05
	(iii) Foreign Travelling	0.51	0.00

For and on behalf of the Board of Directors

Place: Mumbai

Date: 24th May, 2013

Mahendra Kumar Kapoor

Chairman

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

❖ INDUSTRY STRUCTURE

Your Company is involved in the International trade of industrial raw materials to various industries. There are many small and big traders and agents in Exim trade.

❖ OUTLOOK

The Indian economy is projected to grow at 5-6 % for the current fiscal. The deceleration in GDP growth rate has affected the industrial demand for raw materials. The situation is likely to continue for the current year. However your Company will endeavor to improve the working by adding new products for polymer industry.

❖ FINANCIAL & OPERATING PERFORMANCE

During the year, your Company's turnover was decreased from ₹ 5787.17 Lacs in the previous year to ₹ 4658.23 Lacs while Profit before tax (PBT) during the year is ₹ 234.07 Lacs as compared to ₹ 499.22 Lacs last year. Total inventories have decreased to ₹ 704.94 Lacs in the current year from ₹ 1050.05 Lacs in the previous year and the Sundry Debtors stood at 12 % of Sales as at March 31, 2013. Domestic Sales were ₹ 4304.45 Lacs in the current year as compared to ₹ 5318.15 Lacs in the previous year, whereas Export Sales were ₹ 353.78 Lacs in the current year as compared to ₹ 469.02 Lacs last year.

❖ OPPORTUNITIES AND RISKS & CONCERNS

a) Opportunities

Your Company is exploring opportunities to develop new customers in both global & domestic markets. The global and domestic markets are facing demand recession. Hence opportunities to grow the business would be limited.

b) Risks & Concerns

The current economic situation in the country is expected to continue in the short term.

The price volatility and fluctuation in exchange rates may be a cause of concern as Company imports products for domestic and exports sales.

❖ INTERNAL CONTROL SYSTEM

The Company maintains adequate internal control systems, which provide among other things adequate support to all its operations and effectively handle the demands of the Company's financial management system.

The Company has in place effective systems safeguarding the assets and interest of the Company and ensuring compliance with law and regulations. The Company's internal control systems are supplemented by an extensive internal audit conducted quarterly by an external auditor to ensure adequate system of internal control.

❖ CAUTIONARY STATEMENT

Certain Statements in this report relating to estimates, projections and expectations may be forward looking within the meaning of applicable laws and regulations. The actual result may be different from what has been envisaged. The factors that may affect the performance will be demand and supply conditions, finished goods prices, foreign exchange fluctuations, changes in government regulations and policies, tax structures, economic developments within India and the countries with which the Company has business contacts and various other factors such as litigations and industrial relations impacting Company's business.

The Company assumes no responsibility with respect to forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

CORPORATE GOVERNANCE REPORT

This Report is pursuant to Clause 49 of the Listing agreement and depicts Company's views, policies & procedures reflecting essence of Corporate Governance in them.

❖ PHILOSOPHY ON CORPORATE GOVERNANCE

It entails transparency and accountability, effective control and management, investor friendly attitude towards shareholders and other stakeholders with ethical behaviour in all the dealings.

❖ BOARD OF DIRECTORS

a. Composition of the Board:

As on 31st March, 2013, the Board of Directors comprises of Five Directors comprising of Four Non-Executive Directors and One Executive Director.

b. Constitution of the Board and attendance record of Directors:

Five Board Meetings were held during the financial year i.e., from 1st April, 2012 to 31st March, 2013, on the following dates – 27th April, 2012, 22nd June 2012, 25th July 2012, 5th November 2012, and 5th February, 2013.

The Last AGM (22nd) was held on 28th August, 2012 at 10.00 a. m. at Hotel Shalimar, Near GIDC Reservoir, Valia Road, Ankleshwar, Gujarat 393002.

The attendance of the Board of Directors at the meetings was as under:

Name/Designation of Director	Category of Director	No. of Board Meetings Attended	Attendance at last AGM	No. of Directorships*	Committee membership**	Committee Chairmanship***
Mr. M. K. Kapoor (Chairman)	Non-Executive/Promoter	5	No	2	2	2
Mr. A. M. Kapoor (Managing Director)	Executive/Promoter	4	Yes	2	4	-
Mr. H. L. Ohri	Non-Executive/Independent	5	Yes	1	2	1
Mr. H. B. Jokhakar	Non-Executive/Independent	4	Yes	1	2	1
Mr. H. D. Vakil	Non-Executive/Independent	4	Yes	1	2	-

* Includes Directorship in Rishiroop Rubber (International) Limited & other Public Companies but excludes Directorships of Private Companies.

** Committees considered are Remuneration Committee, Audit Committee and Shareholder's/Investor's Grievance Committee in Rishiroop Rubber (International) Limited and other Public Companies.

*** Membership of Committees includes Chairmanship held in those Committees in Rishiroop Rubber (International) Limited and other Public Companies.

None of the Directors is a Member of more than 10 Committees or is the Chairman of more than five Committees across all the Companies in which they are Directors.

Mr. A. M. Kapoor and M. K. Kapoor are related inter-se.

As on 31st March, 2013, Mr. H. L. Ohri holds 8,165 shares (0.07%) and Mr. H. B. Jokhakar holds NIL shares (0.00%).

Information pursuant to Clause 49 of the Listing Agreement of the Directors Seeking re-appointment at the Ensuing Annual General Meeting

Name of Director	Mr. H. B. Jokhakar	Mr. H. L. Ohri
Date of Birth	10 th September, 1939	7 th November, 1927
Date of Appointment	25 th January, 2006	25 th July, 2005
Nature of expertise in specific functional areas	He has over 50 years of experience in taxation and audit areas and is a Financial Consultant	He is a Businessman by profession and has over 62 years of experience in paints and Chemicals industry
Qualification	B.Com, FCA	B. Sc
Directorships held in other companies (excluding foreign companies)	No	1. M/s Pigments and Dyestuffs Pvt. Ltd. 2. M/s Harichem Pvt. Ltd 3. M/s Chemi-Scope (India) Pvt. Ltd
Committee position held in Rishiroop Rubber (International) Limited	Audit Committee (Member) Remuneration Committee (Chairman)	Audit Committee (Chairman) Remuneration Committee (Member)
Committee position held in other Companies	No	No
No. of shares held: (As on 31.03.2013)		
a) Own	Nil	8165
b) for other persons on a beneficial basis	Nil	Nil

COMMITTEES OF THE BOARD**I) AUDIT COMMITTEE****a. Terms of reference of the Committee:**

The terms of reference of the Audit Committee are in accordance with the requirements of Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956 and broadly comprises of:

- ❖ Review of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ❖ Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of Audit fees.
- ❖ Approval of payment to Statutory Auditors for any other services rendered.
- ❖ Reviewing, with the management, the Annual Financial Statements before submission to the Board for approval, with particular reference to:
 1. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 2. Changes, if any, in accounting policies and practices and reasons for the same.
 3. Major accounting entries involving estimates based on the exercise of judgment by management .
 4. Significant adjustments made in the financial statements arising out of Audit findings.
 5. Compliance with Listing and other Legal requirements relating to Financial Statements.
 6. Disclosure of any Related Party Transactions.
 7. Qualifications in the Draft Audit Report.

- ❖ Reviewing, with the management, the quarterly / half yearly / yearly financial statements before submission to the Board for approval.
- ❖ Reviewing, with the management, performance of Statutory and Internal Auditors, and adequacy of the internal control systems.
- ❖ Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- ❖ Discussion with Internal Auditors any significant findings and follow up there on.
- ❖ Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- ❖ Discussion with Statutory Auditors before the audit commences, about the nature and scope of Audit as well as post-audit discussion to ascertain any area of concern.
- ❖ To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- ❖ Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or as may be assigned by the Board of Directors.
- ❖ Review of following information :
 1. Management discussion and analysis of financial condition and results of operations;
 2. Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by management;
 3. Management letters of internal control weaknesses issued by the Statutory Auditors;
 4. Internal audit reports relating to internal control weaknesses;
 5. The appointment, removal and terms of remuneration of the Chief Internal Auditor / Internal Audit Firm shall be subject to review by the Audit Committee.

b. Composition and Constitution with attendance record of the Committee:

The Audit Committee consists of four Directors comprising of three Non-Executive Directors namely Mr. H. B. Jokhakar, Mr. H. L. Ohri (Chairman) & Mr. H. D. Vakil and one Executive Director, Mr. A. M. Kapoor.

The Audit Committee held Five Meetings during the financial year i.e. from 1st April , 2012 to 31st March, 2013 on the following dates – 27th April, 2012; 22nd June 2012; 25th July 2012; 5th November 2012; and 5th February, 2013. The Statutory Auditors, Internal Auditors and CFO are invited to attend the meetings of Audit Committee. The Company Secretary at as the Secretary of the Audit Committee.

The attendance of Members of the Committee at the meetings was as under:

Sr. No	Name/Designation of Director	Category of Director	No. of Audit Committee Meetings Attended
1.	Mr. H. L. Ohri (Chairman)	Non-Executive /Independent	5
2.	Mr. H. B. Jokhakar	Non-Executive/Independent	4
3.	Mr. H. D. Vakil	Non-Executive/Independent	4
4.	Mr. A. M. Kapoor (Managing Director)	Executive/Promoter	4

Mr. H. L. Ohri was present at the last AGM held on 27th August, 2012.

II) REMUNERATION COMMITTEE

a. Terms of reference of the Committee:

The terms of reference of the Remuneration Committee include selection and appointment with recommendations and review of the remuneration packages of all the Directors giving due regards to the interest of shareholders and to the financial and commercial health of the Company. Further they are liable to discharge any other functions as and may be delegated to it by the Board of Directors.

b. Composition, attendance record with sitting fees details of the Committee:

As on 31st March, 2013, the Remuneration Committee consists of three Directors comprising of all Non-Executive Directors Viz, Mr. H.B. Jokhakar (Chairman), Mr. H. L. Ohri and Mr. H. D. Vakil. During the financial year i.e. from 1st April, 2012 to 31st March, 2013 only one meeting of the Remuneration Committee was held on 22 June, 2012 and all members were present in it.

c. Remuneration Policy**❖ Remuneration to Executive Director**

Payment of remuneration to Mr. A. M. Kapoor, Managing Director of the Company is governed by the terms his appointment which was duly approved by the Board of Directors and the Members in terms of Schedule XIII and all other applicable provisions of the Companies Act, 1956. His remuneration structure comprises of salary, perquisites, allowances and reimbursement of out of pocket expenses with commission within statutory limits and all the components are fixed with no performance linked incentives and no stock options. Further his notice period is of three months.

The remuneration paid to him during the year ended 31st March 2013 is as under:

Name	Salary (₹)	Perquisites and Allowances (₹)	Total (₹)
Mr. A. M. Kapoor	17,25,000	19,52,549	36,77,549

❖ Remuneration to Non- Executive Directors

Non-Executive Directors are not paid remuneration in any form whether by way of commission or otherwise and are just entitled to the sitting fees of ₹ 5000/- per meeting. However the sitting fees was increased from ₹ 5000/- to ₹ 10,000/- per meeting for all meetings of the Board and Committees thereof w.e.f the last Board meeting held on 5th February, 2013. The details of the payment of sitting fees are as under for the year ended 31st March, 2013.

Sr. No.	Name/Designation of Director	Category of Director	Sitting Fees paid to Non-Executive Directors* (₹)
1.	Mr. M. K. Kapoor (Chairman)	Non-Executive/ Promoter	30000
2.	Mr. H. L. Ohri	Non-Executive/ Independent	65000
3.	Mr. H.B.Jokhakar	Non-Executive/ Independent	55000
4.	Mr. H. D. Vakil	Non-Executive/ Independent	45000

* There were no other pecuniary relationship or transactions between the Company and its Non – Executive Directors

None of the Directors had any transaction with the Company. However, transactions have taken place with some of the Companies in which a Director holds Directorship but these were in normal course of Business and took place at the prevailing market prices and were disclosed to the Board.

III) SHAREHOLDER'S/ INVESTOR'S GRIEVANCE COMMITTEE**a. Terms of reference of the Committee:**

The terms of reference of the Shareholder's / Investor's Grievances Committee include investor relations and redressal of shareholder's and investor's grievances, monitoring of share transfer requests, duplicate certificates requests and discharging any other functions as and may be delegated to it by the Board of Directors

b. Composition and Constitution with attendance record of the Committee:

As on 31st March, 2013, the Shareholder's / Investor's Grievances Committee consists of two directors comprising of One Non-Executive Director namely, Mr. M. K. Kapoor (Chairman) and One Executive Director viz, Mr. A. M. Kapoor.

The Shareholder's / Investor's Grievances Committee met on 12 times during the year. All the meetings were duly attended by both the members of the Committee and were placed and noted by the Board.

c. Status of Investor/ Shareholder Complaints:

The following was the status of Complaints during the year ended 31st March, 2013.

Number of Investor Complaints received	Number of Investor Complaints resolved	Number of Investor Complaints pending as on 31.03.2013
3	3	0

Ms. Amita B. Vishwakarma, Company Secretary is the Compliance Officer.

❖ **GENERAL BODY MEETINGS**

The details of Annual General Meetings held in the last three years are given as under

Meeting	22 nd Annual General Meeting	21 st Annual General Meeting	20 th Annual General Meeting
Date	27 th August, 2012	8 th August, 2011	26 th July, 2010
Time	10.00 a.m.	10.00 a.m.	10.00 a.m.
Special Resolution	1	-	1

All the above meetings were held at Hotel Shalimar, Near GIDC Reservoir, Valia Road, Ankleshwar, Gujarat-393 002.

None of the Special resolution/s passed in last three Annual General Meeting were passed by postal ballot. No resolution requiring a Postal ballot is being proposed at the ensuing Annual General Meeting.

❖ **DISCLOSURES**

a. Materially significant related party transactions

The Company has not entered into any materially significant transactions with its Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.

Transactions with related party transactions are disclosed in Notes to the accounts forming part of the Annual Report.

b. Non-compliance and instances of penalties

There have been no instances of non-compliance by the Company on any matter relating to capital markets and no strictures, penalty or disciplinary action has been imposed by SEBI or Stock Exchange or any other statutory authority, during the last three years.

c. Compliance with mandatory requirements and adoption of non-mandatory requirements

Clause 49 of the Listing Agreement requires the Company shall obtain a certificate from either the auditors or practicing Company Secretaries regarding compliance of conditions of Corporate Governance as stipulated in this Clause and annex the certificate in the Annual Report which is sent annually to all the shareholders of the Company. The Company has obtained a certificate from its auditors to this effect and the same is given as an annexure to this report.

The Clause further states that the non-mandatory requirements may be implemented as per the discretion of the Company. However, the disclosures of compliance with mandatory requirement and adoption (and compliance)/ non-adoption of the non-mandatory requirements shall be made on need basis.

d. Accounting Treatment

In preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India.

e. Risk management

The risks associated with the business have been stated in the Management Discussion and Analysis report.

The risk identification, assessment and control procedures are reviewed at periodic intervals by the top Management.

f. MD/CFO Certificate

The certificate pursuant to Clause 49(V) on Financial Statements by the MD and CFO was placed before the Board and is given as annexure to this report.

g. Compliance Certificate

The Certificate issued by the Statutory Auditors in compliance with the Clause 49 of the Listing Agreement is given as annexure to this report.

h. Proceeds from public issues, rights issues, preferential issues etc.

During the year Company has not raised any money by way of public issue, rights issue or preferential issue.

❖ MEANS OF COMMUNICATION

1	Annual/Quarterly Results	Submitted regularly to BSE in compliance with the Listing Agreement and published in one English and one Gujarati daily namely The Business Standard or The Economic Times and Western Times (Gandhinagar)
2	Publications in Websites	www.rishiroop.in and www.bseindia.com
3	Institutional Investors	No presentations are made to institutional investors. Display and dissemination of presentations made in future, if any, shall be made adequately.

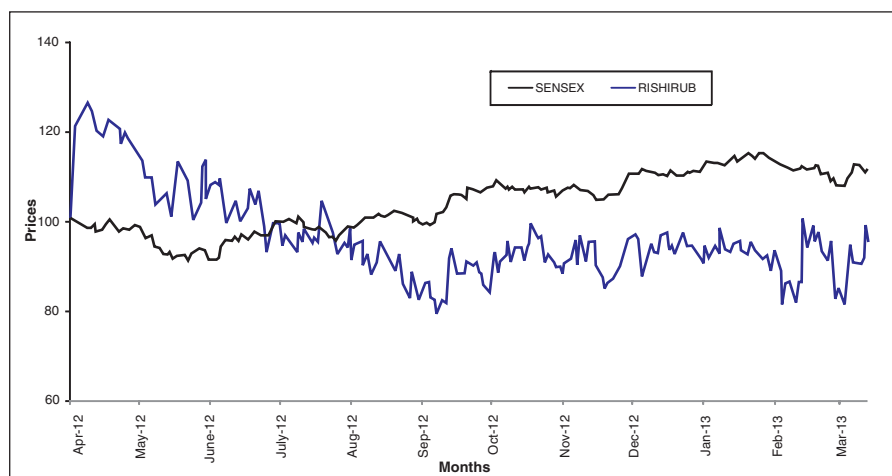
❖ GENERAL SHAREHOLDER INFORMATION

- a. Annual General Meeting** : **Day, Date, Time and Venue**
Monday, 26th Day of August 2013, at 10.00 am at Hotel Shalimar, Near GIDC Reservoir, Valia Road, Ankleshwar, Gujarat - 393002
- b. Financial Year** : **(1st April, 2013 to 31st March, 2014)**
First Quarter ending 30th June 2013 - Before 15th August, 2013
Half year ending 30th September 2013 - Before 15th November, 2013
Third Quarter ending 31st December, 2013 - Before 15th February, 2014
Annual Audited Result 31st March, 2014 - Before 30th May, 2014
- c. Book Closure** : Saturday, 17th August, 2013 to Monday, 26th August, 2013 (Both days inclusive)
- d. Dividend Payment date** : No Dividend is declared for the year 2012-2013
- e. Listing at Stock Exchange** : Bombay Stock Exchange ISIN with NSDL and CDSL
Trading Code - 523658 INE887C01018
- f. Registrar and Transfer Agent** : **Link Intime India Private Limited**
C- 13, Kantilal Maganlal Estate, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (West), Mumbai – 400 078
Tel. No.: 022-25946970; Fax No. 022-25946969
Email : rnt.helpdesk@linkintime.co.in
- g. Outstanding ADRs/GDRs** : The Company has not issued any ADRs/GDRs/ Warrants or any other instrument impacting the equity base.
- h. Plant Location** : Plot No. 5807, GIDC Industrial Estate, Ankleshwar – 393 002, Gujarat.
- i. Address** : **(i) For Equity shares related query**
Link Intime India Private Limited
C- 13, Kantilal Maganlal Estate, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai – 400 078. Tel. No.: 022-25946970
(ii) For Annual Report related query
Rishiroop Rubber International Limited
Corp. Office : 65, Atlanta, Nariman Point, Mumbai – 400 021
Email : investor@rishiroop.com
- j. Share Transfer System** : The Share transfer activities under physical mode carried out by RTA. Shares in physical mode which are lodged for transfer are possessed and returned within the stipulated time. As required under clause 47 – C of the listing Agreement, a certificate on half yearly basis confirming due compliance of Share transfer formalities by the Company from practicing Company secretary has been submitted to stock exchanges has been submitted to stock exchanges within stipulated time.

k. Stock Price data with Index Comparison

High low Market price on Bombay Stock Exchange during each month in the last financial Year.

Month	High Price	Low Price	Close Price	BSE Sensex Close
Apr-12	14.45	10.00	12.74	17318.81
May-12	13.00	10.64	11.54	16218.53
Jun-12	12.75	9.92	10.89	17429.98
Jul-12	11.95	9.00	10.35	17236.18
Aug-12	11.95	9.00	9.09	17429.56
Sep-12	10.49	8.50	9.46	18762.74
Oct-12	12.00	8.90	9.89	18505.38
Nov-12	11.50	8.75	10.56	19339.90
Dec-12	11.60	8.25	10.18	19426.71
Jan-13	12.00	9.76	9.76	19894.98
Feb-13	11.40	8.65	9.12	18861.54
Mar-13	11.97	8.55	10.26	18835.77



l. Distribution of Shareholding as on 31st March, 2013

Distribution of shares (Slab wise) (₹)	No. of shareholders	Percentage to total No. of shareholders	Share Amount (₹)	Percentage to total Share Capital
Up to 5000	11361	91.91	15777520.00	13.33
5001 - 10000	512	4.14	4539050.00	3.83
10001 - 20000	217	1.76	3484090.00	2.94
20001 - 30000	65	0.53	1680460.00	1.42
30001 - 40000	25	0.20	914940.00	0.77
40001 - 50000	53	0.43	2544930.00	2.15
50001 - 100000	62	0.50	4837420.00	4.09
100001 & above	66	0.53	84620160.00	71.47
TOTAL	12361	100.00	118398570.00	100.00

m. Shareholding Pattern as on 31st March, 2013

Category	No. of Shareholders	No. of Shares held	% of Shareholding
Promoter's Holding (A)	13	6739207	56.92
Non-Promoter's Holding (B)			
1 Institutional Investors :			
a Mutual Funds/UTI	2	3200	0.03
b Financial Institutions / Banks	2	400	0.00
c Foreign Institutional Investors	1	6000	0.05
2 Non-institutional Investors :			
a Bodies Corporate	91	425088	3.59
b Public	12205	4407891	37.23
c Non Resident Indians	21	221881	1.87
d Foreign Companies	1	1200	0.01
e Clearing Member	17	11925	0.10
f Directors	1	8165	0.07
g Relatives	5	14900	0.13
Sub Total (B)	12346	5100650	43.08
Total (A) & (B)	12359	11839857	100.00

n. Dematerialisation of Shares as on 31st March 2013

Category	No of Shares	%
CDSL	1016393	8.58
NSDL	9360219	79.06
Physical	1463245	12.36
Total	11839857	100.00

❖ **CODE OF CONDUCT**

The Board has formulated a code of conduct for the Board members and senior management of the Company. The same has also been posted on the website of the Company. All Board members and senior management have affirmed their compliance with the code of conduct. A declaration to this effect, signed by Managing Director was placed before the Board and is annexed hereto, forming part of the Annual Report.

❖ **SUBSIDIARY**

There is no Subsidiary of the Company.

❖ **REPORT ON CORPORATE GOVERNANCE**

This report forms part of the Annual Report. The Company is in full compliance with all the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchange(s).

On behalf of the Board of Directors

Place: Mumbai
Date: 24th May, 2013

Mahendra Kumar Kapoor
Chairman

DECLARATION – CODE OF CONDUCT

In pursuant to Clause 49 of the Listing Agreement, All Board Members and Senior Management Personnel have affirmed the compliance with the Code of Conduct for the year ended on 31st March 2013.

For Rishiroop Rubber (International) Limited

Place: Mumbai
Date: 24th May, 2013

A.M. Kapoor
Managing Director

DECLARATION BY THE MD & CFO - PURSUANT TO CLAUSE 49(V)

We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31st March, 2013 and certify, to the best of our knowledge and belief, that:

- i. These statements present a true and fair view of the Company's affairs, and are in compliance with existing accounting standards, applicable laws and regulations;
- ii. These statements do not contain any materially untrue statement, or omit any material fact, or contain statements that might be misleading;
- iii. No transactions entered into by the Company during the year were fraudulent, illegal or violative of the Company's code of conduct and no instances of fraud took place;
- iv. We accept responsibility for establishing and maintaining internal controls for financial reporting;
- v. We have evaluated the effectiveness of the internal control systems of the Company, and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which We are aware and have taken steps to rectify the same, wherever found;
- vi. Significant changes in internal control over financial reporting, as well as significant changes in accounting policies, if any, have been intimated to the Auditors and the Audit Committee, and have been disclosed in the notes to the financial statements.

For Rishiroop Rubber (International) Limited

Place: Mumbai
Date: 24th May, 2013

A.M. Kapoor
Managing Director

A.R. Shah
Chief Financial Officer

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To the Members of
RISHIROOP RUBBER (INTERNATIONAL) LIMITED

We have examined the compliance of conditions of Corporate Governance by RISHIROOP RUBBER (INTERNATIONAL) LIMITED for the year ended 31st March, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the abovementioned Listing Agreement.

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

For Jayesh Dadia & Associates
Chartered Accountants
Firm Registration number: 121142W

Place: Mumbai
Date: 24th May, 2013

Nishit Dave
Partner
M.No.: 120073

INDEPENDENT AUDITORS' REPORT

To the Members of

Rishiroop Rubber (International) Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Rishiroop Rubber (International) Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profits for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

For Jayesh Dadia & Associates
Chartered Accountants
Firm's Registration No. 121142W

Place : Mumbai
Date : 24th May, 2013

Nishit Dave
Partner
Membership No. 120073

Annexure to the Auditors' Report (Referred to in paragraph 1 of our report)

of even date to the members of Rishiroop Rubber International Limited, on the financial statements for the year ended 31st March 2013.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular program of physical verification of its fixed assets under which fixed assets are verified in a phased manner, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) In our opinion, a substantial part of fixed assets has not been disposed off during the year.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) (a) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act. Accordingly, the provisions of clauses 4(iii)(b) to 4(iii)(d) of the order are not applicable.
- (b) The Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Act. Accordingly, the provisions of clauses 4(iii)(f) and 4(iii)(g) of the Order are not applicable.
- (iv) In our opinion, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of the goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- (v) In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956 :
 - (a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
 - (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contract / arrangements entered in the Register maintained under section 301 of the Companies Act, 1956 and exceeding the value of ₹ 5,00,000 in respect of each party during the year have been made at prices which appear reasonable as per information available with the Company.
- (vi) According to information and explanation given to us, the Company has not accepted deposits in terms of the provisions of section 58A and 58AA or any other relevant provisions of the Companies Act, 1956.
- (vii) In our opinion, the internal audit functions carried out during the year by the firm of Chartered Accountant appointed by the Management have been commensurate with the size of the Company and nature of its business.
- (viii) In our opinion, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 in respect of activities carried out by the Company.
- (ix) (a) According to information and explanation given to us the Company is regular in depositing the undisputed statutory dues including provident fund, income tax, sales tax, service tax, customs duty, cess and other material statutory dues, as applicable, with the appropriate authorities.
- (b) In our opinion there are no disputed liabilities which are outstanding for a period of more than six months from the date they became payable.

- (x) In our opinion, the accumulated losses of the Company at the end of the financial year are not more than fifty percent of its net worth. The Company has not incurred cash losses for the current and the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanation given to us , the Company has no outstanding dues to any bank or financial institution during the year.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly, the provisions of clause 4(xii) of the Order are not applicable.
- (xiii) The Company is not a chit fund or a nidhi / mutual benefit fund / society. Accordingly, the provisions of clause 4(xiii) of the Order are not applicable.
- (xiv) The Company is investing surplus funds in Mutual funds and proper records have been maintained of the transactions & contract and timely entries have been made therein and investment have been held by the Company in it's own name.
- (xv) According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or any financial institutions, accordingly provisions of the clause 4(xv) of the order are not applicable.
- (xvi) The Company has not obtained any term loans during the year under audit. Accordingly Provisions of clause 4(xvi) of the order are not applicable.
- (xvii) According to the cash flow statement and other records examined by us and the information and explanation given to us, on an overall basis, funds raised on short term basis, have prima facie, not been used during the year for long term investments.
- (xviii) During the year, the Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under Section 301 of the Act. Accordingly, the provisions of clause 4(xviii) of the Order are not applicable.
- (xix) The Company has neither issued nor had any outstanding debentures during the year. Accordingly the provisions of clause 4 (xix) of the Order are not applicable.
- (xx) The Company has not raised any money by way of public issues during the year. Accordingly, the provisions of clause 4(xx) of the Order are not applicable.
- (xxi) According to information and explanation given to us , no fraud on or by the Company has been noticed or reported during the period covered by our audit.

**For Jayesh Dadia & Associates
Chartered Accountants
Firm's Registration No. 121142W**

**Place : Mumbai
Date : 24th May 2013**

**Nishit Dave
Partner
Membership No. 120073**

**BALANCE SHEET AS AT
MARCH 31, 2013**

BALANCE SHEET AS AT 31ST MARCH, 2013

Particulars	Note No.	As at 31/03/2013 ₹	As at 31/03/2012 ₹
I EQUITY AND LIABILITIES			
1. Shareholders' Funds			
a) Share Capital	2	118,596,570	118,596,570
b) Reserves & Surplus	3	122,570,657	114,555,739
		241,167,227	233,152,309
2. Non-Current Liabilities			
a) Long Term Provisions	4	642,148	763,718
b) Deferred Tax Liabilities	10	4,095,737	-
		4,737,885	763,718
3. Current Liabilities			
a) Trade Payables	5	88,549,485	114,001,442
b) Other Current Liabilities	6	1,721,257	3,315,490
c) Short Term Provisions	7	3,601,381	315,961
		93,872,123	117,632,893
	TOTAL	339,777,235	351,548,920
II ASSETS			
1. Non Current Assets			
a) Fixed Assets - Tangible Assets	8	25,325,032	35,585,207
b) Non Current Investments	9	3,076,200	3,076,200
c) Deferred Tax Assets	10	-	4,317,031
d) Long Term Loans and Advances	11	144,690	144,690
		28,545,922	43,123,128
2. Current Assets			
a) Current Investments	12	160,228,432	98,148,234
b) Inventories	13	70,494,398	105,004,919
c) Trade Receivables	14	56,355,882	67,301,545
d) Cash and Cash Equivalents	15	19,319,971	22,505,817
e) Short Term Loans and Advances	16	2,322,350	7,946,496
f) Other Current Assets	17	2,510,280	7,518,781
		311,231,313	308,425,792
	TOTAL	339,777,235	351,548,920
Significant Accounting Policies and Notes are an integral part of the financial statements	1 to 32		

AS PER OUR REPORT ATTACHED OF EVEN DATE

FOR JAYESH DADIA & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 121142W

NISHIT DAVE
PARTNER
MEMBERSHIP NO. - 120073

PLACE : MUMBAI
DATED : 24.05.2013

FOR AND ON BEHALF OF THE BOARD

M. K. KAPOOR
CHAIRMAN

H.B. JOKHAKAR
DIRECTOR

H.D. VAKIL
DIRECTOR

A.B. VISHWAKARMA
COMPANY SECRETARY

A. M. KAPOOR
MANAGING DIRECTOR

H. L. OHRI
DIRECTOR

A. R. SHAH
CHIEF FINANCIAL OFFICER

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

Particulars	Note No.	For the Year Ended 31/03/2013 ₹	For the Year Ended 31/03/2012 ₹
INCOME			
I Revenue from Operations (net)	18	465,822,714	578,717,154
II Other Income	19	5,551,994	7,484,573
III Total Revenue (I + II)		471,374,708	586,201,727
IV EXPENSES			
Purchases of Stock-In-Trade	20	385,396,572	549,173,446
Changes In Inventories of Stock-In Trade	21	34,507,610	(47,527,578)
Employee Benefits Expense	22	4,802,450	4,349,828
Finance Costs	23	2,066,057	2,126,595
Depreciation and Amortization Expense		10,260,176	10,288,286
Other Expenses	24	10,934,582	17,868,668
	Total	447,967,447	536,279,245
V Profit Before Tax (III-IV)		23,407,261	49,922,482
VI Tax Expenses			
- Current Tax (Net off MAT Credit)		6,800,000	9,400,000
- Prior Period Tax		179,576	-
- Deferred Tax		8,412,769	26,626,259
	Total	15,392,345	36,026,259
VII Profit for the Year (V-VI)		8,014,916	13,896,223
Earnings per Equity Share of face value of ₹ 10 each	27		
Basic and Diluted (in ₹)		0.68	1.17
Significant Accounting Policies and Notes are an integral part of the financial statements	1 to 32		

AS PER OUR REPORT ATTACHED OF EVEN DATE

FOR JAYESH DADIA & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 121142W

NISHIT DAVE
PARTNER
MEMBERSHIP NO. - 120073

PLACE : MUMBAI
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MANAGING DIRECTOR

H. L. OHRI
DIRECTOR

A. R. SHAH
CHIEF FINANCIAL OFFICER

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	2012-13 ₹		2011-12 ₹	
A. Cash Flow From Operating Activities :				
Net Profit Before Taxes :		23,407,261		49,922,482
Adjusted For				
Depreciation	10,260,176		10,288,286	
Finance Cost	2,066,057		2,126,595	
Dividend Received	(3,279,853)		(5,466,024)	
Diminution in Valuation of Investment	(1,558,656)		1,659,365	
(Profit) / Loss On Sale of Investment	104,798		(1,516,073)	
Interest Received	(694,753)		(449,492)	
Income Tax Refund	1,278,108	8,175,877	-	6,642,657
Operating Profit Before Working Capital Changes		31,583,138		56,565,139
Adjustment For				
(Increase) / Decrease in Inventories	34,510,521		(8,721,116)	
(Increase) / Decrease in Trade Receivables / Advances	20,258,027		(10,951,117)	
Increase / (Decrease) in Trade Payables, Current & Non Current Liabilities and Provisions	(26,603,130)	28,165,418	(8,048,756)	(27,720,989)
Cash Generated from Operations		59,748,556		28,844,150
Less :- Direct Tax Paid		(4,216,612)		(9,143,477)
Net Cash Generated From Operation		55,531,944		19,700,673
B. Cash Flow From Investing Activities :				
Purchase of Investments	(241,418,952)		(246,352,831)	
Sale / Redemption of Investments	180,792,612		230,246,753	
Interest Received	694,753		449,492	
Dividend Received	3,279,853		5,466,024	
Net Cash (Used In) / From Investing Activities :		(56,651,734)		(10,190,562)
C. Cash Flow From Financing Activities :				
Finance Cost	(2,066,057)		(2,126,595)	
Net Cash (Used In) / From Financing Activities :		(2,066,057)		(2,126,595)
Net Increase In Cash And Cash Equivalents (A+B+C)		(3,185,846)		7,383,516
Cash and Cash Equivalents as at the beginning of the year		22,505,817		15,122,301
Cash and Cash Equivalents as at the end of the year		19,319,971		22,505,817
		(3,185,846)		7,383,516

AS PER OUR REPORT ATTACHED OF EVEN DATE

FOR JAYESH DADIA & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 121142W

NISHIT DAVE
PARTNER
MEMBERSHIP NO. - 120073

PLACE : MUMBAI
DATED : 24.05.2013

FOR AND ON BEHALF OF THE BOARD

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COMPANY SECRETARY

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MANAGING DIRECTOR

H. L. OHRI
DIRECTOR

A. R. SHAH
CHIEF FINANCIAL OFFICER

Notes on Financial Statement for the Year ended 31st March 2013

NOTE NO. 1

SIGNIFICANT ACCOUNTING POLICIES :

(I) Basis of accounting and preparation of financial statements:

The financial statements are prepared under historical cost convention, on accrual basis, in accordance, with the provisions of Companies Act, 1956 and the accounting principles generally accepted in India and comply with the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006. All Income and expenditures having material bearing on the financial statements are recognised on accrual basis.

The preparation of financial statements in conformity with the Generally Accepted Accounting Principles (GAAP). requires management to make estimates and assumption that affects the reported amounts of assets and liabilities and disclosure of contingent liability on the date of financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is reorganised prospectively in current and future periods.

(II) Valuation of Inventories:

Inventories are valued at lower of weighted average basis cost or net realisable value. Provision is made for damaged, defective or obsolete stocks where necessary.

(III) Depreciation Accounting:

Depreciation on tangible assets is provided on straight line method at the rates prescribed under Schedule XIV of the Companies Act, 1956.

(IV) Revenue Recognition :

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- (a) Revenue from sale of goods is recognized when all the significant risk and rewards of ownership of the products are passed on to the customer, which is generally on dispatch of goods. The sale value is exclusive of excise duty, sales tax, trade discounts, sales returns and liquidated damages if any.
- (b) Revenue in respect of service is recognised when services are performed in accordance with the terms of contract with customers.
- (c) Dividend income is recognized on receipt basis.
- (d) Interest income is recognized on the time proportion basis, taking into account the amount outstanding and the rate applicable.

(V) Fixed Assets :

Tangible and intangible assets

Tangible assets (excluding leasehold land which is carried at cost) are stated at cost of acquisition or construction less accumulated depreciation. Cost includes the construction/purchase/acquisition cost and other directly the attributable cost to bring the assets to its present working condition. Direct costs are capitalised until fixed assets are ready to use.

(VI) Foreign Currency Transactions :

Transactions in foreign currency are recorded in rupees by applying the exchange rate on the date of transaction. The exchange differences arising on actual settlement of the transactions are recognized in the statement of Profit and Loss during the year. Monetary assets and liabilities in foreign exchange, which are outstanding as at the year end, are translated at the closing rate and the resulting exchange differences are recognized in statement of profit and loss. Derivative contracts are entered into by the Company based on underlying transactions.

(VII) Accounting for Government Grants :

Governments grants are credited to capital reserve

(VIII) Accounting of Investments:

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Current Investments are valued at lower of cost or realisable value determined on individual basis. Long term investments are stated at cost less provision, if any, for decline, other than temporary in their value.

(IX) Employees' Benefits:**a) Short Term:**

Short term employee benefits are recognised as expenses at the undiscounted amount in the period during which the services have been rendered.

b) Long Term:**Defined Contribution Plan:**

Provident fund contributions for employees are made to the Fund administered by the regional provident fund Commissioner as per the provisions of Employees Provident Fund and Miscellaneous Provisions Act, 1952 and are charged to the Statement of Profit and Loss.

Defined Benefit Plan:

Retirement Gratuity for employees is funded through a scheme of Life Insurance Corporation of India. The excess/shortfall in the fair value of the plan assets and/or the present value of obligation calculated as per actuarial method as at balance sheet dates is recognised as gain/ loss in the Statement of Profit and Loss. Leave encashment liability is provided at the year ended on account of unavailed earned leave as per the actuarial valuation as per Projected Unit Credit Method.

(X) Borrowing costs :

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets till such time the asset is ready for its intended use or sale.

A qualifying assets that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

(XI) Segment Reporting :

Segment accounting and reporting which is done in accordance with the accounting policies of the Company and the guidelines prescribed by Accounting Standard -17

(XII) Leases :**Operating Lease**

Assets acquired under lease where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the Statement of Profit and Loss on a straight line basis over the period of the lease.

(XIII) Earning per share :

The basic earnings per share is calculated by dividing the profit attributable to the shareholders for the year by the weighted average number of equity shares outstanding during the reporting period.

(XIV) Taxes on Income:

Tax expenses comprises of current tax and deferred tax (charge or credit). Current income tax is measured at the amount expected to be paid to the authorities in accordance with the Income -Tax Act, 1961.

Deferred tax expenses or benefits is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or subsequently amended at the balance sheet date.

(XV) Impairment of Assets:

The carrying amounts of assets are reviewed at each Balance Sheet date for indicators of impairment based on internal/ external factors. An impairment loss is recognised wherever the carrying amount of an assets exceeds its recoverable amount. The recoverable amount is greater of the assets net selling price and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present values, based on market rates of borrowing.

After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life. A previously recognised impairment loss is increased or reversed depending on the changes in circumstances.

However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation, if there was no impairment.

(XVI) Provisions and contingencies :

Provisions are recognised when there is a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made based on technical evaluation and past experience. A contingent liability is disclosed when the Company has a future or present obligation & where it is not probable that an outflow will be required to settle it. Contingent assets are neither recognised nor disclosed.

Notes on Financial Statements for the Year ended 31st March, 2013
2. SHARE CAPITAL

Particulars	As at 31/03/2013		As at 31/03/2012	
	Number of Shares	₹	Number of Shares	₹
a AUTHORISED:				
Equity share of ₹ 10/- each	2,50,00,000	250,000,000	2,50,00,000	250,000,000
b ISSUED :				
Equity share of ₹ 10/- each	11,879,457	118,794,570	11,879,457	118,794,570
c SUBSCRIBED AND FULLY PAID UP				
Equity share of ₹ 10/- each	11,839,857	118,398,570	11,839,857	118,398,570
d SUBSCRIBED AND NOT FULLY PAID UP				
Equity share of ₹ 5/- each	39,600	198,000	39,600	198,000
e PER VALUE OF SHARE		10		10
f CALLS UNPAID				
Others	39,600	198,000	39,600	198,000
g FORFEITED SHARES (Amount originally paid-up)	39,600	198,000	39,600	198,000

2.1 Reconciliation of number of Shares and amount outstanding at the beginning and at the end of the reporting year

Particulars	As at 31/03/2013		As at 31/03/2012	
	Number of Shares	₹	Number of Shares	₹
Outstanding at beginning of the year	11,839,857	118,398,570	11,839,857	118,398,570
Add : Shares issued during the year	-	-	-	-
Outstanding at the end of the year	11,839,857	118,398,570	11,839,857	118,398,570

2.2 Rights, Preferences and restrictions attached to each class of shares:

Equity Shares: The Company has one class of equity shares having a par value of ₹ 10/- per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The equity shares rank pari passu in all respect including rights to dividend, issue of new shares and voting rights.

2.3 The details of shareholders holding more than 5% Equity Shares in the Company

Name of Shareholders	As at 31/03/2013		As at 31/03/2012	
	Number of shares held	% of Holding	Number of shares held	% of Holding
Rishiroop Holding Pvt Ltd	1,505,567	12.72	1,010,000	8.53
Rishiroop Polymers Pvt Ltd	2,945,741	24.88	2,891,194	24.42

As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Notes on Financial Statements for the Year ended 31st March, 2013
3. RESERVE AND SURPLUS

Particulars	As at 31/03/2013 ₹	As at 31/03/2012 ₹
Capital Reserve		
As per Last Balance sheet	156,065,498	156,065,498
Surplus in the Statement of Profit & Loss		
Balance as per Last Balance sheet	(41,509,757)	(55,405,982)
Add : Profit for the year	8,014,916	13,896,223
	(33,494,841)	(41,509,759)
Total	122,570,657	114,555,739

NON CURRENT LIABILITIES
4. LONG TERM PROVISIONS

Particulars	As at 31/03/2013 ₹	As at 31/03/2012 ₹
Provision for employee benefits		
Gratuity	603,609	388,766
Leave Encashment	16,002	352,415
Others	22,537	22,537
Total	642,148	763,718

CURRENT LIABILITIES
5. TRADE PAYABLES

Particulars	As at 31/03/2013 ₹	As at 31/03/2012 ₹
Due to Micro, Small and Medium Enterprises	-	-
Others	88,549,485	114,001,442
Total	88,549,485	114,001,442

5.1 Micro, Small & Medium Enterprises disclosure:

The Company has compiled this information based on the current data in its possession. As at March 31st, 2013, no supplier has intimated the Company about its status as Micro, Small and Medium enterprise or its registration with the appropriate authority under the Micro, Small and Medium Enterprises Development Act, 2006. However, in view of the management the impact of interest if any, that may be payable in accordance with provisions of this Act is not expected to be material.

6. OTHER CURRENT LIABILITIES

Particulars	As at 31/03/2013 ₹	As at 31/03/2012 ₹
Advance from Customers	9,368	2,743,136
Duties and Taxes	1,420,318	46,444
Other Payables	291,571	525,910
Total	1,721,257	3,315,490

7. SHORT TERM PROVISIONS

Particulars	As at 31/03/2013 ₹	As at 31/03/2012 ₹
(a) Provisions for Employee Benefits		
Gratuity	149,744	-
Leave Encashment	415,634	8,261
Others	315,216	307,700
(b) Others		
Income Tax (Net)	2,720,787	-
Total	3,601,381	315,961

8. FIXED ASSETS

Sr. No.	Particulars	Gross Block		Depreciation			Net Block	
		Balance as at 1 st April, 2012	Additions/ (Disposals)	Balance as at 31 st March, 2013	Balance as at 1 st April, 2012	Charge for the year	Balance as at 31 st March, 2013	Balance as at 31 st March, 2012
		₹	₹	₹	₹	₹	₹	₹
	Tangible Assets							
1	Leasehold Land	5,053,235	-	5,053,235	-	-	5,053,235	5,053,235
2	Factory Building	26,102,253	-	26,102,253	15,396,636	871,815	16,268,451	10,705,617
3	Office Building	2,009,735	-	2,009,735	571,069	32,759	603,828	1,438,665
4	Machinery	174,916,500	-	174,916,500	158,371,776	8,834,843	167,206,619	16,544,723
5	Electrical Installation	9,667,549	-	9,667,549	8,118,090	459,209	8,577,299	1,090,250
6	Safety Equipments	155,233	-	155,233	132,512	7,374	139,886	15,347
7	Laboratory Equipments	544,256	-	544,256	460,290	25,852	486,142	58,114
8	Office Equipments	2,756,896	-	2,756,896	2,706,251	4,206	2,710,457	46,439
9	Furniture & Fixtures	542,895	-	542,895	515,749	-	515,749	27,146
10	Vehicle	275,649	-	275,649	166,620	24,118	190,738	84,911
	Total	222,024,201	-	222,024,201	186,438,993	10,260,176	196,699,169	25,325,032
	Previous Year	222,024,201	-	222,024,201	176,150,708	10,288,286	186,438,994	35,585,207

9. NON CURRENT INVESTMENTS

Particulars	As at 31/03/2013 ₹	As at 31/03/2012 ₹
QUOTED		
TRADED (AT COST)		
In Bonds		
National Highway Authority of India 2,472 Units of ₹ 1000 each unit (P.Y. 2,472 Units) Market value ₹ 28,03,248/- (P.Y. ₹ 24,72,000/-)	2,472,000	2,472,000
UNQUOTED		
NON TRADED (AT COST)		
Bharuch Enviro Infrastructure Ltd 420 Equity Shares of ₹ 10/- each fully paid up (P.Y. 420 Equity shares)		
Bharuch Eco Aqua Infrastructure Ltd. 60,000 Equity Shares of ₹10 each fully paid up (P.Y. 60,000 Equity Shares)	4,200	4,200
	600,000	600,000
Total	3,076,200	3,076,200

Notes on Financial Statements for the Year ended 31st March, 2013
10. DEFERRED TAX ASSETS

Particulars	As at 31/03/2013 ₹	As at 31/03/2012 ₹
DEFERRED TAX LIABILITIES ON ACCOUNT OF:		
Difference between Net block as per books and Income Tax Act	4,728,661	7,759,364
(A)	4,728,661	7,759,364
DEFERRED TAX ASSETS ON ACCOUNT OF :		
Disallowance U/s 43(B)	632,924	134,023
Unabsorbed Depreciation & Carried forward Losses	-	11,942,372
(B)	632,924	12,076,395
NET DIFFERENCE (B - A)	(4,095,737)	4,317,031
11. LONG TERM LOANS AND ADVANCES		
Unsecured Considered Good		
Security Deposits	144,690	144,690
Total	144,690	144,690
12. CURRENT INVESTMENTS		
Quoted (Lower of Cost or Fair Value)		
Trade Investment		
A In Mutual Fund		
1. Axis Midcap Fund (Growth Plan) 2,00,803.213 Units of ₹ 12.45 each units (P.Y. Nil) Market Value ₹ 24,51,807/- (P.Y. ₹ Nil) Cost Value ₹ 25,00,000/- (P.Y. ₹ Nil)	2,451,807	-
2. Birla Sunlife Income Plus Fund - (Growth Plan) 1,07,161.13 Units of ₹ 53.20 each units (P.Y. Nil) Market Value ₹ 57,00,683/- (P.Y. ₹ Nil) Cost Value ₹ 54,84,667/- (P.Y. ₹ Nil)	5,484,667	-
3. Birla Sun Life 95 Fund (Growth Plan) Nil (P.Y. 12,548.232 Units of ₹ 318.770 each unit) Market value ₹ Nil (P.Y. ₹ 38,36,245/-) Cost Value ₹ Nil (P.Y. ₹ 40,00,000/-)	-	3,836,246
4. Birla Sunlife Monthly Income (Growth Plan) Nil (P.Y. 81,490.516 Units of ₹ 36.8141each unit) Market value ₹ Nil (P.Y. ₹ 31,77,829/-) Cost Value ₹ Nil (P.Y. ₹ 30,00,000/-)	-	3,000,000
5. Birla Sunlife Dynamic Bond Fund (Pay out Plan) Nil (P.Y.4,93,806.683 Units of ₹ 1760.502 each unit) Market value ₹ Nil (P.Y. ₹ 51,89,365/-) Cost Value ₹ Nil (P.Y. ₹ 51,75,056/-)	-	5,175,056
6. Birla Sunlife India GenNext Fund (Growth Plan) 1,56,887.355 Units of ₹ 31.87 each units (P.Y. Nil) Market Value ₹46,12,488/- (P.Y. ₹ Nil) Cost Value ₹ 50,00,000/- (P.Y. ₹ Nil)	4,612,488	-

Particulars	As at 31/03/2013 ₹	As at 31/03/2012 ₹
7. DWS Cash Opportunities Fund Regular (Growth Plan) 3,07,063.4510 Units of ₹ 15.4749 each units (P.Y. ₹ Nil) Market Value ₹ 47,95,134/- (P.Y. ₹ Nil) Cost Value ₹ 47,51,764/- (P.Y. ₹ Nil)	4,751,764	-
8. DWS Short Maturity Fund (Dividend Plan) Nil (P.Y.7,51,138.159 units of ₹ 10.2390 each unit) Market Value Nil (P.Y. ₹ 76,81,890/-) Cost Value ₹ Nil (P.Y. ₹ 76,90,891/-)	-	7,690,891
9. DWS Short Term Maturity Fund (Dividend Plan) Nil (P.Y 4,42,995.305 Units of ₹11.6359 each unit) Market Value Nil (P.Y. ₹ 51,58,282/-) Cost Value ₹ Nil (P.Y. ₹ 51,22,036/-)	-	5,122,036
10. Fidelity Short Term Income Fund (Dividend Plan) Nil (P.Y.2,56,797.963 Units of ₹ 10.0288 each unit) Market Value Nil (P.Y. ₹ 25,77,687/-) Cost Value ₹ Nil (P.Y. ₹ 25,75,386/-)		2,575,386
11. HDFC Equity Fund (Dividend Plan) 36,353.722 Units of ₹ 55.0150 each Unit (P.Y.71,270.233 Units of ₹ 54.0949 each Unit) Market value ₹13,66,500/- (P.Y. ₹ 28,63,567/-) Cost Value ₹ 20,00,000/- (P.Y. ₹ 38,55,359/-)	1,366,500	2,863,567
12. HDFC Balance Fund (Growth Plan) 37,368.376 Units of ₹ 58.3390 each unit (P.Y.37,368.376 Units of ₹ 58.3390 each unit) Market Value ₹ 22,66,130/- (P.Y. ₹ 21,84,069/-) Cost Value ₹ 21,80,034/- (P.Y. ₹ 21,80,034/-)	2,180,034	2,180,034
13. HDFC Floating Rate Income Fund Short Term (Dividend Plan) 7,97,754.445 Units of ₹ 10.0809 each units (P.Y. ₹ Nil) Market Value ₹ 80,42,083/- (P.Y. ₹ Nil) Cost Value ₹ 80,42,083/- (P.Y. ₹ Nil)	8,042,083	-
14. HDFC High Interest Fund Short Term (Growth Plan) 1,60,862.5910 Units of ₹ 21.7577 each units (P.Y. Nil) Market Value ₹ 37,17,567/- (P.Y. ₹ Nil) Cost Value ₹ 35,00,000/- (P.Y. ₹ Nil)	3,500,000	-
15. HDFC MF Monthly Income Plan LT (Dividend Plan) Nil (P.Y 9,32,652.409 Units of ₹12.9308 each unit) Market Value Nil (P.Y. ₹ 1,22,43,581/-) Cost Value ₹ Nil (P.Y. ₹ 1,20,59,957/-)	-	12,059,957
16. HDFC STP (Dividend Plan) 6,64,022.597 Units of ₹ 10.3861 each unit (P.Y. ₹ 6,16,741.910 units of ₹ 10.3914 each unit) Market Value ₹ 68,57,029/- (P.Y. ₹ 64,04,433/-) Cost Value ₹ 68,96,622/- (P.Y. ₹ 64,08,817/-)	6,857,029	6,404,433

Notes on Financial Statements for the Year ended 31st March, 2013

Particulars	As at 31/03/2013 ₹	As at 31/03/2012 ₹
17. HDFC Top 200 Fund (Dividend Plan) 50,471.678 Units of ₹ 45.0232 each unit (P.Y.5,89,182 Units of ₹ 45.6119 each unit) Market Value ₹ 18,94,404/- (P.Y. ₹ 18,10,473/-) Cost Value ₹ 22,72,395/- (P.Y. ₹ 20,89,182/-)	1,894,404	1,810,472
18. HDFC Prudence Fund (Growth Plan) Nil of (P.Y.34,259.250 Units of ₹ 204.3244 each unit) Market Value ₹ Nil (P.Y.₹ 73,79,066/-) Cost Value ₹ Nil (P.Y. ₹ 69,99,999/-)	-	6,999,999
19. HDFC Prudence Fund (Dividend Plan) 54,029.099 units of ₹ 25.88 (P.Y. 2,80,884.663 units of ₹ 31.3760 each unit) Market Value ₹ 12,81,894/- (P.Y. ₹ 72,59,183/-) Cost Value ₹ 13,98,711/- (P.Y. ₹ 88,13,026/-)	1,281,894	7,259,183
20. IIFL Income Opportunities Fund (AIF) 5,13,202.200 Units of ₹ 10.230 each units (P.Y.₹ Nil) Market Value ₹ 52,50,000/- (P.Y.₹ Nil) Cost Value ₹ 52,50,000/- (P.Y. ₹ Nil)	5,250,000	-
21. ICICI Prudential Balanced Fund -(Growth Plan) Nil(P.Y. 51,717.005 Units of ₹ 45.6119 each unit) Market Value ₹ Nil (P.Y.₹ 25,20,170/-) Cost Value ₹ Nil (P.Y. ₹ 25,00,000/-)	-	2,500,000
22. ICICI Prudential Banking and Financial Services Fund Retail (Growth Plan) 4,42,168.059 Units of ₹ 22.6158 each units (P.Y.₹ Nil) Market Value ₹ 91,08,662/- (P.Y.₹ Nil) Cost Value ₹ 1,00,00,000/- (P.Y. ₹ Nil)	9,108,662	-
23. IDFC Dynamic Bond Fund- Short Term Plan (Growth Plan) 3,75,519.155 Units of ₹ 13.3149 each units (P.Y.₹ Nil) Market Value ₹ 52,85,733/- (P.Y.₹ Nil) Cost Value ₹ 50,00,000/- (P.Y. ₹ Nil)	5,000,000	-
24. IDFC Ultra Short Term Fund (Growth Plan) 5,54,417.879 Units of ₹ 15.6454 each units (P.Y. ₹ Nil) Market Value ₹ 90,28,474/- (P.Y.₹ Nil) Cost Value ₹ 86,74,063/- (P.Y. ₹ Nil)	8,674,063	-
25. IDFC Premier Equity Fund Plan- A (Growth Plan) 74,019.245 Units of ₹ 27.0200 each unit (P.Y.74,019.245 Units of ₹ 27.0200 each unit) Market Value ₹ 27,02,058/- (P.Y ₹ 24,37,905/) Cost Value ₹ 20,00,000/- (P.Y. ₹ 20,00,000/-)	2,000,000	2,000,000
26. JM Money Manager Fund- Super Plus (Growth Plan) 4,14,688.783 Units of ₹ 15.6744 each units (P.Y. ₹ Nil) Market Value ₹ 68,90,179/- (P.Y.₹ Nil) Cost Value ₹ 65,00,000/- (P.Y. ₹ Nil)	6,500,000	-

Particulars	As at 31/03/2013 ₹	As at 31/03/2012 ₹
27. JP Morgan India Active Bond Fund Inst. (Growth Plan) 9,90,726.7972 Units of ₹ 10.0936 each units (P.Y. ₹ Nil) Market Value ₹ 1,05,17,754/- (P.Y.₹ Nil) Cost Value ₹ 1,00,00,000/- (P.Y. ₹ Nil)	10,000,000	-
28. Kotak Gift Investment Regular (Growth Plan) 1,84,270.971 Units of ₹ 38.1330 each units (P.Y. ₹ Nil) Market Value ₹ 74,81,954/- (P.Y. ₹ Nil) Cost Value ₹ 70,00,000/- (P.Y. ₹ Nil)	7,000,000	-
29. Pramerica Short Term Income Fund (Dividend Plan) Nil (P.Y. 10,232.718 Units of ₹ 1007.1085 each unit) Market Value ₹ Nil (P.Y. ₹ 102,54,215/-) Cost Value ₹ Nil (P.Y. ₹ 1,02,05,457/-)	-	10,254,216
30. Reliance Income Fund (Growth Plan) 1,33,527.75 Units of ₹ 38.6016 each units (P.Y. ₹ Nil) Market Value ₹ 51,54,385/- (P.Y.₹ Nil) Cost Value ₹ 50,00,000/- (P.Y. ₹ Nil)	5,000,000	-
31. Reliance MIP (Growth Plan) Nil (P.Y.1,00,112.126 Units ₹19.9776 each unit) Market Value ₹ Nil (P.Y.₹ 23,17,956/-) Cost Value ₹ Nil (P.Y. ₹ 20,00,000/-)	-	2,000,000
32. Reliance Regular Saving Fund Balance Plan (Dividend Plan) Nil (P.Y.2,71,787.128 Units of ₹ 15.2207 each unit) Market value ₹ Nil (P.Y.₹ 33,45.129/-) Cost Value ₹ Nil (P.Y. ₹ 41,36,801/-)	-	3,345,129
33. Reliance Dynamic Fund Bond Fund (Growth Plan) 6,92,022.808 Units of ₹ 15.3182 each units (P.Y. ₹ Nil) Market Value ₹ 1,08,60,606/- (P.Y.₹ Nil) Cost Value ₹ 1,05,00,000/- (P.Y. ₹ Nil)	10,500,000	-
34. Reliance Dynamic Bond Fund (Dividend Plan) 5,11,296.149 Units of ₹ 10.0502 each units (P.Y. ₹ Nil) Market Value ₹ 52,92,580/- (P.Y.₹ Nil) Cost Value ₹ 51,38,629/- (P.Y. ₹ Nil)	5,138,629	-
35. Religare Short Term Plan - (Institutional Growth Plan) 2,65,678.3430 Units of ₹ 15.0558 each units (P.Y. ₹ Nil) Market Value ₹ 42,13,499/- (P.Y. ₹ Nil) Cost Value ₹ 40,00,000/- (P.Y. ₹ Nil)	4,000,000	-
36. SBI Dynamic Bond Fund (Growth Plan) 6,60,613.5353 Units of ₹ 13.6237 each units (P.Y. ₹ Nil) Market Value ₹ 97,37,179/- (P.Y.₹ Nil) Cost Value ₹ 90,00,000/- (P.Y. ₹ Nil)	9,000,000	-

Notes on Financial Statements for the Year ended 31st March, 2013

Particulars	As at 31/03/2013 ₹	As at 31/03/2012 ₹
37. SBI MSFU Emerging Business Fund (Growth Plan) 1,22,907.955 Units of ₹ 52.8851 each units (P.Y. ₹ Nil) Market Value ₹ 66,07,028/- (P.Y. ₹ Nil) Cost Value ₹ 65,00,000/- (P.Y. ₹ Nil)	6,500,000	-
38. SBI MSFU Pharma (Growth Plan) 44,964.029 Units of ₹ 55.60 each units (P.Y. ₹ Nil) Market Value ₹ 26,26,196/- (P.Y. ₹ Nil) Cost Value ₹ 25,00,000/- (P.Y. ₹ Nil)	2,500,000	-
39. Templeton India Ultra Short Bond Super Institution Fund (Dividend Plan) 3,15,205.999 Units of ₹ 10.0172 each units (P.Y. ₹ Nil) Market Value ₹ 31,57,734/- (P.Y. ₹ Nil) Cost Value ₹ 31,57,482/- (P.Y. ₹ Nil)	3,157,482	-
40. Templeton India Short Term Income Plan (Growth Plan) 2,243.112 Units of ₹ 2229.0464 each units (P.Y. ₹ Nil) Market Value ₹ 52,81,262/- (P.Y. ₹ Nil) Cost Value ₹ 50,00,001/- P.Y. ₹ Nil)	5,000,000	-
41. Templeton India Growth Fund (Dividend Plan) Nil (P.Y. 1,80,07.992 Units of ₹ 55.5309 each unit) Market value ₹ Nil (P.Y. ₹ 8,29,842/-) Cost Value ₹ Nil (P.Y. ₹ 10,00,000/-)	-	829,842
42. Templeton India Short Term Income (Dividend Plan) Nil (P.Y. 4,723.838 Units of ₹ 1075.5887 each unit) Market value ₹ Nil (P.Y. ₹ 50,90,954/-) Cost Value ₹ Nil (P.Y. ₹ 50,80,907/-)	-	5,080,907
43. Templeton India Ultra Short Term Bond Fund Retail Plan (Growth Plan) 1,76,799.644 Units of ₹ 14.1403 each units (P.Y. ₹ Nil) Market Value ₹ 26,42,713/- (P.Y. ₹ Nil) Cost Value ₹ 25,00,000/- P.Y. ₹ Nil)	2,500,000	-
44. UTI Short Term Income Fund (Dividend Plan) Nil (P.Y. 4,06,615.123 Units of ₹ 12.8105 each unit) Market Value ₹ Nil (P.Y. ₹ 51,60,881/-) Cost Value ₹ Nil (P.Y. ₹ 52,08,927/-)	-	5,160,880
TOTAL (A)	149,251,507	98,148,234
Aggregate Cost Value of Quoted Investment	151,746,451	104,673,835
Aggregate Market Value of Quoted Investment	154,823,712	102,215,363
Diminution in Value of Investment	-	1,659,365
B Others		
Bullion	10,976,925	-
209.9605 K.g. of Silver (P.Y. Nil)		
TOTAL (B)		
TOTAL (A + B)	160,228,432	98,148,234

Particulars	As at 31/03/2013 ₹	As at 31/03/2012 ₹
13. INVENTORIES		
a) Stock-in trade	70,431,412	104,941,933
Goods in transit ₹ 2,31,38,762 (P.Y. ₹ 2,31,41,672)		
b) Stores and Spares	62,986	62,986
Total	70,494,398	105,004,919
14. TRADE RECEIVABLES (UNSECURED)		
14.1 Outstanding for a period exceeding six months from the date they are due for payment Considered good	29,864	-
14.2 Others, Considered good	56,326,018	67,301,545
Total	56,355,882	67,301,545
15. CASH AND CASH EQUIVALENTS		
Balance with Banks :		
Current Account	15,910,950	18,638,225
Cash on Hand	40,377	39,787
Balance with Banks		
Fixed Deposits - (With maturity less than 12 months) (As Margin Money against Letter of Credits)	2,375,055	2,911,962
Fixed Deposits - (with maturity more the 12 months) (As Margin Money against Bank Guarantee)	993,589	915,843
Total	19,319,971	22,505,817
16. SHORT TERM LOANS AND ADVANCES		
Unsecured, Considered Good		
Cenvat Credit	1,243,079	1,243,079
Income Tax (Net)	-	1,320,284
Advance to Suppliers	-	4,435,555
Others	1,079,271	947,578
Total	2,322,350	7,946,496
17. OTHER CURRENT ASSETS		
Unsecured, Considered Good		
DEPB Licence Purchased	2,355,564	7,412,345
Others	154,716	106,436
Total	2,510,280	7,518,781
18. REVENUE FROM OPERATION		
Sale of Products (Net)	465,822,714	578,717,154
Total	465,822,714	578,717,154
PARTICULARS OF PRODUCT SOLD		
Polymers	465,822,714	578,717,154
Total	465,822,714	578,717,154
19. OTHER INCOME		
1. Interest		
a) Fixed Deposit with Bank	245,808	301,196
b) Others	448,945	148,296
2. Dividend	3,279,853	5,466,024
3. Gain on Sale of Investments	-	1,516,073
4. Changes in Carrying Value of Investment	1,558,656	-
5. Miscellaneous Income	18,732	52,984
Total	5,551,994	7,484,573

Notes on Financial Statements for the Year ended 31st March, 2013

Particulars	As at	As at
	31/03/2013	31/03/2012
	₹	₹
20. PURCHASE OF STOCK IN TRADE		
Polymers	385,396,572	549,173,446
Total	385,396,572	549,173,446
21. CHANGES IN INVENTORIES		
Closing Stock		
Stock in Trade	47,292,651	81,800,261
	47,292,651	81,800,261
Opening Stock		
Stock in Trade	81,800,261	34,272,683
	81,800,261	34,272,683
(Increase) / Decrease in Stock in Trade	Total	(47,527,578)
	34,507,610	
22. EMPLOYEE BENEFITS EXPENSES		
1. Salary, Wages, Allowances & Bonus	3,945,437	3,946,181
2. Contribution to Provident, Gratuity and Other Funds	736,474	295,343
3. Staff Welfare	120,539	108,304
Total	4,802,450	4,349,828

22.1 Employee Benefits

The Company has a defined benefit plan. Every employee who has completed five year or more of service gets a gratuity on departure at 15 days basic salary (last drawn) for each completed year of service. The scheme is funded with an Insurance Company in the form of a qualifying insurance policy.

The Company has a defined unfunded obligation for leave encashment. Generally the leave encashment is paid to employees as and when claimed, as per Company's Policy.

As per Accounting Standard 15 "Employees Benefits" The Disclosures as defined in the Accounting Standard are given below :

Particulars	2012-13		2011-12	
	₹		₹	
	Leave Encashment	Gratuity	Leave Encashment	Gratuity
The amounts Recognised in the Balance Sheet :				
Present value of funded obligations	Nil	1,210,912	Nil	1,259,627
Fair value of plan assets	Nil	1,210,912	Nil	1,259,627
Present value of unfunded obligations	431,636	753,353	360,676	388,766
Unrecognised past service cost	Nil	Nil	Nil	Nil
Net Liability	431,636	753,353	360,676	388,766
Amounts in the Balance Sheet				
Liabilities	431,636	1,964,265	360,676	1,648,393
Assets	Nil	1,210,912	Nil	1,259,627
Net Liability	431,636	753,353	360,676	388,766
Amounts Recognised in the statement of Profit & Loss :				
Current service cost	62,481	97,879	50,772	87,875
Interest on obligation	27,129	126,425	27,255	120,044
Expected return on plan assets	Nil	(101,946)	Nil	(75,613)
Net actuarial losses / gains recognised in the year	24,483	228,898	(53,027)	(131,554)
Past service cost	Nil	Nil	Nil	Nil

Particulars	2012-13 ₹		2011-12 ₹	
	Leave Encashment	Gratuity	Leave Encashment	Gratuity
Losses / (gains) on curtailments and settlement	Nil	Nil	Nil	Nil
Adjustment to the opening fund	Nil	104,301	Nil	Nil
Total (Included in employee benefit expenses)	114,093	455,557	25,000	752
Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balances thereof :				
Opening defined obligation as on 01/04/2012	360,676	1,648,393	351,676	1,548,961
Service cost for the year	62,481	97,879	50,772	87,875
Interest cost	27,129	126,425	27,255	120,044
Actuarial losses / gains	24,483	227,722	(53,027)	(108,487)
Losses / gains on curtailments	Nil	Nil	Nil	Nil
Benefits paid	(43,133)	(136,154)	(16,000)	Nil
Closing defined benefit obligation as on 31/03/2013	431,636	1,964,265	360,676	1,648,393
Changes in the fair value of plan assets representing reconciliation of the				
Opening and closing balances thereof :				
Opening fair value of plan assets	Nil	1,259,627	Nil	519,336
Adjustment to the opening fund	Nil	(104,301)	Nil	Nil
Expected return	Nil	101,946	Nil	75,613
Actuarial gains or (losses)	Nil	(1,176)	Nil	23,067
Assets distributed on settlements	Nil	Nil	Nil	Nil
Contribution by employer	Nil	90,970	Nil	641,611
Benefits paid	Nil	(136,154)	Nil	Nil
Closing balance of Fund	Nil	1,210,912	Nil	1,259,627
The Major categories of plan assets as a percentage of total plan assets are as follows:				
Government of India Securities	Nil	Nil	Nil	Nil
High Quality Corporate Bonds	Nil	Nil	Nil	Nil
Equity shares of Listed Companies	Nil	Nil	Nil	Nil
Property	Nil	Nil	Nil	Nil
Policy of Insurance	Nil	100%	Nil	100%
Principal actuarial assumptions at the Balance Sheet date (Expressed as weighted averages) :				
Discount rate (p.a.)	7.80%	7.80%	7.80%	7.80%
Expected return on plan assets (p.a)	Nil	9.00%	Nil	9.00%
Proportion of employee opting early retirement	Nil	Nil	Nil	Nil
Annual increase in salary costs	6.00%	6.00%	6.00%	6.00%

Notes on Financial Statements for the Year ended 31st March, 2013

Particulars	2012-13 ₹		2011-12 ₹	
	Leave Encashment	Gratuity	Leave Encashment	Gratuity
Amount for the current and previous four periods :				
Defined benefit obligation	431,636	1,964,265	360,676	1,648,393
Plan assets	Nil	1,210,912	Nil	1,259,627
Surplus / (Deficit)	(431,636)	(753,353)	360,676	(388,766)

Particulars	As at 31/03/2013 ₹	As at 31/03/2012 ₹
23. FINANCE COST		
Bank Charges	2,066,057	2,126,595
Total	2,066,057	2,126,595
24. OTHER EXPENSES		
Power, Water and Fuel	76,330	72,960
Insurance	415,672	678,438
Rate & Taxes	727,214	131,527
Security Charges	1,276,345	1,038,654
Rent Charges	201,218	215,766
Export Expenses	1,825,765	2,409,471
Legal & Professional Charges	622,314	229,845
Payment to Auditor	256,982	258,917
Net Loss on Foreign Currency Transactions	1,580,960	7,768,889
Loss on Sale of Investments	104,798	-
Changes in carrying Value of Current Investment	-	1,659,365
Bad debts	765,769	-
Miscellaneous Expenses	3,081,215	3,404,836
Total	10,934,582	17,868,668
24.1 Payment to Auditors As :		
Audit Fees	90,000	80,000
Tax Audit Fees	50,000	40,000
Other Services	84,000	109,000
Reimbursement of out off pocket expenses	5,296	3,855
Service Tax	27,686	26,062
Total	256,982	258,917
25. CIF VALUE OF IMPORTS		
Stock in Trade	335,195,227	479,938,627
26. EARNING IN FOREIGN CURRENCY		
F O B Value of Export of Goods	33,967,201	45,174,102
26.1 Expenditure in Foreign Currency :		
Commission	-	305,160
Travelling	51,288	-

Particulars	As at 31/03/2013 ₹	As at 31/03/2012 ₹
27. EARNING PER SHARE		
The basic earning per share ("EPS") is calculated by dividing the Profit after Tax by the number of Equity Shares outstanding at the balance sheet date.		
Profit after Tax as per Profit & Loss Account (A)	8,014,916	13,896,223
No. of Equity Shares (B)	<u>11,839,857</u>	<u>11,839,857</u>
Basic and Diluted Earning Per Share (A/B)	0.68	1.17
Nominal Value per Share	10.00	10.00

28. DETAILS OF RELATED PARTY TRANSACTIONS

Disclosure as required by Accounting Standard (AS) -18 'Related Party Disclosures'

a) Categories

i. Key Management Personnel :

1. Mahendra Kumar Kapoor (Chairman)
2. Arvind M. Kapoor (Managing Director)

ii. Enterprises under significant influence of key management personnel:

1. Puneet Resins Ltd.
2. Rishiroop Polymers Pvt. Ltd.
3. Rishichem Distributors Pvt. Ltd.
4. Rishiroop Holding Pvt. Ltd.
5. Rishichem Mideast Ltd
6. Rishi Foods Pvt. Ltd.
7. Devi Organics Pvt. Ltd.
8. Rishiroop Investments and Trading Company Pvt. Ltd.
9. Puneet Polymers (Partnership Firm)

Transactions

Particulars	2012-13		2011-12	
	Referred in (a) above (i) ₹	Referred in (a) above (ii) ₹	Referred in (a) above (i) ₹	Referred in (a) above (ii) ₹
1) Managerial Remuneration to Managing Director	3,677,549		2,784,052	
2) DEPB Licence Purchased		-		1,843,494
3) DEPB Licence Sold		18,613		-
4) Sale of Goods		12,519,318		16,153,453
5) Closing Balance		-		-

29. SEGMENT INFORMATION

The Company is engaged in the one business segment i.e. Polymers and it is primary segment.

Notes on Financial Statements for the Year ended 31st March, 2013**30. DERIVATIVE INSTRUMENTS**

30.1 The Company enters into forward contracts to offset foreign currency risks arising from the amounts denominated in currencies other than the Indian Rupee. The counter party such forward contracts is a bank. These contracts are entered into to hedge the foreign currency risks on the firm commitments. Details of forward contract outstanding as at the year end.

Particulars	Exposure to buy / sell	As at 31/03/2013		As at 31/03/2012	
		₹	Foreign Currency (US Dollars)	₹	Foreign Currency (US Dollars)
Forward Contract	Buy	1,80,12,076	324,895.20	20,731,407	407,601.60

30.2 Foreign currency exposure at the year end not hedged by derivative instruments.

Particulars	As at 31/03/2013		As at 31/03/2012	
	₹	Foreign Currency (US Dollars)	₹	Foreign Currency (US Dollars)
Payable against Import of Goods	46,333,872	847,868	77,119,686	1,497,876
Receivable against Export of Goods	-	-	-	-

31. CONTINGENT LIABILITIES (NOT PROVIDED FOR) IN RESPECT OF :-

(a) Outstanding Bank Guarantees ₹ 10,00,000/- (Previous Year ₹ 10,00,000/-)

32. Previous year figures have been re-grouped, re-cast and re-arranged wherever necessary to make them comparable with the current year figures.

AS PER OUR REPORT ATTACHED OF EVEN DATE

FOR JAYESH DADIA & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 121142W

NISHIT DAVE
PARTNER
MEMBERSHIP NO. - 120073

PLACE : MUMBAI
DATED : 24.05.2013

FOR AND ON BEHALF OF THE BOARD

M. K. KAPOOR
CHAIRMAN

H.B. JOKHAKAR
DIRECTOR

H.D. VAKIL
DIRECTOR

A.B. VISHWAKARMA
COMPANY SECRETARY

A. M. KAPOOR
MANAGING DIRECTOR

H. L. OHRI
DIRECTOR

A. R. SHAH
CHIEF FINANCIAL OFFICER



RISHIROOP RUBBER (INTERNATIONAL) LIMITED

Registered Office: Plot No. 5807/08, GIDC Industrial Area, Ankleshwar, Gujarat - 393 002.

Corporate Office: 65, Atlanta, Nariman Point, Mumbai- 400 021.

23rd Annual General Meeting

PROXY FORM

DP ID *	
Client ID *	

Folio No.	
No. of Shares	

I /We.....
of
being Member/s of **RISHIROOP RUBBER (INTERNATIONAL) LIMITED**, hereby appoint
of.....or failing him
of..... as my/ our proxy to vote for me/us on my/our behalf at the 23rd Annual
General Meeting of the Company to be held on **Monday, 26th August, 2013 at 10.00 a. m.** at Hotel Shalimar, Near GIDC Reservoir,
Valia Road, Ankleshwar, Gujarat 393002 or at any adjournment thereof.

Signed at..... this day of2013.

Affix Revenue Stamp of ₹1

Note : The form duly completed and signed must be deposited at the Registered Office of the Company not later than 48 hours before the Meeting.

* Applicable for investors holding shares in electronic form.

.....Tear Here

RISHIROOP RUBBER (INTERNATIONAL) LIMITED

Registered Office: Plot No. 5807/08, GIDC Industrial Area, Ankleshwar, Gujarat - 393 002.

Corporate Office: 65, Atlanta, Nariman Point, Mumbai- 400 021.

23rd Annual General Meeting

ATTENDANCE SLIP

(To be handed at the entrance of the Meeting Hall)

DP ID *	
Client ID *	

Folio No.	
No. of Shares	

I, Certify that I am a registered Member/ Proxy for the registered Member of the Company and I hereby record my presence at the 23rd Annual General Meeting of the Company held at **Monday, 26th August, 2013 at 10.00 a. m.** at Hotel Shalimar, Near GIDC Reservoir, Valia Road, Ankleshwar, Gujarat 393002

Full Name of Member (in BLOCK LETTERS)

Name of the Proxy (in BLOCK LETTERS)
(To be filled in if the Proxy attends instead of Member)

Member's/Proxy's Signature

* Applicable for investors holding shares in electronic form.





BOOK-POST

If undelivered, please return to :

Rishiroop Rubber (International) Limited
Corporate Office: 65, Atlanta, Nariman Point, Mumbai- 400 021.

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