



Bharat RASAYAN LIMITED

(AN ISO 9001 : 2008 CERTIFIED COMPANY)



**24TH ANNUAL REPORT
2012-2013**



BOARD OF DIRECTORS

Promoter Directors

S. N. GUPTA
M. P. GUPTA
R. P. GUPTA

Chairman & Managing Director
Whole Time Director
Whole Time Director

Other Directors

AJAY GUPTA
V.K. SHARMA
SANDESH JAIN
NARESH AGARWAL
PANKAJ GUPTA
RAM KANWAR
AMIT GUPTA

Director (Executive)
Director (Executive)
Director (Independent & Non-Executive)
Director (Independent & Non-Executive)
Director (Independent & Non-Executive)
Director (Independent & Non-Executive)
Director (Independent & Non-Executive)

**COMPANY SECRETARY &
COMPLIANCE OFFICER**

DEEPIKA BHARDWAJ

AUDITORS

M/S. B.K. GOEL & ASSOCIATES

Chartered Accountants
P-16, N.D.S.E.-II, New Delhi - 110 049.

COST AUDITORS

M/S. M.K. SINGHAL & CO.

Cost Accountants
"Panchvati", Opp. M.M.College, Modinagar - 201 204 (U.P.).

BANKERS

- STATE BANK OF INDIA - HDFC BANK LIMITED
- AXIS BANK LIMITED - UCO BANK
- YES BANK LIMITED

**REGISTERED OFFICE
FACTORY**

1501, Vikram Tower, Rajendra Place, New Delhi - 110 008.

Unit-I 2 KM Stone, Madina-Mokhra Road, Village Mokhra,
Distt. Rohtak - 124 022 (Haryana).

Unit-II 42/4, Amod Road, GIDC, Industrial Estate, Dahej,
Distt. Bharuch - 392 130 (Gujarat)

**REGISTRAR & SHARE
TRANSFER AGENT**

M/S. LINK INTIME INDIA PVT. LIMITED

44, Community Centre, 2nd Floor, Naraina Industrial Area,
Phase-I, Near PVR, Naraina, New Delhi - 110 028.

Tel. Nos. : 91-11-41410592-94, Fax No : 91-11-41410591

E-mail ID : delhi@linkintime.co.in

Members may please note that no
gifts/coupons shall be distributed
at the meeting

visit us at www.bharatgroup.co.in

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NOTICE

Notice is hereby given that the twenty-fourth Annual General Meeting of the members of Bharat Rasayan Limited will be held on Thursday, September 26, 2013 at 10.30 a.m. at Satyam Banquets, 6, Bhera Enclave, Paschim Vihar, Outer Ring Road, New Delhi-110 087, to transact the following business:

ORDINARY BUSINESS

Item No.1 - Adoption of Accounts

To consider and adopt the Audited Balance Sheet of the Company as at March 31, 2013, Statement of Profit and Loss for the year ended on that date together with the report of the Board of Directors and Auditors thereon.

Item No. 2 - Re-appointment of Shri S. N. Gupta

To appoint a Director in place of Shri S. N. Gupta, who retires by rotation and, being eligible, seeks re-appointment.

Item No. 3 - Re-appointment of Shri Ram Kanwar

To appoint a Director in place of Shri Ram Kanwar, who retires by rotation and, being eligible, seeks re-appointment.

Item No.4 - Re-appointment of Shri Pankaj Gupta

To appoint a Director in place of Shri Pankaj Gupta, who retires by rotation and, being eligible, seeks re-appointment.

Item No.5 - Re-appointment of Shri Naresh Agarwal

To appoint a Director in place of Shri Naresh Agarwal, who retires by rotation and, being eligible, seeks re-appointment.

Item No. 6 - Re-Appointment of Statutory Auditors

To re-appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. B. K. Goel & Associates, Chartered Accountants (Firm Registration No. 016642N), be and are hereby re-appointed as the 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 on such remuneration as shall be fixed by the Board of Directors in consultation with the Auditors."

SPECIAL BUSINESS

Item No. 7 - Re-appointment of Shri Ajay Gupta as an Executive Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactments thereof, approval of the Company be and is hereby accorded to the re-appointment of Shri Ajay Gupta, as a Whole-time Director designated as Executive Director of the Company for a period of three years with effect from May 12, 2013, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of appointment and /or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof.



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

Item No. 8 - Approval under Section 293(1)(d) of the Companies Act, 1956

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956, for borrowing from time to time, any sum or sums of money for the purposes of the Company upon such terms and conditions and with or without security as the Board of Directors may in its discretion think fit, notwithstanding, that the money or monies to be borrowed by the Company together with the money already borrowed, may exceed the aggregate of the Paid-up Share Capital of the Company and its free reserves, provided however that the money or monies to be borrowed by the Company together with the money already borrowed shall not, at any time exceed ₹200 Crores (Rupees Two Hundred Crores only) apart from the Temporary loans obtained or to be obtained from time to time from the Company's Bankers/Financial Institutions in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such effective steps to implement the decision of the members of the Company as they may consider appropriate in the interest of the Company and to do all such acts, deeds and things from time to time for and on behalf of the Company."

Item No. 9 - Approval under Section 293(1)(a) of the Companies Act, 1956

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks, financial institutions, other investing agencies and trustees for the holders of securities to secure rupee/foreign currency loans (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed ₹200 Crores or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

Item No. 10 - Approval under Section 293(1)(e) of the Companies Act, 1956

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 293(1)(e) and other applicable provisions, if any, of the Companies Act, 1956, the Board of Directors of the Company (hereinafter referred to as "the Board") be and is hereby authorized to make contribution of sum for projects undertaken by Association or Institution approved by the National Committee for Promotion of Social and Economic Welfare and for donating/promoting/sponsoring activities of charitable, social, benevolent and other Non-Profit making Organisation, Society, Trust and to other Funds up to an amount not exceeding ₹3,00,00,000/- (Rupees Three Crores Only) out of profit of the Company for the financial year 2013-14.



RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary and/or expedient for implementing and giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard on behalf of the Company."

Regd. Office

**1501, Vikram Tower
Rajendra Place
New Delhi-110008
August 12, 2013**

By order of the Board of Directors
For Bharat Rasayan Limited

**Deepika Bhardwaj
Company Secretary**

Notes:

1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to Special Business under item nos. 7, 8, 9 & 10 of the Notice is annexed herewith.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company.**
The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of AGM.
3. Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the Meeting.
4. In terms of Article 86 of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Shri S. N. Gupta, Shri Ram Kanwar, Shri Pankaj Gupta and Shri Naresh Agarwal, Directors of the Company, retire by rotation at the ensuing AGM and being eligible, offer themselves for re-appointment. The Board of Directors of the Company commends their respective re-appointments.
5. Members holding shares in the dematerialized form are requested to mention their Client ID/DP ID Nos. and those holding shares in physical form are requested to mention their Folio Nos. on the Attendance Slip and hand over the same at the entrance of the Meeting Hall for attending the Meeting.
6. Members are requested to bring their copy of Annual Report to the AGM. As a measure of economy, copies of Annual Report will not be distributed at the Meeting.
7. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders and in possession of valid attendance slips duly filled and signed will be permitted to attend the AGM. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the Meeting.
8. In case of joint holders attending the AGM, only such holder who is higher in the order of names will be entitled to vote.
9. The Register of Directors' shareholding, maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the members at the AGM.
10. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Share Transfer Agent (RTA) at the address provided in this report, the detail of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon.



11. The Company's shares are admitted in both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for custody and dematerialization of securities. Members can avail the depository facilities by approaching any of the Depository Participants (DPs) of NSDL or CDSL or by approaching the RTA of the Company.
12. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.**
13. Members desirous of seeking any information from the Company are requested to send their queries to the Company at its registered office at 1501, Vikram Tower, Rajendra Place, New Delhi- 110 008 well in advance so that the same may reach at least ten days before the date of AGM to enable the Company to keep the information readily available at the Meeting.
14. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday the 18th day of September, 2013 to Thursday the 26th day of September, 2013 (both days inclusive).
15. Pursuant to the provisions of Sections 205A(5) and 205C of the Companies Act, 1956, unclaimed dividends for the financial years 2007-08, 2008-09, 2009-10, 2010-11 & 2011-12 shall be transferred by the Company to the **Investor Education and Protection Fund (the IEPF)** established by the Central Government after completion of seven years from the date they became due for payment.
The Company has also uploaded details of members whose amount of dividend is lying unpaid with the Company alongwith the proposed date of their transfer to the IEPF Account on the IEPF portal, www.iepf.gov.in and the same is also available at the Company's website www.bharatgroup.co.in, in compliance with the Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with the Companies) Rules, 2012, as notified by the Ministry of Corporate Affairs w.e.f. May 20, 2012.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent, M/s Link Intime India Pvt. Ltd.
17. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Company or can also be downloaded from the website of Ministry of Corporate Affairs (MCA) www.mca.gov.in.
18. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, is separately annexed hereto.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item No. 7

The Board of Directors of the Company, at its meeting held on February 14, 2013, have re-appointed Shri Ajay Gupta as a Whole-time Director designated as Executive Director for a period of 3 years commencing from May 12, 2013, on the remuneration determined by the Remuneration Committee and approved by the Board of Directors.

Broad particulars of the terms of appointment of and remuneration payable to Shri Ajay Gupta are as under:

- (a) **Terms of Appointment:** Three years w.e.f. May 12, 2013 to May 11, 2016



- (b) **Remuneration:** During the first year of appointment, Shri Ajay Gupta shall be eligible to remuneration including Basic Salary, House Rent Allowance (HRA), Special Allowance and other allowances aggregating to, but not exceeding ₹1,76,398/- (Rupees One Lac Seventy Six Thousand Three Hundred Ninety Eight Only) per month.

For subsequent years, Shri Ajay Gupta shall be entitled to increment as per the Company's policy, provided the total remuneration payable to him shall not exceed at any time amount permissible under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof.

- (c) **Perquisites in addition to the above:** In addition to aforesaid remuneration, Shri Ajay Gupta will be entitled to:

- (i) Reimbursement of Driver Allowance of ₹8,000/- on monthly basis.
- (ii) Contribution to Employees Provident Fund (EPF) and Gratuity or Superannuation Fund shall be as per Company's Rules. The same will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961. Gratuity payable shall not exceed half a month salary for each completed year of service.
- (iii) Encashment of unavailed leave as per the rules of the Company, at the end of the tenure will not be included in the computation of the ceiling on perquisites.
- (iv) The Company may provide Car for business of the Company. Provision of car for use on Company's business will not be considered as perquisites. Use of Car for private purpose shall be billed by the Company and paid by him.
- (v) The Company may provide Mobile and Telephone facility at residence of Shri Ajay Gupta. However, personal long distance calls, if any, shall be billed by the Company and paid by him.

In the event of no profits or inadequacy of profits in any financial year, remuneration payable to Shri Ajay Gupta, shall be regulated in accordance with applicable parts/ sections to the Schedule XIII and/or other applicable provisions of the Companies Act, 1956, as existing from time to time.

Shri Ajay Gupta satisfies all the conditions set out in Part-I of Schedule XIII to the Act for being eligible for the re-appointment. He is not disqualified from being appointed as a Director in terms of Section 274(1)(g) of the Act. Shri Ajay Gupta upon appointment shall be subject to retirement by rotation during his tenure of appointment in the Company.

The resolution seeks the approval of the members in terms of Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956. The above may be treated as an abstract of the terms of appointment of Shri Ajay Gupta under Section 302 of the Act.

No director, except Shri Ajay Gupta to whom the resolution relates is interested or concerned in the resolution.

The Board commends the resolutions as set out at Item No. 7 of the Notice for your approval.

Item Nos. 8 & 9

Pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956 ("Act"), the Board of Directors of a Company cannot, except with the consent of the Company in General Meeting, borrow monies, apart from temporary loans obtained from the Company's bankers/financial institutions in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

Taking into consideration Company's business operations and the requirements of additional funds to meet the cost of future growth plans, investments in raw materials and additional long term working capital requirements of the Company, the Board of Directors in its meeting held on August 12, 2013, decided to take approval of the shareholders to increase the borrowing limit to ₹200 Crores.



The consent of the Shareholders is therefore, sought in accordance with the provisions of Section 293(1)(d) of the Act, to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed ₹200 Crores or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/mortgage/hypothecation on the Company's assets in favour of the lenders/holders of securities/trustees for the holders of the said securities. As the documents to be executed between the lenders/security holders/trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a resolution under Section 293(1)(a) of the Act, for creation of charges/mortgages/hypothecations for an amount not exceeding ₹200 Crores or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

The above proposals are in the interest of the Company and the Directors commend the Resolutions in Item Nos. 8 and 9 of the Notice for approval by the Members.

None of the Directors is interested in the Resolutions at Item Nos. 8 and 9 of the accompanying Notice.

Item No. 10

In order to undertake activities relating to upliftment of public/people at large and for their welfare by rendering corporate social responsibility, the Company is considering various proposals for contribution of sum for projects undertaken by Association or Institution approved by the National Committee for Promotion of Social and Economic Welfare and for donating/promoting/ sponsoring activities of charitable, social, benevolent and other Non-Profit making Organization, Society, Trust and other Funds.

Pursuant to the provisions of Section 293(1)(e) of the Companies Act, 1956, approval of the Members is required for contribution to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, where the proposed contribution in aggregates exceeds ₹50,000 or 5% of average net profit of three financial years immediately preceding the current financial year, whichever is greater.

It is, therefore, proposed to obtain approval of the members for authorizing the Board of Directors to contribute a sum not exceeding ₹3,00,00,000/- (Rupees Three Crores only) out of profit of the Company to any charitable, social, benevolent, public or general fund and to any Non-Profit making Organization, Society, Trust, an Association of Institution and other funds not directly relating to the business of the Company in one or more installments as may be considered fit and proper by the Board of Directors, notwithstanding the fact that the said amount may exceed 5% of the Company's average net profits, as determined in accordance with the provisions of Sections 349 and 350 of the Companies Act, 1956, during the immediately three preceding financial years.

No director is interested or concerned directly or indirectly in the resolution. The Board commends the resolutions as set out at Item No. 10 of the Notice for your approval.

Regd. Office

**1501, Vikram Tower
Rajendra Place
New Delhi-110008
August 12, 2013**

**By order of the Board of Directors
For Bharat Rasayan Limited**

**Deepika Bhardwaj
Company Secretary**



Details of Directors Seeking Reappointment at the Annual General Meeting

Particulars	Shri S. N. Gupta	Shri Ram Kanwar	Shri Pankaj Gupta
Date of Birth	April 05, 1948	May 23, 1944	September 07, 1984
Qualification	MA (Economics)	MA (Economics)	Bachelor of Business Administration (BBA) and LL.B
Expertise in Specific Functional Area	<p>Shri S. N. Gupta is a Post Graduate in Economics having a rich experience of 37 years (approx.).</p> <p>He specializes in the field of International Business, Overall Marketing Strategy and Corporate Planning.</p> <p>Under the esteemed guidance of Shri S. N. Gupta, the Company has earned the reputation of manufacturing pesticides of world class quality and commitment to fair dealings in our industry.</p> <p>Shri S. N. Gupta is a Director in the Company since its inception i.e. May 15, 1989.</p>	<p>Shri Ram Kanwar is a Post Graduate in Economics and has vast experience of 38 years (approx.) in the field of Business Strategies.</p> <p>Shri Ram Kanwar is associated with the Company since July 10, 2008.</p>	<p>Shri Pankaj Gupta has an experience of 7 years in the Legal field and Business Administration.</p> <p>Shri Pankaj Gupta is a Director in the Company since November 24, 2007.</p>
Directorship in other Companies	<ul style="list-style-type: none"> - Bharat Insecticides Ltd. - Crop Care Federation of India - Centum Finance Ltd. - Samhlo Farms Pvt. Ltd. - BRL Finlease Ltd. 	Nil	Nil
Membership/ Chairmanship of committees across all Public Companies (includes only Audit Committee and Shareholders'/ Investors' Grievance Committee)	Nil	Nil	<p>Audit Committee:</p> <ul style="list-style-type: none"> - Bharat Rasayan Ltd.* <p>Shareholders'/Investors' Grievance Committee</p> <ul style="list-style-type: none"> - Bharat Rasayan Ltd.*

*Chairman @Member



Particulars	Shri Naresh Agarwal	Shri Ajay Gupta
Date of Birth	March 26, 1982	August 26, 1961
Qualification	MBA	B. Tech (Chemical Engineering), Diploma in Management
Expertise in Specific Functional Area	<p>Shri Naresh Agarwal is a Post Graduate and has experience of 8 years (approx.) in the field of Business Development.</p> <p>Shri Naresh Agarwal is a Director in the Company since September 30, 2005.</p>	<p>Shri Ajay Gupta has rich experience of 30 years (approx.). He looks after entire Production and General Administration of the Company's factory located at Mokhra.</p> <p>Shri Ajay Gupta is a Director in the Company since May 12, 2008.</p>
Directorship in other Companies	Nil	Nil
Membership/ Chairmanship of committees across all Public Companies (includes only Audit Committee and Shareholders'/ Investors' Grievance Committee)	Nil	Nil



DIRECTORS' REPORT

Your Directors have pleasure in presenting the 24th Annual Report and the Audited Accounts of the Company for the financial year ended March 31, 2013.

BUSINESS OPERATIONS

Bharat Rasayan Limited (BRL) is engaged in the business of manufacturing agrochemical products and is one of the leading manufacturer and exporter of 'Pesticides Technicals, their Formulations and Intermediates'. BRL is presently having manufacturing units at Rohtak, Haryana and new state of art plant set-up at Dahej, Gujarat.

We are delighted to inform that the Company's new manufacturing Plant at Dahej, Gujarat, set up on an industrial plot developed by Gujarat Industrial Development Corporation (GIDC) in the Chemical Approved Industrial Zone 40 km from Bharuch, has started commercial production. With the inherent strength of the project, expanded capacity, regular involvement of management and concerted efforts of the employees of the Company, the plant is expected to enhance economic value addition and shareholders' value.

BRL is one of the few companies manufacturing its own technical grade pesticides from basic raw materials. This gives the Company an inherent advantage over quality and prices and this further leads to manufacturing of quality products at competitive prices.

FINANCIAL RESULTS

Due to erratic monsoon and drought-like situation in many parts of the Country, financial year 2012-13 was quite challenging for Indian agriculture and agro chemical industry. Despite this uncertainty net revenue from operations of your Company increased by 32.13% to ₹ 18,755.80 Lacs as compared to ₹14,194.74 Lacs during the previous year.

The financial performance of the Company for the year ended March 31, 2013, as compared with the previous year's performance is envisaged below:

(₹ In Lacs)

Particulars	For the year ended 31.03.2013	For the year ended 31.03.2012
Total Revenue	18,816.48	14,209.53
Total Expenditure (excluding Depreciation & Interest)	15,997.02	12,553.52
Profit before Interest, Depreciation, Tax & Exceptional Items	2,819.46	1,656.01
Interest	676.39	79.83
Depreciation	688.36	161.72
Profit before Tax & Exceptional Items	1,454.71	1,414.46
Exceptional Items	43.62	42.75
Current Tax	9.58	424.11
Deferred Tax	442.91	(35.42)
Profit after Tax & Exceptional Items	958.60	983.02
Surplus brought forward from previous year	1,353.48	483.44
Transfer to General Reserve	(50.00)	(50.00)
Provision for Dividend Distribution Tax	—	(8.27)
Provision for Dividend	—	(50.98)
Other Appropriations	1.00	(3.73)
Balance Profit/(Loss) carried forward to the Balance Sheet	2,263.08	1,353.48



DIVIDEND

The Directors consider it prudent to plough back the profits of the Company made during the year under review for funding the lucrative business plans beneficial for the Company as a whole. Accordingly, your Directors regret their inability in recommending dividend on equity shares of the Company for the financial year ended March 31, 2013.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed report on the Management discussion and analysis for the year under review, as stipulated under Clause 49 of the Listing Agreement with the National Stock Exchange of India Ltd. (NSE), forms part of this report as **Annexure -I'**.

FIXED DEPOSIT

During the year under review, your Company has not accepted any fixed deposits pursuant to the provisions of Section 58A of the Companies Act, 1956, read with Companies (Acceptance of Deposits) Rules, 1975. As on March 31, 2013, no amount of fixed deposit was overdue with the Company.

QUALITY INITIATIVES

Your Company is committed to the environment as an integral part of its business function. BRL has in-house facility for treatment of Solid, Liquid and Gaseous Effluents, primary and secondary treatment plant for liquid effluent with defined segregation system, multiple effect evaporator system and incinerator for Liquid Effluent, occupation health center, qualified doctor available 24 hrs in the plant premises.

Your Company is certified under ISO 9001:2008. BRL has also implemented internal control and training mechanism which conducts regular audits at the plant to detect and rectify any deviation from the Standards. This demonstrates BRL's commitment to achieve total customer satisfaction by supplying quality products and services that improves lives and deliver outstanding value to customers.

INSURANCE

The Company has taken adequate insurance cover for all its assets against foreseeable perils. The Company continues to maintain Public Liability Policy as per the provisions of Public Liability Insurance Act.

DIRECTORS

Shri Ajay Gupta, was appointed as an Executive Director of the Company for a period of five years w.e.f. May 12, 2008. During his tenure as an Executive Director, he has managed Rohtak, Haryana Plant of the Company and has also provided strategic direction for sustainable growth of the Company. The Board recommends the approval of the members for the re-appointment of Shri Ajay Gupta as an Executive Director for a period of three years commencing from May 12, 2013 till May 11, 2016, at the terms and conditions as contained in notice of the Annual General Meeting to be held on September 26, 2013.

Pursuant to Section 255 and 256 of the Companies Act, 1956 read with Article 86 of the Articles of Association of the Company, Shri S. N. Gupta, Chairman & Managing Director, Shri Ram Kanwar, Shri Pankaj Gupta and Shri Naresh Agarwal, Directors of the Company, are liable to retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment.

The brief resume/details relating to the Directors who are to be appointed/re-appointed are furnished in the notice for Annual General Meeting which forms part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (i) in the preparation of the Annual Accounts for the year ended March 31, 2013, applicable accounting standards have been followed by the Company;
- (ii) the Accounting Policies selected in consultation with the Statutory Auditors have been applied consistently and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2013 and of profit of the Company for that period;



- (iii) proper and sufficient care has been taken to the best of knowledge and ability for maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the annual accounts for the year have been prepared on a "going concern basis".

COST AUDITORS

Subsequent to the approval accorded by the Central Government under Section 233B(2) of the Companies Act, 1956, the Board has re-appointed M/s M. K. Singhal & Co., Cost Accountants, as Cost Auditor of the Company to conduct an audit of cost accounts maintained by the Company, for the financial year 2013-14.

AUDITORS AND INDEPENDENT AUDITORS' REPORT

M/s B. K. Goel & Associates, Chartered Accountants, the Statutory Auditors of the Company, retire at the ensuing Annual General Meeting and are eligible for reappointment. They have expressed their willingness to continue as the Statutory Auditors, if re-appointed at the Annual General Meeting to hold office until the conclusion of the next Annual General Meeting of the Company.

The Company has also received a certificate from the Auditors stating that their appointment, if made, would be within the prescribed limit under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such appointment within the meaning of Section 226 of the Act.

The notes to Accounts referred to in the Independent Auditors' Report are self-explanatory and therefore do not call for any further comments.

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

The particulars relating to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo, as prescribed under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosures of Particulars in Report of Board of Directors) Rules, 1988 form part of this Report as **Annexure-II'**.

PERSONNEL

During the financial year ended March 31, 2013, none of the employees was in receipt of remuneration exceeding limit specified under Section 217(2A) read with the amended Companies (Particulars of Employees) Rules, 1975.

CORPORATE GOVERNANCE

Your Company believes that good Corporate Governance is the basis of stakeholders' satisfaction and is thus, committed to attain the highest level of transparency, accountability and compliance of law in all facets of operations.

A detailed report on Corporate Governance along with the certificate from the Statutory Auditors confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with NSE, forms part of this Report.

ACKNOWLEDGEMENTS

Your Directors take this opportunity to express their gratitude for the assistance and cooperation received from the shareholders, customers, vendors, financial institutions, banks, Government authorities for their consistent support and cooperation to the Company during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company.

On behalf of the Board

New Delhi
August 12, 2013

S. N. Gupta
Chairman & Managing Director



ANNEXURE - 'I' TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Development

Agriculture is the dominant sector in India which determines the growth and sustainability of economy. Despite the fact that more than half of the Indian population relies on agriculture for employment and livelihood, Agro-Chemical consumption in India is very low when compared to the world. In India, per hectare approximate consumption of agrochemicals is 0.58 kg as against 16.6 kg in Korea and 11 kg in Japan (*Source: 3rd National Conference on Agro Chemicals, FICCI*).

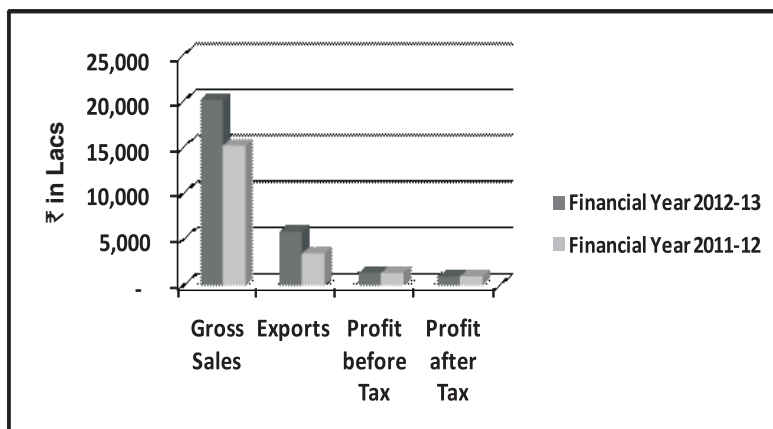
Lately, agrochemicals and its formulation industry has developed substantially in India and ranks fourth largest in the world after USA, Japan and China. In Indian agrochemicals industry, there is equal presence of Multinational as well as Indian Companies. The MNCs have focused on high-end specialty products whereas Indian players have focused on generic and off-patent products.

Your Company is one of the leading manufacturer and exporter of 'Pesticides Technicals, and their Formulations and Intermediates'. We are glad to inform that BRL has well equipped laboratory with latest analytical equipments which enables the Company to achieve total customer satisfaction by supplying quality products and services. The Company's products have been widely accepted in foreign markets also and the Company has maintained excellent track record of the sales of its products.

Financial performance with respect to operational performance

Financial Year 2012-13 was a tough year for Indian agriculture and agro chemical industry. Serious challenges were posed by the delayed and not-so-well distributed monsoon in the key agriculturally important geographies of the country. However despite these challenges, your Company has managed to overcome obstacles and achieved a reasonable growth through introduction of new products, increased production and broadened customers' base. Company's new state of art manufacturing unit set up at Dahej, Gujarat has also given a slight incremental growth during the year under review. Highlights of the performance are as under:

- ♦ Gross Sales increased by 32.66% to ₹ 20,127.38 Lacs from ₹15,172.19 Lacs in the previous year;
- ♦ Exports increased by 68.56% to ₹ 5,830.45 Lacs from ₹ 3,458.98 Lacs in the previous year;
- ♦ Profit before Tax increased by 2.87% to ₹ 1,411.09 Lacs from ₹ 1,371.71 Lacs in the previous year; and
- ♦ Profit after Tax decreased by 2.48% to ₹ 958.60 Lacs from ₹ 983.02 Lacs in the previous year





Your Company is further optimistic about improving and expanding its operations to exploit the market potential to its advantage.

Opportunity and Threats

The Agro-Chemical industry is highly dependent on conditions like monsoon and sudden change in weather, which affects the demand for the agrochemical products. This kind of risk remains constantly in this industry. The industry has also built up large capacities and has many players resulting in high level of competition. Globally, the Agro-Chemical industry is dominated by MNCs which invest heavily in R&D with the aim of securing patent protection.

Due to seasonal nature of the business and uncertainties involved in the coverage of monsoon, the industry has to maintain a large inventory and offers extended credit to its customers.

However, as per Mr. Ram Mudholkar, Chairman FICCI Agrochemicals Sub Committee & Business Director, Dupont Crop Protection, *"the Indian pesticides industry has been growing at 8-9% p.a. over the past five years (FY 07-FY 11). Industry size is estimated to be USD 3.8 billion (INR 21,000 Cr) in FY12 with exports accounting for 50% of the market. Over the 12th plan period, the segment is expected to grow at 12-13% p.a. to reach around USD 7 billion (INR 39,000 Cr) by FY17 with domestic demand growing at 8-9% p.a. and export demand at 15-16% p.a."*

With the growth of the Indian economy and several agriculture oriented policy initiatives taken by the Government on improving productivity in the Agriculture Sector and the availability of credit to the agriculture sector as priority sector, the prospects of Agrochemicals industry is expected to improve as a whole.

Outlook

India incurs a loss of several thousands of crores of rupees worth of agricultural produce annually due to pests and diseases. Crop protection chemicals not only help to increase food production by protecting crops against damages but also reduce and eliminate insect blemishes and contamination, making it possible for agricultural produce to be free of insect fragments. Owing to this, Agrochemicals have become an integral part of the development process of agriculture in India.

Companies are increasingly training farmers regarding the right use of agrochemicals in terms of quantity, application and appropriateness for pest problems. With increasing awareness, the use of agrochemicals is expected to increase.

Your Company has highly qualified and dedicated team of professionals in various work profile to focus on quality improvement in existing products, marketing the products to prevailing customers and exploring new domestic and overseas customers for the Company. Company also has well equipped laboratory with latest analytical equipments and in-house Research & Development Unit, duly recognized by Ministry of Science & Technology, Govt. of India, Department of Scientific & Industrial Research, New Delhi.

We are pleased to inform that since the beginning of the financial year 2013-14 till the date of this report, the Company has already achieved turnover of ₹12,216.41 Lacs and is further anticipating higher generation of revenue till the end of the financial year.

Risks and concerns

Indian agriculture is largely dependent on traditional practices and its insecticides, pesticides and herbicides usage is still very low. India's agrochemicals consumption is one of the lowest in the world. The key reasons for this under-consumption comprise low farmer purchasing power, low crop protection awareness and poor crop protection chemical accessibility.



Another concern to the agrochemical industry is that the overall pesticides business is highly dependent on monsoon. Sudden change in weather affects the demand for the agrochemicals and this kind of risk constantly remains in this industry. Further, changes in regulations for the Agro-Chemical Industry, intense competition among indigenous manufacturers and cheaper imports from China, longer time taken by authorities in registration of new products are some other apprehensions to the agrochemical companies in India.

Due to highly fluctuating Currency market, Import of raw materials is exposed to the risk of Foreign Exchange rate fluctuations. This may also impact the profitability of the Company in future.

Management of your Company always keeps stakeholders' interests in mind while taking all decisions such that their interests are not adversely affected. The Company has also put in place a risk management framework to identify, assess, prioritize and alleviate risk. The risks are periodically assessed and reviewed and corrective actions are taken to mitigate effects.

Internal Control systems and their adequacy

BRL has a well-established Internal Control System, which is commensurate with the size and nature of its business and complexity of its operations. The Internal Control System of the Company has an efficient monitoring and reporting mechanism to ensure compliance with applicable statutes and monitor effectiveness & adequacy of controls throughout the organization. The system is designed to ensure that the assets of the Company are safeguarded and protected against loss and that all the transactions are properly authorized, recorded and reported. The internal audit function team comprises of well-qualified experienced professionals who regularly audit the Company's operations. The management duly considers and takes appropriate action on the recommendations made by the Statutory Auditors, Internal Auditors and the Independent Audit Committee of the Board of Directors.

Further the CEO/CFO certification also confirms adequacy of internal control system and procedures in the Company.

Human Resource Development

The Company continued with its initiatives to foster people development, harness their creativity and ensure a motivated and contended work team. Your Company is privileged to have the right blend of professionals and executives in the organization and makes sincere efforts to ensure numerous opportunities for their growth in the organization. As on March 31, 2013, 449 numbers of employees (including Chairman & Managing Director) were on Company's Roll.

The Company also employed casual workers through contractors during the year. The job description of each member has been defined and performance indicators are monitored accordingly to improve motivation level and to encourage talent. The Company has been continuously conducting in-house and external training programmes through Workshops, Conferences and Seminars etc. for its people so as to develop their skills and capabilities. The Industrial relations at all levels of the Company remained cordial during the year.

Cautionary Statement

Certain statements in the above section may be forward looking and be based on expectations/projections about the future. Company's actual results, performance could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any of such forward looking statements on the basis of subsequent developments, information or events.



ANNEXURE - 'II' TO THE DIRECTORS' REPORT

INFORMATION REQUIRED UNDER 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.

A. CONSERVATION OF ENERGY

- (a&b) Energy conservation has been an important thrust area of the management and is being continuously monitored and efforts to conserve and optimize the use of energy through improved operational methods and other means are being continued on an ongoing basis. Wherever possible, energy conservation measures have already been implemented.
- (c) The energy consumption and the cost of production is being kept under control.
- (d) Total energy consumption and energy consumption per unit of production as per **Form-A** given herewith:

FORM A

Form for disclosure of particulars with respect to conservation of energy

Particulars	For the year ended 31.03.2013	For the year ended 31.03.2012
A. POWER AND FUEL CONSUMPTION		
1. Electricity		
(a) Purchased		
(i) Unit (KWH)	9,245,831.00	5,718,754.00
(ii) Total amount (₹)	55,702,054.24	28,505,064.00
(iii) Rate/unit	6.02	4.98
(b) Own generation		
(i) Through diesel generator/Furnace Oil (FO)		
• Unit (KWH)	956,269.00	1,385,035.00
• Units per ltr. of diesel oil/Furnace Oil (FO)	3.46	3.22
• Cost/unit	15.39	14.48
(ii) Through Steam turbine/generator	N.A.	N.A.
2. Coal		
• Quantity (tones) (Pet Coke/Wood/Coal)	5,179.66	3,510.75
• Total cost (₹)	30,800,361.00	27,596,372.00
• Average rate (In Kgs)	5.95	7.86
3. Furnace Oil/HSD		
• Quantity (Kgs/Ltrs)	276,094.00	677,670.00
• Total amount (₹)	10,569,859.00	25,640,555.00
• Average rate	38.28	37.84
4. Others/Internal generations	N.A.	N.A.
B. CONSUMPTION PER UNIT OF PRODUCTION		
• Electricity (KWH)	3.41	1.01
• Coal (KG)	1.73	1.68
• Furnace Oil/HSD	0.18	0.32



B. TECHNOLOGY ABSORPTION

FORM 'B'

Research & Development (R&D)

- (1) Company's In-house R&D facilities is recognized by the Ministry of Science and Technology, New Delhi, for further period upto 31.03.2015.
- (2) R&D efforts of the Company are directed towards quality assurance and improvement of existing products quality.
- (3) Development of new processes for products is carried out on an ongoing basis. Several new products were developed during the year under review with special impetus on following aspects.
 - i) Develop new products for contribution in growth of the Company.
 - ii) Competitive in terms of technical & commercial point of view.
 - iii) Enhanced effectiveness of products towards end use.
 - iv) More environment friendly process.
 - v) More safe to manufacture.
- (4) Expenditure on R&D by Company's In-house R&D Unit:

(a) Capital	: ₹ 16.74 lacs
(b) Recurring	: ₹ 60.84 lacs
(c) Total	: ₹ 77.58 lacs
(d) Total R&D expenditure (as % of total expenditure)	: 0.45 %

Technology Absorption, Adaptation & Innovation

- (1) The Company has no technical collaboration and the processes are carried out on the standard known technology and efforts are made to improve upon the same on an ongoing basis.
- (2) The Company has been in a position to cater to the requirements of customers, both Indian and foreign.
- (3) The Company has not imported any technology so far.

C. FOREIGN EXCHANGE EARNINGS & OUTGO

- (1) The Company is in constant touch with the overseas markets. Efforts are being made to develop new markets and consolidate the existing one by marketing products conforming to international standards.
- (2) Total foreign exchange used ₹ 4,274.23 lacs (previous year ₹ 2,527.91 lacs)
- (3) Total foreign exchange earned ₹ 4,937.13 lacs (previous year ₹ 2,788.80 lacs)



REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

"Corporate Governance is the application of best management practices, compliance of law in true letter and spirit and adherence to ethical standards for effective management and distribution of wealth and discharge of social responsibility for the sustainable development of all stakeholders."

- Institute of Company Secretaries of India (ICSI)

Bharat Rasayan Limited (BRL) believes that good governance generates goodwill among business partners, customers and investors and earns respect from society at large. Your Company is committed to sound corporate practices based on integrity, equality, professionalism, transparency and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success. A report on compliance with the requirement of Corporate Governance as laid down in the Listing Agreement is enumerated herein below:

2. BOARD OF DIRECTORS

(A) Composition of the Board

The Company has Board strength of ten Directors with an optimum combination of Executive and Non-Executive Directors including Independent Directors in conformance with the requirements of the Listing Agreement. As on March 31, 2013, the Board comprised of five Executive Directors including the Chairman & Managing Director and five Non-Executive and Independent Directors constituting half of the Board.

The composition of the Board of Directors, attendance at the Meetings held during the year alongwith the number of Directorships and Committee positions (Chairmanships/ Memberships) held by them in other Companies as on March 31, 2013 are given herein below:

Name of the Directors	Attendance at the Meeting held during the year 2012-13		Number of outside Directorships ¹	Number of Committee positions held in Public Companies ²	
	Board Meetings (out of 6 held)	Last AGM held on 29.09.2012		Chairman	Member
Executive Directors					
Shri S. N. Gupta Chairman & Managing Director	5	Yes	3	Nil	Nil
Shri M. P. Gupta Whole Time Director	6	Yes	2	Nil	1
Shri R. P. Gupta Whole Time Director	4	Yes	2	Nil	Nil
Shri Ajay Gupta	4	No	Nil	Nil	Nil
Shri V. K. Sharma	Nil	No	Nil	Nil	Nil
Non- Executive & Independent Directors					
Shri Sandesh Jain	6	Yes	4	2	1
Shri Naresh Agarwal	Nil	No	Nil	Nil	Nil
Shri Pankaj Gupta	5	Yes	Nil	1	1
Shri Ram Kanwar	5	Yes	Nil	Nil	Nil
Shri Amit Gupta	6	Yes	Nil	Nil	2

Notes: There are no inter-se relationships between our Board Members.



¹Number of outside Directorships exclude alternate directorship, directorship in Private Companies, Foreign Companies and Companies registered under Section 25 of the Companies Act, 1956.

²In accordance with Clause 49 of the Listing Agreement, the membership/chairmanship of only the Audit Committee and Shareholders'/Investors' Grievances Committee of all Public Limited Companies (including Bharat Rasayan Limited) has been considered.

(B) Board Meetings

The Board of Directors met six times during the year ended March 31, 2013 on May 14, 2012; August 14, 2012; August 27, 2012; September 29, 2012; November 12, 2012 and February 14, 2013.

The maximum time gap between any two consecutive meetings did not exceed four months as stipulated under Clause 49 of the Listing Agreement. All the relevant information including the information specified in Annexure IA to Clause 49 of the Listing Agreement was made available to the Board members.

(C) Code of Conduct

The Board of Directors of the Company has adopted a Code of Conduct that set out fundamental standards to be followed in all actions carried out on behalf of the Company, copy of which is also available on the Company's website www.bharatgroup.co.in.

All the Directors and Senior Management Personnel of the Company are bound by the Code of Conduct and have affirmed compliance with the said Code for the year ended March 31, 2013. A declaration to this effect signed by the Chairman & Managing Director also forms part of this report.

3. BOARD COMMITTEES

3.1. Audit Committee

The Company has a qualified and Independent Audit Committee in accordance with the provisions of Section 292A of the Companies Act, 1956 read with Clause 49 of the Listing Agreement which acts as a link between the Management, the Statutory and Internal Auditors of the Company.

(A) Composition

The Audit Committee comprises of three Non-Executive and Independent Directors with Shri Sandesh Jain as the Chairman of the Committee and Shri Pankaj Gupta and Shri Amit Gupta as its members. The Chairman and all members of the Committee are financially literate and have relevant financial and accounting expertise.

**Ms. Deepika Bhardwaj acts as the Secretary to the Audit Committee.*

Shri Sandesh Jain, Chairman of the Audit Committee attended the last Annual General Meeting of the Company held on September 29, 2012.

(B) Terms of Reference

The terms of reference of the Audit Committee is as set out in the Listing Agreement read with Section 292A of the Companies Act, 1956.

(C) Meetings and Attendance

During the year 2012-13, five meetings of the Audit Committee were held on May 14, 2012; August 14, 2012; August 27, 2012; November 12, 2012 and February 14, 2013. The requisite quorum was present at every meeting of the Audit Committee. The details of the meetings attended by the members are as under:

S. No.	Name of the Members	Designation	Meetings Attended (out of 5 held)
1.	Shri Sandesh Jain	Chairman	5
2.	Shri Pankaj Gupta	Member	5
3.	Shri Amit Gupta	Member	5



3.2. Remuneration Committee

(A) Composition

As on March 31, 2013, Remuneration Committee comprises of three Non-Executive and Independent Directors with Shri Sandesh Jain as its Chairman and Shri Pankaj Gupta and Shri Amit Gupta as its members.

(B) Terms of Reference

The Remuneration Committee is empowered to review and recommend the remuneration packages of the Executive Directors including pension rights and compensation and such other terms of reference as may be assigned to it by the Board of Directors from time to time.

The recommendations of the Remuneration Committee are based on the overall financial performance and profitability of the Company, appointee's qualification, experience, past remuneration and performance and prevailing general economic conditions and emoluments being offered by other Companies in the industry.

(C) Meetings and Attendance

During the year under review, one Remuneration Committee meeting was held on February 14, 2013. The details of the meeting attended by the members are as under:

S. No.	Name of the Members	Designation	Attendance at Meeting
1.	Shri Sandesh Jain	Chairman	Yes
2.	Shri Pankaj Gupta	Member	Yes
3.	Shri Amit Gupta	Member	Yes

(D) Remuneration Policy

Remuneration as recommended by the Remuneration Committee and approved by the shareholders is paid by way of salary, perquisites and allowances to the Managing Director, Whole-time Directors and Executive Directors of the Company. Details of the remuneration paid to the Executive Directors during the financial year 2012-13, are given herein below:

(₹ in Lacs)

Name & Designation of Director	Salary	Profit Based Commission	Other perquisites and allowances	Sitting Fees	Total
Shri S. N. Gupta Chairman & Managing Director	21.00	32.61	12.00	—	65.61
Shri M. P. Gupta Whole-Time Director	15.00	14.82	—	—	29.82
Shri R. P. Gupta Whole-Time Director	12.00	11.86	0.09	—	23.95
Shri Ajay Gupta	19.27	—	1.44	—	20.71
Shri V. K. Sharma	16.69	—	—	—	16.69

Notes:

- Whole-Time Directors have been provided the telephone facilities at their residence for official use.
- No sitting fee has been paid by the Company to any Director during the year under review.



(E) Shareholding of Non-Executive Directors

None of the Non-Executive Directors hold any shares in the Company, except Shri Amit Gupta who holds 3900 equity shares forming 0.09% of the paid up capital of the Company.

During the year under review, there were no pecuniary relationships or transactions with the Non-Executive Directors.

3.3. Shareholders'/Investors' Grievance Committee

(A) Compositions

The Shareholders'/Investors' Grievance Committee of Directors has been constituted under the chairmanship of a Non-Executive & Independent Director to look into the redressal of complaints of investors such as transfer and/or transmission of shares or non-receipt of dividend etc. As on March 31, 2013, the Committee comprises of :

- Shri Pankaj Gupta, Chairman
- Shri M. P. Gupta
- Shri Amit Gupta

Company Secretary acts as the Compliance Officer of the Company.

(B) Meetings and Attendance

During the financial year ended March 31, 2013, the Committee met four times on April 02, 2012; July 02, 2012; October 01, 2012 and January 01, 2013. The attendance of the members at the meetings is as follows:

S. No.	Name of the Members	Designation	Meetings Attended (out of 4 held)
1	Shri Pankaj Gupta	Chairman	4
2	Shri M. P. Gupta	Member	4
3	Shri Amit Gupta	Member	4

(C) Terms of Reference

The Shareholders'/Investors' Grievance Committee, inter-alia, looks into Investors' Complaints/Grievances relating to the transfer/transmission of shares, non-receipt of dividend, non-receipt of share certificates, issue of duplicate share certificates and other miscellaneous request/complaints. The Committee also oversees and review performance of the Registrar and Share Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services.

(D) Details of Complaints received and resolved

Details of complaints received and resolved from the members of the Company during the financial year ended March 31, 2013, are as follows:

Opening Balance	Received during the year	Resolved during the year	Pending
—	3	3	—

The Company addresses all the complaints, suggestions and grievances expeditiously and replies are sent/issues are resolved within 15 days of their receipt except in case of dispute over facts or other legal constraints. The Company ensures timely and prompt submission of its response to the queries / clarifications sought by the Stock Exchanges, Investors and the Securities and Exchange Board of India (SEBI) from time to time.



3.4. Committee of Directors

The Board of Directors of the Company has constituted a Committee of Directors under the Chairmanship of Shri S. N. Gupta, specifically to review/make banking arrangements, to approve short term and long term investments and other financial transactions within the limits specified by the Board, allotment of shares and to deal with any other matter as may be delegated to the Committee by the Board from time to time.

As on March 31, 2013, the Committee comprises of Shri S.N.Gupta, Chairman and Shri M.P.Gupta, Shri R.P.Gupta, Shri Sandesh Jain and Shri Amit Gupta as its members.

3.5. Shares Transfer Committee

Composition and Meetings

For instant processing of investors request relating to the transfer, transmission and dematerialization of shares, the Board has constituted a Share Transfer Committee of Directors. The said Committee comprises of Shri M.P.Gupta as its Chairman and Shri R.P.Gupta and Shri Sandesh Jain as its Members.

The Committee meets as often as required to transact the cases related with the transfer, transmission and dematerialization of shares.

4. GENERAL BODY MEETINGS

The details of the Annual General Meetings held during the past three years and the Special Resolutions passed thereat are given below:

Financial Year ended	Date and Time	Venue	Special Resolution(s) passed
March 31, 2012	29.09.2012 10.30 A.M.	Satyam Banquets 6, Bhera Enclave, Outer Ring Road, Paschim Vihar, New Delhi-110087	None
March 31, 2011	29.09.2011 10:30 A.M.		Alteration of the Articles of Association of the Company
March 31, 2010	20.08.2010 10:30A.M.		None

During the year under review, no resolution was passed through the process of Postal Ballot.

5. DISCLOSURES

(A) Materially Significant Related Party Transactions

Transactions with related parties have been disclosed in Note No. 2.29 of the Notes to Accounts to the financial statements in the Annual Report. However, these are not materially significant and do not have any potential conflict with the interest of the Company. All related party transactions are negotiated at arms' length basis and are only intended to further the interest of the Company.

(B) Compliance

The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges and applicable SEBI regulations and guidelines. During the last three years, no penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or any statutory authorities on matters related to capital markets.

(C) Accounting Standards

The financial statements have been prepared following the prescribed Accounting standards and there has been no deviation in the accounting treatment during the year.



(D) Risk Management

The Company has a well-defined risk management framework in place, which helps the management to identify and monitor the business risks on a continuous basis and initiate appropriate risk mitigation steps as and when deemed necessary. The Company periodically places before the Board for review, the risk assessment and minimization procedures being followed by the Company.

(E) Compliance with mandatory requirements /adoption of non-mandatory requirements

The Company has complied with all the mandatory requirements laid under Clause 49 of the Listing Agreement. The status of compliance with the non-mandatory recommendation is provided below:

- **The Board:** The Chairman of the Board is an Executive Director and accordingly no separate Chairman's office has been maintained. Further, the Company ensures that the persons appointed as Independent Directors on the Board possess requisite qualifications and experience that may prove beneficial to the Company. No maximum tenure for the Independent Directors has been specifically determined by the Board. However, the Independent Directors are liable to retire by rotation and may offer themselves for re-appointment.
- **Remuneration Committee:** The Board has constituted a Remuneration Committee. A detailed note on Remuneration Committee is provided under the section "Board Committees".
- **Shareholders' Rights:** The shareholders are kept informed about the financial performance of the Company and of the significant events, if any, in the Company. The annual report, financial results of the Company and other requisite information for the knowledge of the Shareholders are also made available on the Company's website www.bharatgroup.co.in.
- **Audit Qualifications:** During the year under review, there was no audit qualification in the Company's financial statements. It is always the Company's endeavor to present unqualified financial statements.
- **Whistle Blower Policy:** The Company has not adopted any Whistler Blower Policy. However, the Company encourages a friendly environment where the employees have an access to the head of the Business / function to forward any instance of unethical behavior.

6. MEANS OF COMMUNICATION

- (i) **Financial Results:** During the year under review, unaudited quarterly and audited annual financial results of the Company were published in "The Financial Express", English Edition and "Jansatta", Hindi Edition.
- (ii) **Website:** Shareholders' information is also available on the Company's website at www.bharatgroup.co.in.
- (iii) **Annual Report:** Annual Report containing inter-alia Audited Annual Accounts, Directors' Report and other important information is circulated to the members and others entitled thereto. The annual report of the Company will be available on the websites of the Stock Exchanges at www.nseindia.com and www.bseindia.com and also on the Company's website, www.bharatgroup.co.in, for information of the investors.
- (iv) **Designated Exclusive E-Mail ID:** The Company has designated an Email-Id investors.brl@bharatgroup.co.in for investor servicing.



7. GENERAL SHAREHOLDERS' INFORMATION

(i) 24th Annual General Meeting

Date & Time	September 26, 2013, Thursday, 10.30 A.M.
Venue	Satyam Banquets, 6, Bhera Enclave, Outer Ring Road, Paschim Vihar, New Delhi-110087
Book Closure	September 18, 2013 to September 26, 2013

(ii) Dividend

Unclaimed Dividend

Pursuant to the provisions of Sections 205A(5) and 205C of the Companies Act, 1956, unclaimed dividends for the financial years 2007-08, 2008-09, 2009-10, 2010-11 and 2011-12 shall be transferred by the Company to the **Investor Education and Protection Fund (IEPF)** established by the Central Government after completion of seven years from the date they became due for payment.

The Company has also uploaded details of members whose amount of dividend is lying unpaid with the Company alongwith the proposed date of their transfer to the IEPF Account on the IEPF portal, www.iepf.gov.in and the same is also available at the Company's website www.bharatgroup.co.in, in compliance with the Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with the Companies) Rules, 2012, as notified by the Ministry of Corporate Affairs w.e.f. May 20, 2012.

(iii) Listing on Stock Exchange and Stock Code

Stock Exchange	Stock Code	Equity ISIN
National Stock Exchange of India Ltd. (NSE)	BHARATRAS	INE838B01013

(iv) Market Price Information

Monthly High and Low of the shares traded at the National Stock Exchange of India Ltd. (NSE) during the financial year 2012-13, is as follows:

Month and Year	NSE Market Price Data		NSE [S&P Nifty] Indices	
	High (₹)	Low (₹)	High	Low
April'12	149.90	120.10	5,378.75	5,154.30
May'12	147.00	123.70	5,279.60	4,788.95
June'12	142.50	116.00	5,286.25	4,770.35
July'12	139.95	125.00	5,348.55	5,032.40
August'12	152.95	130.00	5,448.60	5,164.65
September'12	154.00	128.70	5,735.15	5,215.70
October'12	178.00	136.10	5,815.35	4,888.20
November'12	205.10	136.00	5,885.25	5,548.35
December'12	205.10	154.65	5,965.15	5,823.15
January'13	171.50	143.55	6,111.80	5,935.20
February'13	153.00	129.30	6,052.95	5,671.90
March'13	148.90	118.10	5,971.20	5,604.85

(v) Registrar and Share Transfer Agent (RTA):

M/s Link Intime India Pvt. Ltd. having its office at 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR, Naraina, New Delhi - 110028,
Tel. Nos.: 011-41410592-94 Fax No.: 011-41410591 E-mail: delhi@linkintime.co.in



(vi) Share Transfer System

Shareholders may submit their request for share transfer or transmission alongwith the requisite documents at the Registered Office of the Company or to M/s Link Intime India Pvt. Ltd., Company's RTA. The share transfer/ transmission requests are processed by the RTA and after processing the same is forwarded to the Company for approval of the Shares Transfer Committee.

The Company obtains a certificate of compliance with the share transfer formalities from a Company Secretary in practice on a half yearly basis, a copy of which is submitted to the Stock Exchange within the stipulated time in accordance with Clause 47(c) of the Listing Agreement.

Shareholding Pattern as on March 31, 2013

Category of Shareholder	Number of Shares	% of Shareholding
Total Promoter and Promoter Group Holding (A)	3,179,349	74.8304%
Public Shareholding		
Bodies Corporate	549,931	12.9434%
Individuals	517,984	12.1915%
NRIs	970	0.0228%
Clearing Members	506	0.0119%
Total Public Holding (B)	1,069,391	25.1696%
TOTAL (A+B)	4,248,740	100.0000%

(vii) Distribution of Shareholding as on March 31, 2013

Shareholding of Nominal Value (₹)	No. of Shareholders	% to total Shareholders	No. of Shares	Share Amount (₹)	% of Shareholding
Up to 2,500	3,599	92.4717	377,954	3,779,540	8.8957
2,501 - 5,000	205	5.2672	81,170	811,700	1.9104
5,001 - 10,000	47	1.2076	36,253	362,530	0.8532
10,001 - 20,000	13	0.3340	19,328	193,280	0.4549
20,001 - 30,000	2	0.0514	4,927	49,270	0.1160
30,001 - 40,000	2	0.0514	7,350	73,500	0.1730
40,001 - 50,000	2	0.0514	8,089	80,890	0.1904
50,001 - 1,00,000	1	0.0257	5,981	59,810	0.1408
100,001 & above	21	0.5396	3,707,688	37,076,880	87.2656
TOTAL	3,892	100.0000	4,248,740	42,487,400	100.0000

(viii) Dematerialization of shares

The Company's shares are compulsorily traded in dematerialized form and through M/s Link Intime India Pvt. Ltd., the Registrar & Share Transfer Agent we have established connectivity with both the Depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Securities Identification Number (ISIN) allotted to our shares under the Depository system is INE838B01013.

As on March 31, 2013, 92.9990% of the paid up equity share capital of the Company has been dematerialized.



(ix) Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, Conversion date and likely impact on Equity

The Company has not issued any GDRs/ADRs/Warrants or any other instruments which are pending for conversion, likely to have impact on Equity.

(x) Plant Location

S. No.	Unit	Address
1	Unit - I	2 KM Stone, Madina-Mokhra Road, Village Mokhra, Distt. Rohtak - 124 022 (Haryana).
2	Unit - II	42/4, Amod Road, GIDC Industrial Estate, Dahej, Distt. Bharuch- 392 130 (Gujarat).

(xi) Address for Correspondence : M/s Bharat Rasayan Limited
Secretarial Department
1501, Vikram Tower, Rajendra Place,
New Delhi - 110008
Phone Nos.: 011-41538383 & 011-43661111
Fax no.: 011-25727781 & 011-43661100
Email-id: investors.brl@bharatgroup.co.in

(xii) Other Material Information

In an effort to improve our services & to minimize investor grievances, we seek co-operation of our esteemed shareholders / members in the following matters.

- (a) Green Initiative:** Ministry of Corporate Affairs ("MCA"), Government of India, vide its circulars dated April 21, 2011 and April 29, 2011, has taken a "Green Initiative in the Corporate Governance", thereby allowing Companies to serve documents to its members through electronic mode. Subsequently, SEBI has also vide its circular dated October 05, 2011, amended the Equity Listing Agreement and directed the listed entities to supply soft copy of Annual Reports to all those shareholders who have registered their email address for the purpose. Accordingly members are requested to register their email ids by sending request to the Company/RTA/ concerned DPs (in case of Demat Holding). We solicit your valuable co-operation and support in our endeavor to contribute our bit to the Environment.
- (b) Mandatory to submit PAN Card Copy (For Shares held in Physical form):** The Securities and Exchange Board of India (SEBI) has vide its circulars dated May 20, 2009 and January 07, 2010, made it mandatory to submit a copy of PAN card along with other documents for effecting transfer, transmission, transposition and name deletion of deceased holder from share certificate (in case of joint holding) in respect of shares held in physical form. Shareholders are therefore requested to ensure submission of a copy of their PAN Card, as in the absence of the said document, the above said requests in respect of shares held in physical form will stand rejected by the Company/ RTA.
- (c) Change of Address:** In case of change in postal address or any incompleteness/ incorrectness in address mentioned in any correspondence by the Company, the shareholders are requested to intimate the correct/complete postal address (including PIN Code) to the Company at the earliest to ensure proper delivery of documents. If the shares are held in dematerialized form, information may be sent to the DP concerned.



(d) **Depository System:** By virtue of SEBI Circular dated 29th May, 2000 shares of the Company are subject to compulsorily trading in dematerialized form on the Stock Exchanges. For shareholder's convenience, the process for getting shares dematerialized is as follows:

- Shareholder shall submit original share certificate(s) along with De-materialization Request Form (DRF) to the Depository Participant (DP);
- DP shall process the DRF, generate a Unique De-materialization Request No. (DRN) and forward the DRF alongwith the share certificate(s) to the Registrar and Share Transfer Agent (RTA);
- RTA after processing the DRF will confirm/reject the request to depositories;
- If confirmed by RTA, depositories will credit shareholder's account maintained with DP.

The entire process shall take approximately 15-20 days from the date of receipt of DRF. All shareholders who hold shares of the Company in physical form may get their shares dematerialized to enjoy paperless and easy trading of shares.

On behalf of the Board

New Delhi
August 12, 2013

S. N. Gupta
Chairman & Managing Director

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS & SENIOR
MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that all the Members of the Board of Directors of the Company and the Senior Management have affirmed their compliance with the Code of Conduct laid down for the Directors and Senior Management of the Company for the financial year ended March 31, 2013.

This certificate is being given in compliance with the requirements of Clause 49(I)(D)(ii) of the Listing Agreement entered in to with the Stock Exchange.

New Delhi
April 1, 2013

S. N. Gupta
Chairman & Managing Director



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

**To the Members of
BHARAT RASAYAN LIMITED**

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

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination has been in the manner described in the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India and has been limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said clause. 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 based on our reliance upon the representations made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement.

The Share Transfer Agent of the Company has certified the number of complaints received from the investors and the number of complaints resolved during the financial year and that there are no complaints pending as at the year end as stated in the Company's report on Corporate Governance.

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 B.K.GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS

**New Delhi
August 12, 2013**

(B.K.GOEL)
Proprietor
Membership No.082081
[Firm Regn. No. 016642N]



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF BHARAT RASAYAN LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of BHARAT RASAYAN LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss, and the Cash Flow Statement for the year then ended, and the 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 gives a true and fair view of the financial position, financial performance and the cash flows of the Company in accordance with the Accounting Standards referred 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 mis-statements, 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 misstatements.

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 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 Balance Sheet, of the state of affairs of the Company as at March, 31 2013;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of 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 of the matters specified in paragraph 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 accounts as required by the law has been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, Statement of the Profit and Loss, and Cash Flow Statement dealt with by the Report are in agreement with the books of accounts.
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
 - e) On the basis of written representations received from the Directors as on March, 31, 2013 from being appointed as a Director in terms of clause (g) of sub-section (1) of the section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribed the manner in which such cess is to be paid, no cess is due and payable by the Company.

For **B.K.GOEL & ASSOCIATES**
CHARTERED ACCOUNTANTS

New Delhi
MAY, 30, 2013

(B.K.GOEL)
Proprietor
Membership No.082081
[Firm Regn. No. 016642N]



ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

- i. (a) According to the information and explanations given to us and as certified by the management, the Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) According to the information and explanations given to us, the management has conducted physical verification of major fixed assets during the year, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were said to have noticed on such verification.
- (c) According to the information and explanations given to us, the Company has not disposed off substantial part of fixed assets.
- ii. (a) Physical verification of inventories has been conducted at reasonable intervals during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion, and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion, the Company is maintaining proper records of inventories, and based on the information and explanations given to us, discrepancies noticed on physical verification were not material in relation to the operation of the Company and the same have been properly dealt with in the book of accounts.
- iii. (a) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the Register maintained under section 301 of the Companies Act, 1956. Accordingly, paragraphs (iii) (a), (b), (c) & (d) of the Order are not applicable.
- (b) The Company has taken loans/ICDs from five companies/firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. The terms of such loans are not prejudicial to the interest of the Company. Maximum outstanding of such loans during the year and year end balances were ₹425.62 lacs & ₹307.41 lacs respectively. Repayment is as per the terms of the loans.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the Company.
- v. (a) According to the information and explanations given to us, we are of the opinion that the particulars of all 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 contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956, and exceeding the value of ₹5,00,000 per party in respect of any such party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- vi. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 58A and 58AA and other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975, with regard to the deposits accepted from the public. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the said deposits.



- vii. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- viii. We have broadly reviewed the books of account maintained by the Company in respect of its products where, pursuant to the Rules made by the Central Government of India, the maintenance of cost records has been prescribed under section 209(1)(d) of the Companies Act, 1956, and are of the opinion that prima-facie, the prescribed accounts and records have been made and maintained. We have not however made a detailed examination of the records with a view to determine whether they are accurate or complete.
- ix. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess and other material statutory dues applicable to it. Some disputed issues on deductions U/s 80IA and 80HHC for Asstt Year 1997-98 to 2001-02 has been decided against the Company by Hon'ble High Court of Delhi. Quantum for tax liability giving effect to the orders has not yet decided and paid.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, service tax, custom duty, excise duty and cess were in arrears, as at 31.03.2013 for a period of more than six months from the date they became payable.
- x. The Company is a profit making company and having Nil accumulated losses up to 31.03.2013. Further the Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xi. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution, bank or debenture holders.
- xii. We are of the opinion that the Company has maintained adequate records where the Company has granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. The provisions of special Statute applicable to Chit Fund/Nidhi/Mutual benefit Fund/ Societies are not applicable to the Company.
- xiv. The Company has dealt with trading in marketable bonds/securities in its own name for which proper records have been maintained. Trading in the said bonds/ securities was executed by the Company with intend to invest its surplus funds with a view to earn income from investment.
- xv. According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from Banks or other financial institutions.
- xvi. In our opinion and according to the information and explanations given to us, the term loans have been applied on an overall basis for the purposes for which these were obtained.
- xvii. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term investment.
- xviii. The Company has not made any preferential allotment of shares during the year.
- xix. The Company has not issued any debentures during its lifetime.
- xx. The Company has not raised any money by way of any public issue during the year.
- xxi. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the management.

For B.K.GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS

New Delhi
MAY, 30, 2013

(B.K.GOEL)
Proprietor
Membership No.082081
[Firm Regn. No. 016642N]



BALANCE SHEET AS AT 31ST MARCH, 2013

	Note No.	As at 31.03.2013 (₹)	As at 31.03.2012 (₹)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2.1	42,487,400	42,487,400
(b) Reserves and Surplus	2.2	582,824,745	625,312,145
			486,864,684
529,352,084			
(2) Non-Current Liabilities			
(a) Long-term borrowings	2.3	730,850,000	56,250,000
(b) Deferred tax liabilities (Net)	2.4	59,357,816	15,067,118
(c) Long-term provisions	2.5	12,634,839	802,842,655
			10,533,013
81,850,131			
(3) Current Liabilities			
(a) Short-term borrowings	2.6	701,922,685	334,744,464
(b) Trade payables	2.7	193,748,841	215,515,827
(c) Other current liabilities	2.8	140,126,709	89,313,436
(d) Short-term provisions	2.9	8,621,069	1,044,419,304
			8,170,332
647,744,059			
Total		2,472,574,104	1,258,946,274
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	2.10		
(i) Tangible assets		1,349,769,142	162,227,142
(ii) Intangible assets		763,546	190,282
(iii) Capital Work-in-Progress (Tangible)		—	482,699,436
		1,350,532,688	645,116,860
(b) Non-current investments	2.11	12,709,984	9,930,760
(c) Long term loans and advances	2.12	11,583,522	1,374,826,194
			9,777,252
664,824,872			
(2) Current assets			
(a) Inventories	2.13	372,587,359	167,019,493
(b) Trade receivables	2.14	450,155,392	300,373,395
(c) Cash and cash equivalents	2.15	43,822,724	16,084,300
(d) Short-term loans and advances	2.16	217,799,752	102,193,911
(e) Other current assets	2.17	13,382,683	1,097,747,910
			8,450,303
594,121,402			
Total		2,472,574,104	1,258,946,274

Significant Accounting Policies
and Notes to Accounts

1 & 2

The Notes referred to above form an integral part of Balance Sheet

Annexure to our report of even date

FOR & ON BEHALF OF THE BOARD

for B.K. GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS

B. K. GOEL
Proprietor
Membership No. 082081
[Firm Regn. No. 016642N]

S. N. GUPTA Chairman & Managing Director
M. P. GUPTA Whole Time Director
R. P. GUPTA Whole Time Director
DEEPIKA BHARDWAJ Company Secretary

NEW DELHI
MAY 30, 2013



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

Particulars	Note No.	Year ended 31.03.2013 (₹)	Year ended 31.03.2012 (₹)
I. Revenue from operations	2.18	1,875,580,315	1,419,474,233
II. Other Income	2.19	6,067,273	1,479,023
III. Total Revenue (I+II)		1,881,647,588	1,420,953,256
IV. Expenses			
Cost of materials consumed	2.20	1,390,932,352	995,692,792
Purchase of Stock-in-Trade		—	3,322,569
Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.21	(136,537,457)	(60,863,435)
Employee benefit expense	2.22	127,581,024	89,620,805
Financial costs	2.23	67,638,879	7,983,002
Depreciation & amortization expense	2.10	68,835,916	16,172,125
Other expenses	2.24	217,726,212	227,579,203
Total Expenses		1,736,176,926	1,279,507,061
V. Profit before exceptional and extraordinary items and tax (III-IV)		145,470,662	141,446,195
VI. Exceptional Items	2.25	4,361,839	4,275,029
VII. Profit before tax		141,108,823	137,171,166
VIII. Tax expense			
(1) Current tax		957,908	42,411,155
(2) Deferred tax		44,290,698	(3,542,469)
IX. Profit for the period (VII-VIII)		95,860,217	98,302,480
X. Earning per equity share			
(1) Basic		22.56	23.14
(2) Diluted		22.56	23.14

Significant Accounting Policies and Notes to Accounts

1 & 2

The Notes referred to above form an integral part of Statement of Profit & Loss

Annexure to our report of even date

FOR & ON BEHALF OF THE BOARD

for B. K. GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS

B. K. GOEL
Proprietor
Membership No. 082081
[Firm Regn. No. 016642N]

S. N. GUPTA
M. P. GUPTA
R. P. GUPTA
DEEPIKA BHARDWAJ

Chairman & Managing Director
Whole Time Director
Whole Time Director
Company Secretary

NEW DELHI
MAY 30, 2013


CASH FLOW STATEMENT PURSUANT TO LISTING AGREEMENTS

	Year ended 31.03.2013 (₹ in lacs)	Year ended 31.03.2012 (₹ in lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before income tax & extraordinary items	1,411.09	1,371.71
Adjustments for		
Depreciation	696.16	161.72
(Profit)/ Loss on sale of fixed assets	0.99	(3.27)
Interest received	(10.03)	(8.52)
Dividend received	—	(0.73)
Interest paid	526.36	25.89
(Profit)/Loss on sale of Investments (Profit)	(0.48)	4.20
Provision for Gratuity Written Back	—	1.93
Amalgamation expenses - W/o	—	7.56
	<u>1,213.00</u>	<u>188.78</u>
Operating profit before working capital changes	2,624.09	1,560.49
Adjustments for		
(Increase)/Decrease in Sundry Debtors	(1,497.82)	(1,410.68)
(Increase)/Decrease in Inventories (Includes Engg Items)	(2,055.68)	(487.96)
(Increase)/Decrease in Loans and Advances	(938.03)	(31.56)
Increase/(Decrease) in Current Liabilities & Provision	<u>316.89</u>	<u>2,100.50</u>
	(4,174.64)	170.30
Cash generated from operations	(1,550.55)	1,730.79
Direct taxes paid	(235.63)	(476.84)
Net cash from operating activities	(1,786.18)	1,253.95
B. CASH FLOW FROM INVESTING ACTIVITIES		
Net Investment in Shares & Units	(27.32)	98.20
Additions to fixed assets (Project)	(7,779.44)	(4,672.84)
Amalgamation Expenses	—	(7.56)
Proceeds from sale of fixed assets	28.13	391.77
Interest received	10.03	8.52
Dividend received	—	0.73
Net Cash used in Investing Activities	(7,768.60)	(4,181.18)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Net Proceed/Repayment of borrowings	10,417.78	3,063.83
Dividend Paid	(50.98)	(50.98)
Dividend Distribution Tax paid	(8.27)	(8.27)
Interest paid	(526.36)	(25.89)
Net cash used in financing activities	9,832.17	2,978.69
Net increase in cash & cash equivalents (A+B+C)	277.39	51.46
Cash and cash equivalents as at 01.04.2012	160.84	109.38
Cash and cash equivalents as at 31.03.2013	438.23	160.84

Significant Accounting Policies and Notes to Accounts 1 & 2

The Notes referred to above form an integral part of Cash Flow Statement

Notes: 1) Previous year's figure have been regrouped to conform with those of current year.

2) Cash and Cash Equivalents

Cash and Bank Balances	312.78	99.25
Margin Deposits	125.45	61.59
	<u>438.23</u>	<u>160.84</u>

Annexure to our report of even date

FOR & ON BEHALF OF THE BOARD

for B.K. GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS
B. K. GOEL
Proprietor
Membership No. 082081
[Firm Regn. No. 016642N]

S. N. GUPTA Chairman & Managing Director
M. P. GUPTA Whole Time Director
R. P. GUPTA Whole Time Director
DEEPIKA BHARDWAJ Company Secretary

NEW DELHI
MAY 30, 2013



1. SIGNIFICANT ACCOUNTING POLICIES

The Management has followed appropriate accounting policies consistently. Judgments and estimates are prudently and reasonably used so as to give a true and fair view of the state of affairs of the Company as at 31.03.2012 and of the profit of the Company for the year ended on that date.

1.1 Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956. The previous year figures have been reworked, regrouped, rearranged and reclassified wherever necessary and also to comply with the requirement of Revised Schedule VI under Section 211 of the Companies Act, 1956.

1.2 Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

1.3 Own Fixed Assets

Fixed Assets are stated at cost net of recoverable taxes, less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

1.4 Depreciation and Amortization

Depreciation on fixed assets is provided to the extent of depreciable amount on Written Down Value method (WDV) at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

1.5 Impairment of Assets

The Management periodically assess using, external and internal sources, whether there is an indication that an assets may be impaired and Company foresee no such impairment indication as on the balance sheet date.

1.6 Foreign Currency Transactions

Export/Import Invoices in foreign currencies are recorded at the rate of exchange in force at the time of transactions. Provisions have been made as per Accounting Standard AS-11 issued by the Institute of Chartered Accountants of India for overseas debtors/creditors for exchange rate difference at the end of the year.

1.7 Investments

All Investments are stated at cost and the same is consistently being followed. Investments in gratuity funds held with Life Insurance Corporation of India and Reliance Life Insurance Co. Ltd. are shown at net fund value as on date. Fund value of the same in long term investments and the provisions made for the same has been shown in long term and short term liabilities respectively as per actuarial valuation. The same was not being shown at both sides of the Balance Sheet up to 31st March, 2012.

1.8 Inventories

As per practice consistently followed, the consumption of raw materials is net of Cenvat Credit availed.

Items of inventories are measured after providing for obsolescence, if any. Inventory has been valued at lower of cost or net realizable value. All Materials are valued on the basis of FIFO. In the case of finished goods cost comprises material, labour and factory overheads. Goods in process have been valued at raw material cost incurred up to the stage of production plus conversion cost apportioned. All stocks have been certified by the management.



The Company's manufacturing unit is a continuous processing unit and is located at a remote area. It needs uninterrupted 24 hours operation of its plant and hence all major spare parts, accessories, components for its huge plant has to be kept in reserve/stock to ensure the uninterrupted 24 hours operation of the plant. With the passage of time and due to fast changing technology, some very old/obsolete Engineering stores and other spares out of it has rare possibility of its use and has a market price at almost scrap value. Keeping in view the above, Engineering stores and other spares are valued at cost or market price whichever is less. This practice is consistently being followed from the financial year 2008-09.

1.9 Revenue Recognition

Sales have been accounted for exclusive of sales tax and are net of returns and discounts. Exports benefits have been accounted for separately. The Export benefits are accrued on the date of export.

The Company follows the Accrual System of Accounting and on assumptions of an ongoing concern. Revenue is recognized only when it can be reliably measured.

Sales does not includes captive consumption.

1.10 Employee Benefits

- (i) Short-term employee benefits are recognized as an expense in the Statement of Profit and Loss of the year based on report of Actuarial Valuation.
- (ii) Long term employee benefits are recognized as an expense in the Statement of Profit and Loss for the year based on report of Actuarial Valuation. The expenses are recognized at the present value of the amounts payable determined using actuarial valuation techniques.

1.11 Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

1.12 Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

1.13 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

1.14 Operating Cycle

The Normal Operating cycle can not be identified. It is assumed to have a duration of twelve months as operating cycle.

1.15 Segment Reporting

Based on the guiding principles given in Accounting Standard AS-17 "Segment Reporting" notified in Companies (Accounting Standards) Rules 2006, the Company's business segments includes only manufacturing of pesticides-technicals, formulations and its Intermediates, hence constitutes one single segment.



As at 31.03.2013
(₹)

As at 31.03.2012
(₹)

NOTE NO. - 2.1

SHARE CAPITAL

Authorised Share Capital

2,00,00,000 Equity Shares of ₹ 10/- each 200,000,000 200,000,000

Issued, Subscribed and Paid-Up Capital

42,48,740 Equity Shares of ₹ 10/- each fully Paid-Up 42,487,400 42,487,400

a. Reconciliation of Number of Shares

Equity Shares	(Nos.)	(₹)	(Nos.)	(₹)
Balance as at the beginning of the year	4,248,740	42,487,400	4,248,740	42,487,400
Changes during the year	—	—	—	—
Balance as at the end of the year	4,248,740	42,487,400	4,248,740	42,487,400

b. Rights, preferences and restrictions attached to Equity Shares:

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

c. Details of Equity shareholders holding more than 5% of the aggregate Paid Up Share Capital*

Name	(Nos.)	(%)	(Nos.)	(%)
Shri Sat Narain Gupta	1,028,631	24.21%	965,531	22.73%
M/s. S.N.Gupta (HUF)	359,200	8.45%	359,200	8.45%
Shri Mahabir Prasad Gupta	368,000	8.66%	356,000	8.38%
Shri Rajender Prasad Gupta	300,344	7.07%	290,344	6.83%

* Company has issued only Equity shares.

NOTE NO. - 2.2

RESERVES & SURPLUS

(A) General Reserve

- As at commencement of the year	351,516,577	346,516,577
- Transferred from Statement of Profit and Loss	5,000,000	5,000,000
Sub-Total (A)	<u>356,516,577</u>	<u>351,516,577</u>

(B) Surplus in Statement of Profit and Loss

- As at commencement of the year	135,348,107	48,343,718
- Surplus in Statement of Profit & Loss for the year	<u>95,860,217</u>	<u>231,208,324</u>
	98,302,480	146,646,198



	As at 31.03.2013 (₹)	As at 31.03.2012 (₹)
Less:		
Transfer to General Reserve	(5,000,000)	(5,000,000)
Proposed Dividend	—	(5,098,488)
Dividend Distribution Tax on Proposed Dividend	—	(827,102)
Adjustment in Fixed Assets due to Order of assessing authority for the year 2003-04	—	565,455
Earlier year Provisions no longer required (Provision for Gratuity)	—	193,252
Income Tax/MAT Credit	99,844	(1,131,208)
	(4,900,156)	
Balance as at end of the year	226,308,168	135,348,107
Sub-Total (B)		
Total (A+B)	582,824,745	486,864,684

NOTE NO. - 2.3

LONG-TERM BORROWINGS

A) Secured Loans

Long Term Loans - From Banks

i) Rupee Term Loan - State Bank of India (Total sanctioned Term Loan is ₹ 32.50 Crore which is repayable in 20 quarterly installments of ₹ 1.625 Crore each, starting from 31.03.2013)	308,750,000	56,200,000	
ii) ECB Loan - Axis Bank Limited (USD 50 Lacs)	272,050,000	—	
iii) Corporate Loan - State Bank of India	150,000,000	730,800,000	56,200,000

B) Unsecured Loans

Long Term Loans - Others

Security Deposits from Customers	50,000	50,000
	730,850,000	56,250,000

NOTE NO. - 2.4

DEFERRED TAX LIABILITIES (NET)

(Net Liability due to timing difference)

59,357,816	15,067,118
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As per Accounting Standard AS-22 on Accounting for taxes on income, the Company has recorded the cumulative net deferred tax liability up to 31.03.2012 of ₹1,50,67,118/-. For the current year the Company has recorded the Cumulative Net Deferred Tax Liability of ₹ 5,93,57,816/- and the difference of ₹ 4,42,90,698/- has been charged to Statement of Profit and Loss.

Computation of Deferred Tax Liability/Assets

Difference in Tax and Book Depreciation-WDV	214,321,197	50,504,944
Less : Bonus Payable Disallowed U/s 43 B	2,824,166	2,047,902
: Net disallowed Amalgamation expenses	386,386	571,425
: Leave Encashment Payable disallowed U/s 43B	3,666,490	1,446,666
: Unabsorbed Depreciation	24,385,124	—
	183,059,031	46,438,951
Tax on above difference	59,357,816	15,067,118
Less: Deferred Tax Liability 31.03.2012	15,067,118	18,609,587
Deferred Tax (Assets)/Liability for the Year	44,290,698	(3,542,469)



	As at 31.03.2013 (₹)	As at 31.03.2012 (₹)
NOTE NO. - 2.5		
LONG TERM PROVISIONS		
For Employees Benefit (Leave Encashment)	3,179,728	1,800,565
Provision for Gratuity	9,455,111	8,732,448
	12,634,839	10,533,013
The Company has made long term provisions on the basis of actuarial valuation.		
Details of Employee Benefit		
<u>Current (Short Term)</u>		
- Leave Encashment	486,762	126,767
- Gratuity	503,589	322,912
	990,351	449,679
<u>Non Current (Long Term)</u>		
- Leave Encashment	3,179,728	1,800,565
- Gratuity	9,455,111	8,732,448
	12,634,839	10,533,013
Total	13,625,190	10,982,692
<u>Retirement Benefits</u> : Contributions are made to Approved Employees' Provident Fund. In respect of Gratuity, the Company has opted for Group Gratuity Life Insurance Scheme of the Life Insurance Corporation of India and Reliance Life Insurance Company Limited.		
NOTE NO. - 2.6		
SHORT TERM BORROWINGS		
A) Secured Loans		
<u>Short Term Loans - From Banks</u>		
*Packing Credit / Post Shipment loans	171,977,177	148,325,942
*Cash Credit Accounts	292,287,378	98,000,975
	464,264,555	246,326,917
(*Charge on Current and Non-Current Assets of factories)		
B) Unsecured Loans		
<u>Short Term Loans - Others</u>		
From related parties	30,741,428	30,105,377
Deposit/Inter Corporate Deposits	206,916,702	58,312,170
	237,658,130	88,417,547
	701,922,685	334,744,464
NOTE NO. - 2.7		
TRADE PAYABLES		
Trade Creditors	192,106,026	79,568,936
Advance received from Customers	1,642,815	135,946,891
	193,748,841	215,515,827
NOTE NO. - 2.8		
OTHER CURRENT LIABILITIES		
Expenses Payable	32,378,668	26,161,120
Unclaimed Dividend	979,273	775,824
Statutory Liabilities	5,968,149	2,846,817
Other Payables against Fixed Assets & Services etc.	100,800,619	59,529,675
	140,126,709	89,313,436
NOTE NO. - 2.9		
SHORT TERM PROVISIONS		
For Taxation	7,630,718	1,795,063
For Dividend Distribution Tax	—	827,102
For Dividend	—	5,098,488
For Leave Encashment	486,762	126,767
For Gratuity	503,589	322,912
	8,621,069	8,170,332



**NOTE NO. - 2.10
FIXED ASSETS**

(in ₹)

Particulars	Gross Block (At Cost)				Depreciation			Profit/ Loss on Assets	Net Block		
	As at 01.04.12	Additions during the year	Sales during the year	Adjust- ment	As at 31.03.13	Up to 01.04.12	For the Year		Adjust- ment	Upto 31.03.13	As at 31.03.13
A) Tangible Assets											
Land	84,354,652	11,047,903	—	—	95,402,555	—	—	—	—	95,402,555	84,354,652
Building	28,012,574	533,510,092	2,813,155	—	558,709,511	16,987,803	15,771,079	—	32,758,882	525,950,629	11,024,771
Plant & Machinery	206,848,280	708,149,707	—	6,329,047	908,668,940	149,812,272	50,861,041	6,329,047	194,344,266	714,225,811	57,036,008
Furniture & Fixtures	4,110,917	2,259,751	—	—	6,370,668	2,495,424	365,065	—	2,860,489	3,510,179	1,615,493
Office Equipments	2,919,565	1,028,475	—	—	3,948,040	1,721,621	216,692	—	1,938,313	2,009,727	1,197,944
Computer Hardwares	6,813,980	1,006,332	—	—	7,820,312	5,841,902	588,184	—	6,430,086	1,390,226	972,078
Vehicles	3,683,620	1,106,336	—	—	4,789,956	1,602,157	746,605	—	2,348,762	2,441,194	2,081,463
R&D Equipments	5,556,938	1,674,269	—	—	7,231,207	1,612,206	780,180	—	2,392,386	4,838,821	3,944,732
Total-A	342,300,526	1,259,782,865	2,813,155	6,329,047	1,592,941,189	180,073,385	69,328,846	6,329,047	243,073,184	1,349,769,142	162,227,141
B) Intangible Assets											
Computer Softwares	982,590	860,514	—	—	1,843,104	792,308	287,250	—	1,079,558	763,546	190,282
Total-B	982,590	860,514	—	—	1,843,104	792,308	287,250	—	1,079,558	763,546	190,282
C) Capital Work-in-Progress (Tangible)											
	482,699,437	(482,699,437)	—	—	—	—	—	—	—	—	482,699,437
Total-C	482,699,437	(482,699,437)	—	—	—	—	—	—	—	—	482,699,437
Grand Total (A+B+C)	825,982,553	777,943,942	2,813,155	6,329,047	1,594,784,293	180,865,693	69,616,096	6,329,047	244,152,742	1,350,532,688	645,116,860
Previous Year	449,058,457	467,728,393	39,176,607	51,627,690	825,982,553	216,204,400	16,615,921	51,627,690	181,192,631	645,116,860	232,288,602

1. Depreciation has been provided for on written down value method as per Schedule XIV of the Companies Act, 1956.

2. Impairment of Assets (AS 28) : The Management periodically assess using, external and internal source, whether there is an indication that an assets may be impaired and Company foresee on such impairment indication as on the balance sheet date.

3. Land includes leasehold lands by GIDC (Gujarat): (i) Factory land located at Dahej (Gujarat) valued ₹70,409,459/- (lease period starts from 11.08.2010 and is valid till 99 years); and (ii) Residential Plot at Atali, Dahej (Gujarat), valued ₹7,849,604/- (lease period for 99 years).



	As at 31.03.2013 (₹)	As at 31.03.2012 (₹)
NOTE NO. - 2.11		
NON-CURRENT INVESTMENTS		
Long Term Investment		
Investment in unquoted Equity Instruments - at Cost		
a) 69930 Equity Shares of Rs.10/- each Fully paid up of Pattancheru Enviro-Tech Ltd.	699,300	699,300
b) 1761 Equity Shares of Rs. 100/- each Fully Paid up of Jeedimetla Effluent Treatment Ltd.	176,100	176,100
	875,400	875,400
Gratuity Funds		
a) in Life Insurance Corporation of India	10,887,701	8,191,152
b) in Reliance Life Insurance Company Ltd.	946,883	864,208
	11,834,584	9,055,360
	12,709,984	9,930,760
NOTE NO. - 2.12		
LONG-TERM LOANS & ADVANCES		
Security Deposit (Unsecured, Considered Good)	11,583,522	9,777,252
NOTE NO. - 2.13		
INVENTORIES		
Raw Materials and others	126,303,306	57,272,897
Work-in-Progress	129,231,243	67,676,150
Finished Goods	117,052,810	42,070,446
	372,587,359	167,019,493
NOTE NO. - 2.14		
TRADE RECEIVABLES		
<u>Debtors outstanding for a period exceeding six months</u>		
- Considered Good	14,150,514	352,461
<u>Other Debtors</u>		
- Considered Good	436,004,878	300,020,934
	450,155,392	300,373,395
Balances of Sundry Debtors, Advances to Suppliers and Creditors and Advances from Customers are subject to confirmation.		
Trade Receivables outstanding for a period exceeding six months from the date they are due for payment disclosed separately.		
NOTE NO. - 2.15		
CASH & CASH EQUIVALENTS		
Cash in Hand	902,313	721,333
National Saving Certificates	1,000	—
<u>Balance with Scheduled Banks</u>		
- In Current Accounts	29,394,936	8,427,895
- In Fixed Deposit Accounts (Margin Money)	12,545,202	6,159,248
- In Dividend Accounts	979,273	775,824
	42,919,411	15,362,967
	43,822,724	16,084,300



	As at 31.03.2013 (₹)	As at 31.03.2012 (₹)
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NOTE NO. - 2.16

SHORT-TERM LOANS & ADVANCES

Unsecured Advances

Service Tax, VAT & Income Tax	60,449,203	16,310,998
Export Incentives Receivables	10,926,917	15,105,709
Central Excise and Custom Duties	117,557,604	27,177,740
Prepaid Expenses	2,537,503	2,766,746
Advance for Capital Goods & Services	18,224,962	17,855,196
Other Advances	8,103,563	22,977,522
	217,799,752	102,193,911

NOTE NO. - 2.17

OTHER CURRENT ASSETS

Engineering Spares & other Stores	13,382,683	8,343,770
R & D Stocks	—	106,533
	13,382,683	8,450,303

	Year ended 31.03.2013 (₹)	Year ended 31.03.2012 (₹)
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NOTE NO. - 2.18

REVENUE FROM OPERATIONS

Sales/Income from operation

Gross Sales	2,012,738,173	1,517,219,611
Less : Excise Duty	159,633,645	110,714,711
Net Sales	1,853,104,528	1,406,504,900
Job Work Income	2,544,629	953,407
	1,855,649,157	1,407,458,307
Other Operating Income		
Export Incentives	19,931,158	11,999,972
Insurance Claim on Transit Losses	—	15,954
	19,931,158	12,015,926
	1,875,580,315	1,419,474,233

NOTE NO. - 2.19

OTHER INCOME

Rental Charges of Cylinders	4,000	24,000
Interest received	1,002,712	851,969
Income from Dividend / Mutual Funds	—	72,906
Loss on Investments	—	(420,000)
Bad Debts Recovered	1,266,849	623,210
Short Term Capital Gain (Mutual Funds)	47,531	—
Profit on sale of fixed assets	—	326,938
Exchange Difference (Net)	3,746,181	—
	6,067,273	1,479,023



	Year ended 31.03.2013 (₹)	Year ended 31.03.2012 (₹)
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NOTE NO. - 2.20

COST OF MATERIALS CONSUMED

Raw Material (RM) Consumed

Opening Stock: Raw Materials & others	57,272,897		69,340,325	
Purchases: Raw Materials & others	1,459,962,761	1,517,235,658	983,625,364	1,052,965,689
Less : Closing Stock: Raw Materials & others		126,303,306		57,272,897
		<u>1,390,932,352</u>		<u>995,692,792</u>

Cost of goods consumed/sold includes cost of raw materials, consumable stores, fuels/oils, packing materials & utilities.

NOTE NO. - 2.21

**CHANGES IN INVENTORIES OF FINISHED GOODS,
WORK-IN-PROGRESS AND STOCK-IN-TRADE**

Opening Stock				
Finished Goods	42,070,446		11,360,965	
Stock-in-Process	67,676,150	109,746,596	37,522,196	48,883,161
Less: Closing Stock				
Finished Goods	117,052,810		42,070,446	
Stock-in-Process	129,231,243	246,284,053	67,676,150	109,746,596
(Increase)/Decrease in Stock		<u>(136,537,457)</u>		<u>(60,863,435)</u>

NOTE NO. - 2.22

EMPLOYEES BENEFIT EXPENSE

Salary, Wages & Bonus	96,413,703		64,279,291	
Provision for Leave Encashment	2,673,823		1,446,666	
Directors' Remuneration	15,678,758		15,241,240	
Diwali Expenses	811,848		660,148	
Premium for Group Gratuity	625,111		1,918,980	
Employer's contribution to Provident Fund, ESI, LWF	3,583,903		2,928,276	
Staff and Labour Welfare Expenses	2,818,151		995,228	
Staff Bus Expenses	4,237,210		1,834,539	
Workers Safety Expenses	738,517		316,437	
	<u>127,581,024</u>		<u>89,620,805</u>	

NOTE NO. - 2.23

FINANCIAL COSTS

Cash Discount	15,003,378		5,394,497	
Interest on Working Capital loan	22,589,288		2,443,826	
Interest on Other Loans	30,046,213		144,679	
	<u>67,638,879</u>		<u>7,983,002</u>	

The borrowing cost of ₹31,817,641/- relating to acquisition/construction of qualifying assets at its manufacturing unit at Dahej which started its commercial production in three different phases during the year. All other borrowing costs are charged to Statement of Profit & Loss. The total fixed assets of Dahej Unit includes accumulated borrowing cost of ₹ 69,165,605/- up to 31.03.2013.



	Year ended 31.03.2013 (₹)	Year ended 31.03.2012 (₹)
NOTE NO. - 2.24		
OTHER EXPENSES		
Manufacturing Expenses		
Freight & Cartage Inward	22,192,589	16,260,276
Power & Electricity	55,702,056	29,663,424
Testing Expenses	56,046	70,797
Machinery Repairs & Maintenance	29,861,621	38,169,435
Factory Maintenance	16,245,263	21,711,279
Laboratory Expenses	2,222,552	1,044,731
Job Work Expenses	1,168,857	2,386,800
R & D Expenses*	6,084,459	4,929,893
ETP/Pollution Control Expenses	19,330,080	34,676,754
	152,863,523	148,913,389
Administrative, Operative & Selling Expenses		
Advertisement & Publicity	1,980,341	16,285,218
AGM Expenses	12,860	18,000
Analysis / Registration Expenses	6,509,170	1,193,858
Bad Debts written off	—	141,044
Bank Charges	5,230,906	2,623,217
Book Periodicals & Subscription	1,008,340	600,426
Building Repairs & Maintenance	2,841,970	1,517,208
Business Promotion Expenses	1,923,094	5,294,180
Commission Paid	4,006,375	2,524,547
Computer Expenses	288,276	219,810
Conveyance Expenses	1,489,880	1,154,881
Electricity Charges	1,369,581	348,430
Exchange Difference (Net)	—	7,723,827
Filing Fees	13,000	10,500
Freight & Forwarding Outward	10,332,227	7,219,506
General / Misc. Expenses	482,851	270,389
Hire Charges	4,024,226	1,417,484
Insurance Charges	2,089,020	2,007,268
Legal & Professional Fee	6,182,739	18,332,683
Listing Fee	35,064	24,618
Office Expenses	1,272,476	940,347
Payment to Auditors	545,000	662,900
Postage & Telephone Expenses	2,242,719	1,470,528
Printing & Stationery Expenses	1,171,997	487,916
Rates & Taxes	982,457	786,284
Rebates & Short / Excess	39,739	408,571
Rent Paid	354,900	296,400
Sales Tax Paid	209,054	—
Security Expenses	2,951,056	1,974,014
Service Tax Paid	183,611	23,603
Tour & Travelling Expenses	4,454,716	2,307,569
Vehicle Running & Maintenance	635,044	380,588
	64,862,689	78,665,814
	217,726,212	227,579,203



***Note: R&D Expenses** - The Company is registered as Research & Development Unit (R&D) with Ministry of Science & Technology, Govt. of India, Department of Scientific & Industrial Research, New Delhi, hence eligible for weighted deduction U/S 35(2AB) of the Income Tax Act on expenditure incurred for the purpose. Total expenditure of ₹ 77,58,728/- (Revenue Expense of ₹ 60,84,459/- and Capital Expenditure of ₹16,74,269/-) are eligible for weighted deduction U/S 35(2AB) of the Income Tax Act, 1961.

	Year ended 31.03.2013 (₹)	Year ended 31.03.2012 (₹)
NOTE NO. - 2.25		
EXCEPTIONAL ITEMS		
Amalgamation expenses written off	—	756,464
Contribution for Research Activities U/s 35(1)(ii)	—	21,750,000
Contribution U/s 35AC	1,600,000	—
Donations	1,100,000	8,015,100
Insurance Claim on Stocks*	—	(26,246,535)
Loss-in-transit - Export Consignment	1,562,976	—
Loss on sale of Fixed Assets	98,863	—
	4,361,839	4,275,029

Notes :

- Loss in transit-Export Consignment** : The Company had exported goods to China in August, 2012. The Cargo carrying the goods met wild fire in transit and the vessel carrying the goods was forced to detain in transit. The exported goods of the Company in the vessel however could be saved from fire which could not land the port of destination up to the date of signing of this report. In the meantime the market rate of exported goods slides down drastically. The difference in market price of the said goods on 31.03.2013 over the billing price of the consignment was therefore booked as loss in transit - Export Consignment under the head Exceptional Items.
- Insurance claim towards loss of stock due to fire** : Company received a sum of ₹26,246,535/- in the preceding year towards insurance claim against loss of stocks in fire at its factory at Hyderabad (A.P.) during the financial year 2007-08. As the loss was booked as an expenditure in Profit & Loss Account in the financial year 2007-08, claim against it is credited to the Statement of Profit & Loss of the preceding year under the head Exceptional Item.

NOTE NO. - 2.26

DETAILS OF PAYMENT TO AUDITORS

To Statutory Auditors

- as Statutory Audit	250,000	220,000
- as Advisory services	170,000	420,000
To Cost Auditors	125,000	150,000
To Internal Auditors	—	165,400
	545,000	662,900

2.27 CONTINGENT LIABILITIES AND COMMITMENTS NOT PROVIDED FOR IN RESPECT OF :

	As at 31.03.2013 (₹ in Lacs)
i) Guarantees given to Addl. Excise & Taxation Commissioner, Panchkula	5.70
ii) Surety given to Dy. Excise & Taxation Commissioner (S.T. Rohtak) and Customs and Central Excise Commissioner, Jammu (J&K)	258.16
iii) In respect of certain disallowances confirmed by Hon'ble Delhi High Court in the case of the Company for Asstt. Year 1997-98 to 2001-02, the demand has not yet ascertained and hence not taken into account.	



2.28 As the Hon'ble Punjab & Haryana High Court struck down the constitutional validity of Haryana Local Area Development Tax (LADT) imposed by the Haryana Govt., the Company has applied for refund of LADT deposited in the earlier years. However, matter is subjudice.

2.29 The Company is liable to pay income tax of ₹28,232,701/- under MAT provisions for the year under reference as the taxable income as per normal provisions of the Act is negative. The Company has reasons to believe and is assured of its set off out of coming years profits. The total such tax alongwith brought forward balance of ₹307,839/- from earlier years is carried forward for set off at ₹28,540,540/- under the head Short Term Loans and Advances. The same has therefore not considered for current taxes.

2.30 RELATED PARTY TRANSACTIONS

As per Accounting Standard AS-18 issued by the Institute of Chartered Accountants of India, the Company's related parties with whom transactions executed during the year, are disclosed below :

a) Key Management Personnel & their Relatives

i) Shri S.N.Gupta	Chairman & Managing Director
ii) Shri M.P.Gupta	Whole Time Director
iii) Shri R.P.Gupta	Whole Time Director
iv) Shri Ajay Gupta	Executive Director
v) Shri V.K.Sharma	Executive Director
vi) Smt. Sweety Gupta	Wife of Shri S.N. Gupta
vii) Shri Dinesh Gupta	Son of Shri S.N. Gupta

b) Related Entities

i) Bharat Insecticides Limited	ii) B R Agrotech Limited
iii) BRL Finlease Limited	iv) Centum Finance Limited
v) Synochem Organics Pvt. Limited	vi) S.N.Gupta & Sons (HUF)

c) Transactions with Related Parties

(in ₹)

Name of Related Party	Nature of Transactions	Amount Credited/Paid	
		Year ended 31.03.13	Year ended 31.03.12
Shri S.N.Gupta	Managerial Remuneration	6,561,061	7,005,628
	Loan taken	8,485,000	50,015,000
	Loan repaid	10,425,000	35,550,000
	Interest on loan	1,947,088	1,318,649
Shri M.P.Gupta	Managerial Remuneration	2,982,301	3,192,956
	Loan taken	12,000,000	27,000,000
	Loan repaid	23,200,000	11,900,000
	Interest on loan	691,394	392,881
Shri R.P.Gupta	Managerial Remuneration	2,395,200	2,556,861
Shri Ajay Gupta	Managerial Remuneration	2,071,284	1,800,228
Shri V.K.Sharma	Managerial Remuneration	1,668,912	685,567
B R Agrotech Limited	Sales	95,994,768	67,295,626
	Material Purchased	144,388	—
	ICD received	—	85,000,000
	ICD repaid	—	85,000,000
	Interest paid on ICD	—	3,744,425
	Advance received against sale	—	61,265,503



(in ₹)

Name of Related Party	Nature of Transactions	Amount Credited/Paid*	
		Year ended 31.03.13	Year ended 31.03.12
Bharat Insecticides Limited	Material purchased	12,343,356	15,046,122
	Rent paid	245,400	245,400
	Sales	161,304,543	113,361,526
	Advance received against sale	—	62,452,739
BRL Finlease Limited	ICD received	—	19,500,000
	ICD repaid	—	19,500,000
	Interest paid on ICD	—	2,332,606
Centum Finance Limited	ICD received	—	37,200,000
	ICD repaid	—	37,200,000
	Interest paid on ICD	—	1,130,718
Synochem Organics Pvt. Ltd	Sales (DEPB)	1,095,275	—
	Material Purchased	488,093	—
Smt. Sweety Gupta	Loan received	150,000	8,750,000
	Loan repaid	135,000	1,435,000
	Interest paid on Loan	1,152,651	300,953
	Fixed Deposit repaid	—	560,000
Shri Dinesh Gupta	Loan received	1,560,000	—
	Loan Repaid	150,000	—
	Interest paid on Loan	170,658	—
	Fixed Deposit received	—	300,000
	Fixed Deposit repaid	—	300,000
S.N. Gupta & Sons (HUF)	Loan Received	620,000	—
	Loan Repaid	20,000	—
	Interest paid on Loan	58,094	—
	Rent paid	1,200,000	—

Details of outstanding balances as at March 31, 2013 and March 31, 2012

(in ₹)

Name of Related Party	Year ended	
	31.03.13	31.03.12
Shri S.N.Gupta	14,464,163	14,651,784
Shri M.P.Gupta	4,875,848	15,453,593
Smt. Sweety Gupta	9,185,540	—
Shri Dinesh Gupta	1,563,592	—
S.N.Gupta & Sons (HUF)	652,285	—
B R Agrotech Limited	(12,259)	61,219,506
Bharat Insecticides Limited	—	61,737,624

Note : Related Party Transactions are as identified by the Company and relied upon by the Auditors.

2.31 As per Accounting Standard AS-20 on earning per share, issued by the Institute of Chartered Accountants of India, the earning per share of the Company is ₹ 22.56 (Last Year ₹ 23.14).

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BharatRASAYAN LIMITED

1501, Vikram Tower, Rajendra Place, New Delhi-110008.

PROXY FORM

I/We.....of.....in the district of.....being a member(s) of the above named company, hereby appoint Mr./Miss/Mrs.....of.....in the district of..... or failing him/her, Mr./Miss/Mrs.....in the district of.....as my/our proxy to vote, for me/us on my/our behalf at the 24th Annual General Meeting of the Company to be held on Thursday, September 26, 2013, or at any adjournment thereof.

No. of shares held..... Registered Folio No.....

D.P.ID No.#..... Client ID No.#.....

Signed this.....day of2013.

Affix
15 paise
Revenue
Stamp

Signature(s)

Note: The proxy form must be deposited at the Registered Office of the Company at 1501, Vikram Tower, Rajendra Place, New Delhi-110008, not less than 48 hours before the time for holding the meeting. Proxy need not be a member.

For members holding shares in dematerialized mode.

TEAR HERE

BharatRASAYAN LIMITED

1501, Vikram Tower, Rajendra Place, New Delhi-110008.

ATTENDANCE SLIP

Name of the shareholder(s) :
(IN BLOCK LETTERS)

Registered Folio No. :

D.P.ID No.#..... Client ID No.#.....

I/We hereby record my/our presence at the 24th Annual General Meeting on Thursday, September 26, 2013 at 10.30 A.M. at Satyam Banquets, 6, Bhera Enclave, Paschim Vihar, Outer Ring Road, New Delhi-110087.

I/We certify that I/we am/are registered shareholder/proxy* for the registered shareholder of the Company.

.....
(Name of the Proxy)

.....
(Signature of the member/proxy* to
be signed at the attendance counter)

*Delete whichever is not applicable

#For members holding shares in dematerialized mode.

Notes:

1. For their own convenience, the members are requested to deliver their attendance slips at the attendance counter in a queue.
2. Incomplete attendance slips will not be accepted at the attendance counter. For any problem or information, please contact the enquiry counter, before proceeding to attendance counter.
3. Please bring your copy of annual report at the Annual General Meeting.
4. **No gifts/coupons shall be distributed at the meeting.**

BOOK POST

If undelivered, please return to :

BHARAT RASAYAN LIMITED

1501, Vikram Tower, Rajendra Place,
New Delhi - 110 008.