



**21st
Annual Report
2009-2010**



Bharat RASAYAN LIMITED
(AN ISO 9001 : 2008 CERTIFIED COMPANY)

**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****SANDESH JAIN****NARESH AGARWAL****PANKAJ GUPTA****RAM KANWAR**

Director (Executive)

Director (Independent & Non-Executive)

Director (Independent & Non-Executive)

Director (Independent & Non-Executive)

Director (Independent & Non-Executive)

**COMPANY SECRETARY &
COMPLIANCE OFFICER****ITTI BHARGAVA****AUDITORS****M/S. B.K. GOEL & ASSOCIATES**

Chartered Accountants

P-16, N.D.S.E.-II,

New Delhi - 110 049.

BANKERS**STATE BANK OF INDIA****REGISTERED OFFICE**

1501, Vikram Tower,

Rajendra Place,

New Delhi - 110 008.

FACTORY

2 KM Stone, Madina-Mokhra Road,

Village Mokhra, Tehsil Meham,

Distt. Rohtak (Haryana).

**REGISTRAR & SHARE
TRANSFER AGENT****M/S. LINK INTIME INDIA PVT. LIMITED**

A-40, 2nd Floor, Naraina Industrial Area, Phase-II,

Near Batra Banquet Hall, New Delhi - 110 028.

Tel. Nos. : 91-11-41410592-94

Fax No. : 91-11-41410591

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

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NOTICE

The 21st Annual General Meeting of Bharat Rasayan Limited will be held at Satyam Banquets, 6, Bhera Enclave, Paschim Vihar, Outer Ring Road, New Delhi-110087, on Friday, the 20th August, 2010, at 10:30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and Adopt the audited Balance Sheet and Profit & Loss Account for the year ended 31st March, 2010 and the Directors' and Auditors' Reports thereon.
2. To consider declaration of dividend for the financial year ended 31.03.2010.
3. To appoint a Director in place of Mr. S.N.Gupta who retires by rotation and is eligible for reappointment.
4. To appoint a Director in place of Mr. R.P.Gupta who retires by rotation and is eligible for reappointment.
5. To appoint Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to Section 293(1)(e) of the Companies Act, 1956, approval of members be and is hereby granted for contribution to be made by the Company upto Rs. 75,00,000/- (Rupees Seventy Five Lacs Only) to Charitable and Other Funds."

Regd. Office

1501, Vikram Tower,
Rajendra Place,
NEW DELHI-110008.
JULY 26, 2010

BY ORDER OF THE BOARD

Sd/-
(**ITTI BHARGAVA**)
COMPANY SECRETARY

EXPLANATORY STATEMENT

The explanatory statement as required under Section 173(2) of the Companies Act, 1956, in respect of Special Business

ITEM NO. 6

Your Company has been in the forefront in carrying out various social activities, thereby meeting its social obligations and responsibility towards society. Your Company has planned to make contribution upto Rs. 75,00,000/- (Rupees Seventy Five Lacs only) to Charitable and Other Funds.

The Directors recommend this resolution for acceptance by the members.

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote, instead of himself, and such proxy need not be a member of the Company. Proxies in order to be effective, must be delivered at the registered office of the Company, not less than 48 hours before the time of the meeting.
2. Members/Proxies should bring the attendance slip duly completed. Members who hold shares in dematerialised mode are requested to bring their Client-ID and DP-ID numbers also for easy reference.
3. The copies of the annual report will not be distributed at the annual general meeting. Members are, therefore, requested to bring their copies of the annual report to the meeting. However, detailed Annual Accounts will be available for inspection and copy can be obtained on demand.
4. Members intending to seek any information on the annual accounts at the meeting are requested to intimate the Company at least seven days before the date of the meeting.
5. Nominations - Members holding shares in physical mode and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 109A of the Companies Act, 1956, may obtain the prescribed Form-2B, from the Company or download from the website of Ministry of Corporate Affairs (MCA). Members holding shares in dematerialised mode may approach their Depository Participant (DP) in this regard.



6. M/s. Link Intime India Pvt. Limited acts as a Registrar and Share Transfer Agent on behalf of the Company and is a common agency for dealing with demat and physical shares.
7. The share transfer books and register of members of the Company will remain close from 16.08.2010 to 20.08.2010 (both days inclusive).
8. The Unclaimed Dividend for the financial years ended on 31.03.2008 and 31.03.2009 lying in the unpaid dividend account will be transferred to the Investors Education and Protection Fund (IEPF) Account after completion of seven years. Members who have not encashed their dividend may lodge their claim with the company immediately.
9. The Dividend, if approved by the members in the ensuing Annual General Meeting, will be paid on or before 19th September, 2010 to those shareholders whose names appear:
 - a) as Member in the Register of Members of the Company after giving effect to all valid share transfers in physical form which are lodged with the Company/Registrar & Share Transfer Agent on or before 16th August, 2010; and
 - b) in respect of the shares in electronic form on the basis of beneficial ownership furnished by National Securities Depositories Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) for this purpose as at the end of 16th August, 2010.

Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their electronic share accounts and to the Company Secretary or Registrar & Share Transfer Agent M/s. Link Intime India Pvt. Limited, in respect of their physical shares quoting their folio number.
10. The register of Directors' Shareholding shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
11. Information required to be furnished under the Listing Agreement in respect of following directors proposed to be appointed / reappointed as Directors:

Particulars	Name of the Directors	
	Mr. S.N.GUPTA	Mr. R.P.GUPTA
Age	62 Years	44 Years
Qualification	M.A. (Economics)	B.Com.
Experience	34 Years	24 years
Directorship	since 15.05.1989	since 15.05.1989
Work exposure	Specialization in the field of International Business, Overall Marketing Strategy and Corporate Planning	looking after the factory Production, Procurement and General Administration
Directorship in other Companies	- Bharat Insecticides Limited - Siris Crop Sciences Limited - Crop Care Federation of India	- Bharat Insecticides Limited - B R Agrotech Limited - Siris Crop Sciences Limited
Proprietorship	No	Gupta Associates
Member of any Committee in the Company	No	- Shares Transfer Committee

BY ORDER OF THE BOARD

NEW DELHI
JULY 26, 2010

Sd/-
(ITTI BHARGAVA)
COMPANY SECRETARY



DIRECTORS' REPORT

TO THE MEMBERS OF BHARAT RASAYAN LIMITED

Your Directors have pleasure in presenting their 21st Annual Report together with the audited accounts of the Company for the year ended 31st March, 2010 :

FINANCIAL RESULTS

(Rs. In Lacs)

Particulars	For the year ended 31.03.2010	For the year ended 31.03.2009
Sales & Other Income	10287.03	10703.23
Profit before interest & depreciation	971.62	1018.67
Less : Interest	15.25	49.58
: Depreciation	87.59	92.05
Profit before income tax	868.78	141.63
Less: Provision for Taxation - Current Liability	295.98	877.04
- Last Year	0.34	311.87
	296.32	50.00
	572.46	361.87
Less: Provision for FBT	Nil	515.17
	572.46	2.31
Add: Deferred Tax Assets	8.35	512.86
Profit after tax	580.81	4.43
Less: Provision for dividend distribution tax	12.70	517.29
Provision for Dividend	76.48	14.44
	89.18	42.49
	491.63	56.93
Surplus brought forward from previous year	32.15	460.36
Profit available for appropriation	523.78	21.79
Appropriations		482.15
Transferred to General Reserve	500.00	
Balance being surplus carried over to the Balance Sheet	23.78	450.00
		32.15

FINANCIAL HIGHLIGHTS

The gross receipts for the financial year 2009-10 of the Company were Rs 102.87 Crores as compared to Rs. 107.03 Crores in the previous year, registering a marginal decline of 3.88%. Exports during the year were Rs. 31.34 Crores as compared to Rs. 50.42 Crores in the previous year. Due to levy of anti-dumping duty on one of raw material, export became incompetitive, leading a decline of 37.84%. Profit after tax has increased to Rs. 5.81 Crores as compared to Rs. 5.17 Crores in the previous year, registering a growth of 12.38%.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report in terms of Clause-49 of the Listing Agreement with Stock Exchange(s) is enclosed as **Annexure-I**.

DIVIDEND

Your directors are pleased to recommend dividend of 18%, i.e. Rs. 1.80 per share. The Company's net outgoing on account of dividend (excluding tax on distributed profits) will be Rs. 76.48 Lacs.

FIXED DEPOSITS

As on 31.03.2010, there was no deposit under section 58A of the Companies Act, 1956.

INSURANCE

The Company continues to carry 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.

**EVENTS IN FACTORY**

Due to riots / malicious damages by local villagers factory was temporarily shut down on 07.07.2010 till improvement in the law and order situation. Management is making all efforts to resolve issues with villagers with their participation and factory is expected to resume production shortly. The Company is adequately insured as Company has taken Loss of Profit policy. Therefore, the financial implications of the forced shut-down of the factory would not be substantial.

POLLUTION CONTROL

The Company has taken various initiatives to keep the environment free from pollution. It has installed various devices in the factory to control the pollution.

AUDITORS & AUDITORS' REPORT

M/s. B.K.Goel & Associates, Chartered Accountants, the auditors of the Company retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. Your Directors recommend for their re-appointment.

The report of the Auditors is self-explanatory and does not call for any comments from the Directors.

STATUTORY STATEMENTS**a) Conservation of energy, technology absorption and foreign exchange earnings/outgo**

Statements pursuant to section 217(1)(e) of the Companies Act, 1956, are given in Annexure-II.

b) Particulars of employees pursuant to section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975:

As such there is no employee covered under the said Rules.

c) Directors' responsibility statement pursuant to Section 217(2AA) of the Companies Act, 1956

Your Directors confirm:

1. that in the preparation of the Annual Accounts the applicable accounting standards have been followed. There were no material departures requiring any explanation.
2. that the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2010 and of the profit of the Company for the year ended on that date.
3. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. that the Directors have prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE

Your Company has been committed to the principles of good corporate governance and the Board of Directors always believes in the transparency, accountability and integrity. Pursuant to Clause 49 of the Listing Agreement, a Report on Corporate Governance and Auditor's Certificate on it is given in **Annexure-III.**

DIRECTORATE

Mr. S.N.Gupta and Mr. R.P.Gupta retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible offer themselves for reappointment.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation of the support extended by the Company's bankers, customers, suppliers, all other service providers and associates and last but not the least, the shareholders. Your directors also take this opportunity to place on record their sincere appreciation to employees of the Company, at all levels, for their concerted efforts and services rendered to the Company during the year.

ON BEHALF OF THE BOARD

Sd/-
(S.N.GUPTA)

CHAIRMAN & MANAGING DIRECTOR



ANNEXURE - I TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Development

The Company is engaged in the business of agrochemicals. In Indian agrochemicals industry, there is equal presence of Multinational as well as Indian Companies. The MNCs have focused on high-end speciality products whereas Indian players have focused on generic and off-patent products. With the growth of Indian economy and the emphasis placed by the Government on improving productivity in the Agriculture Sector, the agrochemicals industry has a pivotal role to play.

The industry has built up large capacities and has many players resulting in high level of competition. Due to seasonal nature of the business and uncertainties involved in the coverage of monsoon, a large inventory is required to be maintained.

Financial Performance with respect to operational performance

The gross receipts for the financial year 2009-10 of the Company were Rs 102.87 Crores as compared to Rs. 107.03 Crores in the previous year, registering a marginal decline of 3.88%. Exports during the year were Rs. 31.34 Crores as compared to Rs. 50.42 Crores in the previous year. Due to levy of anti-dumping duty on one of raw material, export became incompetent, leading a decline of 37.84%. Profit after tax has increased to Rs. 5.81 Crores as compared to Rs. 5.17 Crores in the previous year, registering a growth of 12.38%.

Outlook

Having regard to the thrust given by the Central Government to the agriculture sector and overall good monsoon, the outlook for the current year 2010-11 appears to be a good year.

Risk, Concern and Threats

The overall pesticides business is dependent on weather and sudden change in weather affects the demand for the agrochemicals and this kind of risk remains in this industry.

Even though, the agrochemical industry plays a very positive role to increase the productivity of the agriculture but there is always a negative perception in the minds of the people and environmentalists about its effects on environment and agriculture produce.

The industry has to maintain a large inventory and offers extended credit due to seasonality of agricultural operations.

SWOT ANALYSIS

Strength

1. Your Company is one of the foremost Companies in India that has a large manufacturing range of agrochemicals. It is one of the few companies manufacturing its own technical grade pesticides from basic raw materials. This gives it an inherent advantage over quality and prices.
2. The Company's products have been widely accepted in foreign markets also.
3. The Company has a team of professionally qualified, competent and dedicated managers on its roll.
4. The Company's In-house Research & Development Unit is recognized by Ministry of Science & Technology, Govt. of India, Department of Scientific & Industrial Research, New Delhi.



Weakness

In today's modern economy with the changing preferences, the business environment is changing at a very fast pace. The multinational companies have been expending huge amounts on R&D for developing new molecules and your Company is manufacturing the generic range products and is subject to competition from China. The Company has to gear up its R&D efforts to align itself to the WTO/Patent Regime that will affect most of the manufacturing sectors in India.

Opportunities

1. Several agriculture oriented policy initiatives under implementation by the Government and the availability of credit to the agriculture sector as priority sector are expected to improve the prospects of Agrochemicals industry as a whole.
2. Enhanced awareness among the farming community regarding usage of pesticides for better yields.
3. Export potential of generic pesticides.

Adequacy and Internal Controls System

During the year, the Board and Audit Committee have vigorously interacted with the auditors of the Company to review the overall systems and all major findings and suggestions are complied with and reported to the Audit Committee on a quarterly basis. Further, the Company has proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use and that the transactions are authorized, recorded and reported correctly.

Human Resources Development

Your Company believes that human resources are the most precious assets of your Company. Your Company's ongoing thrust is to maintain productive work culture and to orient the employees to effectively face the new and emerging challenges emanating from the competitive environment. Number of employees on Company Roll as on 31.03.2010 was 220. Besides, 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, Seminars etc. for its people so as to develop their skills and capabilities.

Cautionary Statement

Statements in the Management Discussion and analysis describing the Company's objectives, projections and expectations may be forward looking statements within the meaning of applicable law and regulations. Actual results might differ from those expressed or implied. The important factors that could make a difference to the Company's operations include climatic conditions, economic conditions affecting demand/supply, global players and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.



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) Wherever possible, energy conservation measures have already been implemented. However, efforts to conserve and optimize the use of energy through improved operational methods and other means are being continued on an ongoing basis.
- (c) The energy consumption and the cost of production is being kept under control.
- (d) Not Applicable.

B. TECHNOLOGY ABSORPTION

FORM 'B'

Research & Development (R&D)

- (1) R&D efforts of the Company are directed towards quality assurance, improvement of existing products and development of new processes for products.
- (2) Improvement in the product quality and cost reduction.
- (3) Studies for introduction of new products are carried out on an ongoing basis. A new product Ethion was introduced during the year.
- (4) Expenditure on R&D by Company's In-house R&D Unit:
 - (a) Capital : Rs. 6.73 lacs
 - (b) Recurring : Rs.41.50 lacs
 - (c) Total : Rs.48.24 lacs
 - (d) Total R&D expenditure (as % of total expenditure) : 0.51%

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 Rs. 1923.60 lacs (previous year Rs. 2107.05 lacs)
- (3) Total foreign exchange earned Rs. 3134.08 lacs (previous year Rs. 5042.46 lacs)

ON BEHALF OF THE BOARD

NEW DELHI
JULY 26, 2010.

Sd/-
(S.N.GUPTA)
CHAIRMAN & MANAGING DIRECTOR



ANNEXURE-III TO THE DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause-49 of the Listing Agreement)

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company believes that good Corporate Governance strengthens the Investors' trust and ensures a long term partnership that helps in Company's objectives. The Company's Philosophy on Corporate Governance lays strong emphasis on transparency, accountability, integrity, full disclosures and independent monitoring the state of affairs. The philosophy is manifested in its operations through exemplary standards of ethical behaviour, both within the organisation as well as in external relationships.

2. BOARD OF DIRECTORS

a) Composition and Category of Directors

Presently the Board of Directors of your Company comprises of presently Eight (8) Directors, of whom Four (4) are Executive Directors and the rest are Independent and Non-Executive Directors. There is no nominee director, appointed by any Financial Institution on the Board. Thus the requirements of the Listing Agreement are duly complied with. As on 31.03.2010, the composition of the Board of Directors was as under:

Sr. No.	Name of the Director	Category of Directorship	No. of Directorships of other	
			Companies	Committees
1.	Mr. S.N.Gupta	Chairman & Managing Director	3	None
2.	Mr. M.P.Gupta	Executive Director	5	None
3.	Mr. R.P.Gupta	Executive Director	3	None
4.	Mr. Ajay Gupta	Executive Director	None	None
5.	Mr. Sandesh Jain	Independent / Non-Executive Director	4	3
6.	Mr. Naresh Agarwal	Independent/Non-Executive Director	None	None
7.	Mr. Pankaj Gupta	Independent/Non-Executive Director	None	None
8.	Mr. Ram Kanwar	Independent/Non-Executive Director	None	None

b) Mr. S.N.Gupta is an Executive Chairman of the Company.

c) Meetings and Attendance

During the financial year 2009-10, Fifteen (15) Board Meetings were held. The dates on which the said meetings were held are as follows:

01.04.2009	30.04.2009	08.06.2009	04.07.2009
31.07.2009	05.08.2009	28.08.2009	15.09.2009
10.10.2009	31.10.2009	23.11.2009	04.12.2009
30.01.2010	26.02.2010	31.03.2010	

The Annual General Meeting was held on 25.09.2009.

The attendance of the Directors in the meetings was:

Sr. No.	Name of the Director	Category of Directorship	Attendance at	
			Board Meetings	A.G.M. held on 25.09.2009
1.	Mr. S.N.Gupta	Chairman & Managing Director	14	Yes
2.	Mr. M.P.Gupta	Executive Director	14	Yes
3.	Mr. R.P.Gupta	Executive Director	14	Yes
4.	Mr. Ajay Gupta	Executive Director	12	No
5.	Mr. Sandesh Jain	Independent / Non-Executive Director	12	Yes
6.	Mr. Naresh Agarwal	Independent / Non-Executive Director	10	No
7.	Mr. Pankaj Gupta	Independent / Non-Executive Director	14	Yes
8.	Mr. Ram Kanwar	Independent / Non-Executive Director	08	No



3. AUDIT COMMITTEE

i) Composition and Category of Members

Presently the Audit Committee comprises of four members all of whom are Independent/Non-Executive Directors. As on 31.03.2010, the composition of the Audit Committee was as under:

S.No.	Name of the Member	Category of Member
1.	Mr. Sandesh Jain, Chairman	Independent / Non-Executive Director
2.	Mr. Naresh Agarwal	Independent / Non-Executive Director
3.	Mr. Pankaj Gupta	Independent / Non-Executive Director
4.	Mr. Ram Kanwar	Independent / Non-Executive Director

Mr. Sandesh Jain is a Chairman of the Committee and the Company Secretary acts as the Secretary of the Audit Committee.

ii) Meetings and Attendance

During the financial year 2009-10, Five (5) meetings were held. The dates on which the said meetings were held are as follows:

30.04.2009	31.07.2009	28.08.2009	31.10.2009	30.01.2010
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The attendance of the members in the meetings was:

Sr.No.	Name of the Member	Category of Member	Numbers of Meetings Attended
1.	Mr. Sandesh Jain	Independent / Non-Executive Director	05
2.	Mr. Naresh Agarwal	Independent / Non-Executive Director	05
3.	Mr. Pankaj Gupta	Independent / Non-Executive Director	05
4.	Mr. Ram Kanwar	Independent / Non-Executive Director	05

iii) Brief description of terms of reference

The terms of reference to the Audit Committee are as per guidelines given in the Code of Corporate Governance and Clause 49 of the Listing Agreement.

4. REMUNERATION COMMITTEE

i) Composition and Category of Members

Presently the Remuneration Committee comprises of Four (4) members all of whom are Independent/Non-Executive Directors. As on 31.03.2010, the composition of the Remuneration Committee was as under:

S.No.	Name of the Member	Category of Member
1.	Mr. Sandesh Jain, Chairman	Independent / Non-Executive Director
2.	Mr. Naresh Agarwal	Independent / Non-Executive Director
3.	Mr. Pankaj Gupta	Independent / Non-Executive Director
4.	Mr. Ram Kanwar	Independent / Non-Executive Director

Mr. Sandesh Jain is a Chairman of the Committee and the Company Secretary acts as the Secretary of the Remuneration Committee.

ii) Meetings and Attendance

During the financial year 2009-10, Two (2) meetings were held. The dates on which the said meetings were held are 01.04.2009 and 05.08.2009.



The attendance of the members in the meetings was:

Sr.No.	Name of the Member	Category of Member	Numbers of Meetings Attended
1.	Mr. Sandesh Jain	Independent / Non-Executive Director	02
2.	Mr. Naresh Agarwal	Independent / Non-Executive Director	02
3.	Mr. Pankaj Gupta	Independent / Non-Executive Director	02
4.	Mr. Ram Kanwar	Independent / Non-Executive Director	02

iii) Brief description of terms of reference

The terms of reference to the Remuneration Committee are as per guidelines given in the Code of Corporate Governance and Clause 49 of the Listing Agreement.

iv) The Remuneration Committee has power to determine the Company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment and such other terms of reference as may be assigned to it by the Board of Directors from time to time.

v) Details of remuneration to the whole time directors during the year 2009-10:

(Amount in Rupees)

Particulars	Mr. S.N.Gupta	Mr. M.P.Gupta	Mr. R.P.Gupta	Mr. Ajay Gupta
Salaries	45,22,872	20,55,851	16,44,680	14,01,698
Employer contribution to P/F	Nil	9,360	9,360	9,360

All the whole-time directors have been provided the company's telephone at their residences for official use.

No sitting fee has been given to any director during the year under review.

5. SHAREHOLDERS' COMMITTEE

A) Shareholders and Investors' Grievance Committee

i) Composition and Category of Members

The Shareholders and Investors' Grievance Committee of the Board of Directors comprised of three members. As on 31.03.2010, the composition of the Committee was as under:

S.No.	Name of the Member	Category of Member
1.	Mr. Pankaj Gupta, Chairman	Independent / Non-Executive Director
2.	Mr. Naresh Agarwal	Independent / Non-Executive Director
3.	Mr. M.P.Gupta	Executive Director

Mr. Pankaj Gupta is the Chairman of the Committee. The Compliance Officer acts as the Secretary of the Shareholders and Investors' Grievance Committee.

ii) Meetings and Attendance

During the financial year 2009-10, Four (4) meetings were held. The dates on which the said meetings were held are as follows:

01.04.2009	01.07.2009	01.10.2009	01.01.2010
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The attendance of the Members in the meetings was:

Sr. No.	Name of the Member	Category of Member	Numbers of Meetings Attended
1.	Mr. Pankaj Gupta	Independent / Non-Executive Director	4
2.	Mr. Naresh Agarwal	Independent / Non-Executive Director	4
3.	Mr. M.P.Gupta	Executive Director	4

iii) Brief description of terms of reference

The terms of reference of the Investors' Grievance Committee are as per the guidelines given in the Listing Agreement with the Stock Exchanges and includes looking into Investors' Complaints/Grievances, approval and registration of transfers and/or transmission of securities and allotment of further securities and all incidental head thereto.

- iv)** During the financial year 2009-10, the Shareholders & Investors' Grievance Committee Meeting of the Company took on record the status of three (3) complaints/requests received from the shareholders. The average time taken to resolve the complaints was 7 days.
- v)** There was no complaint, which was not resolved to the satisfaction of the shareholder.
- vi)** The Company had One (1) transfer covering 100 shares, pending at the close of the financial year which was processed in the Shares Transfer Committee Meeting held on 15.04.2010.
- vii)** The Company had no pending transmission at the close of the financial year.

B) Shares Transfer Committee

The Company has also formed the Shares Transfer Committee and the Board has delegated the power of shares transfer to this committee. As on date Mr. M.P.Gupta, Mr. R.P.Gupta, Whole Time Directors and Mr. Sandesh Jain, Director of the Company are its members. The Committee is meeting on an average basis three (3) times in a month to transact the cases related with shares transfers and dematerialisation of shares.

6. GENERAL BODY MEETINGS

No. of AGM	Year ended	Venue	Date and Time	Whether Special Resolution passed?
20th	31.03.2009	Satyam Banquets, 6, Bhera Enclave, Outer Ring Road, Paschim Vihar, New Delhi-110087	25.09.2009 10:30A.M.	Yes
19th	31.03.2008	Satyam Banquets, 6, Bhera Enclave, Outer Ring Road, Paschim Vihar, New Delhi-110087	29.09.2008 10:30A.M.	No
18th	31.03.2007	Satyam Banquets, 6, Bhera Enclave, Outer Ring Road, Paschim Vihar, New Delhi-110087	28.09.2007 10:30A.M.	No

7. DISCLOSURES

i) Details of materially significant related party transactions

None of the transactions with any of the related parties mentioned in the Notes to the Accounts were in conflict with the interest of the Company. The transactions entered into are based on consideration of various business exigencies such as synergy in operations, sectoral specialization etc. and are negotiated on arms length basis and are only intended to further the interest of the Company.



ii) Compliance by the Company

The Company has complied with the requirements of Stock Exchanges, SEBI and other Statutory Authority(ies) during the preceding three financial years on all matters related to Capital Markets and no penalties/strictures were imposed on the Company.

8. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Board at its meeting held on December 1, 2005 has adopted the Code of Conduct. This Code is a comprehensive code applicable to all Directors, Executives as well as Non-Executives, as well as members of Senior Management.

A copy of the Code of Conduct has been put on the Company's Website, viz. www.bharatgroup.co.in.

The Code has been circulated to all the members of the Board and Senior Management and they have affirmed the Compliance of the same. A declaration signed by the Chairman & Managing Director is given below:

"I hereby confirm that the Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of financial year 2009-10."

Sd/-

(S. N. GUPTA)

Chairman & Managing Director

9. WHISTLER BLOWER MECHANISM

The Company promotes ethical behavior in all its business activities and has put in places mechanism of reporting illegal or unethical behavior. Employees are free to report violation of laws, rules and regulations or unethical conduct to their immediate Supervisors/notified Persons/Audit Committee. The report received from any employee will be reviewed by the Directors/Senior Management/Audit Committee and are obligated to maintain confidentiality of such reporting and ensure that the Whistler Blower are not subjected to any discriminatory practice.

10. MEANS OF COMMUNICATION

- i) The quarterly and half-yearly financial results are generally published in the widely circulating national and local newspapers such as "**The Financial Express**" - English Edition and "**Jansatta**" - Hindi Edition. These are not sent to each shareholders.
- ii) **Website :** The Company's financial results/official news releases and other important investor related information are periodically displayed and updated on the company's website, viz. www.bharatgroup.co.in.
- iii) Presentation made to institutional investors or to the analysts: Not Applicable.
- iv) Management Discussion and Analysis Report forms part of Directors' Report.

11. GENERAL SHAREHOLDERS' INFORMATION

i) Annual General Meeting

The next annual general meeting is scheduled to be held at Satyam Banquets, 6, Bhera Enclave, Paschim Vihar, Outer Ring Road, New Delhi-110087, on Friday, the 20th August, 2010, at 10:30 A.M.

ii) Financial Calender for the year 2010-11

a) Financial Reporting for -

- Quarter ending 30.06.2010	:	Till 15th August, 2010
- Quarter ending 30.09.2010	:	Till 15th November, 2010
- Quarter ending 31.12.2010	:	Till 15th February, 2011
- Quarter ending 31.03.2011	:	Till 15th May, 2011

b) Annual General Meeting for the year ended 31.03.2011

: End of September, 2011



iii) Book Closure Date

The register of members and share transfer books of the Company will remain closed from 16.08.2010 to 20.08.2010 (both days inclusive).

iv) Dividend

i) Dividend Payment Date

The Dividend, if approved by the members in the ensuing Annual General Meeting, will be paid on or before 19th September, 2010 to those shareholders whose names appear:

- a) as Member in the Register of Members of the Company after giving effect to all valid share transfers in physical form which are lodged with the Company/Registrar & Share Transfer Agent on or before 16th August, 2010; and
- b) in respect of the shares in electronic form on the basis of beneficial ownership furnished by National Securities Depositories Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) for this purpose as at the end of 16th August, 2010.

ii) Unclaimed Dividend

Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the financial years ended 31.03.2008 and 31.03.2009 which remain unpaid or unclaimed for a period of 7 years will be transferred to the Investors Education and Protection Fund (IEPF) of the Central Government. Thereafter no claim shall lie either with the Central Government or with the Company in respect of such dividend.

v) Listing on Stock Exchange

Company's shares are listed at **National Stock Exchange of India Limited (NSE)** and upto date annual listing fees has been paid to them.

vi) Stock Code

National Stock Exchange of India Limited : **BHARATRAS**

vii) Market Price Data and Sensex Comparison (High/Low)

Monthly High and Low quotations of shares traded and sensex on NSE during the financial year 2009-10 are as follows:

Month and Year	NSE Market Price Data		NSE[S&P Nifty] Indices	
	High (in Rs.)	Low (in Rs.)	High	Low
April, 2009	51.85	39.65	3517.25	2965.70
May, 2009	62.40	47.25	4509.40	3478.70
June, 2009	68.00	56.65	4693.20	4143.25
July, 2009	65.05	53.20	4669.75	3918.75
August, 2009	70.35	57.85	4743.75	4353.45
September, 2009	72.80	64.00	5087.60	4576.60
October, 2009	73.10	60.60	5181.95	4687.50
November, 2009	77.45	63.35	5138.00	4538.50
December, 2009	77.25	66.65	5221.85	4943.95
January, 2010	98.60	69.00	5310.85	4766.00
February, 2010	87.50	71.45	4992.00	4675.40
March, 2010	82.85	68.50	5329.55	4935.35

**viii) Registrar and Share Transfer Agent and Share Transfer System of the Company**

The shares are accepted for registration and transfer at the registered office and also at the office of Registrar and Share Transfer Agent (RTA) - **M/s. Link Intime India Pvt. Limited (LIPL)**. LIPL has a separate department headed by the Deputy Head - Share Registry, and assisted by dealing assistants to attend the investors' queries on issue of share certificates share transfers and related matters. LIPL is fully equipped with the latest computers and professional manpower to undertake the activities of share transfers and redressal of shareholders' grievances. LIPL processes the shares for transfer and forwards the same to the Company for approval of the Shares Transfer Committee of the Board set up for the purpose. The Committee meets periodically for approving shares transfer and other related activities.

This Committee is working under the Chairmanship of Mr. M.P.Gupta, Executive Director. The shareholders who donot get prompt response from the R&T Agent may write to Mr. Pankaj Gupta, Non-Executive Director and Chairman of Shareholders and Investors' Grievance Committee at the Registered Office of the Company.

The address and other details of our Registrar and Share Transfer Agent (RTA) is as follows:

M/s. Link Intime India Pvt. Limited

A-40, 2nd Floor, Naraina Industrial Area, Phase-II,
Near Batra Banquet Hall, New Delhi-110028.

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


ix) Distribution of Shareholding as on 31.03.2010

Category Code	Category of Shareholder	No. of share-holders	Total No. of shares	No. of shares held in Demat Mode	Total shareholding as a % of total number of shares		Shares Pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	No. of Shares	As a %
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) = [(VIII)/IV]*100
(A)	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP							
(1)	Indian							
(a)	Individuals / Hindu Undivided Family	15	2804546	2804546	66.0089%	66.0089%	-	-
(b)	Bodies Corporate	3	372221	372221	8.7607%	8.7607%	-	-
	Sub-Total (A)(1)	18	3176767	3176767	74.7696%	74.7696%	-	-
(2)	Foreign							
	Sub-Total (A)(2)	-	-	-	-	-	-	-
	Total shareholding of Promoter & Promoter Group [(A)=(A)(1)+(A)(2)]	18	3176767	3176767	74.7696%	74.7696%	-	-
(B)	PUBLIC SHAREHOLDING							
(1)	Institutions							
	Sub-Total (B)(1)	-	-	-	-	-	N.A.	N.A.
(2)	Non-Institutions							
(a)	Bodies Corporate	73	445480	442680	10.4850%	10.4850%	N.A.	N.A.
(b)	Individuals:-							
i)	Individual shareholders holding nominal share capital upto Rs.1 lakh	4072	611474	287323	14.3919%	14.3919%	-	-
ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1	13893	13893	0.3270%	0.3270%	-	-
(c)	Any Other - NRIs & Clearing Members	16	1126	1126	0.0265%	0.0265%	-	-
	Sub-Total (B)(2)	4162	1071973	745022	25.2304%	25.2304%	-	-
	Total Public Shareholding [(B)=(B)(1)+(B)(2)]	4162	1071973	745022	25.2304%	25.2304%	N.A.	N.A.
	TOTAL (A) + (B)	4180	4248740	3921789	100.0000%	100.0000%	-	-
(C)	SHARES HELD BY CUSTODIAN AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED							
	GRAND TOTAL (A) + (B) + (C)	4180	4248740	3921789	N.A.	-	N.A.	N.A.

**x) Dematerialisation of shares and liquidity**

The ISIN of the Company's shares is INE838B01013. After dematerialisation of shares the shareholders must contact their DPs for any information/ instructions in respect of their shareholdings.

As on 31.03.2010, the status of dematerialisation of equity shares of the Company was as under:

S.No.	Particulars	Shareholders		Shareholding	
		(In Nos.)	(In %)	(In Nos.)	(In %)
1.	N.S.D.L.	1,384	33.11%	36,19,656	85.19%
2.	C.D.S.L.	463	11.08%	3,02,133	7.11%
3.	Physical	2,333	55.81%	3,26,951	7.70%
	Total	4,180	100.00%	42,48,740	100.00%

xi) Outstanding GDR/ADR/Warrants or any convertible instruments, conversion date and impact on equity

The Company has not issued any GDR or ADR Warrants or any convertible instruments.

xii) Plant Location

2 KM Stone, Madina-Mokhra Road, Village Mokhra, Tehsil Meham, Distt. Rohtak (Haryana).

xiii) Address for Correspondence

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

ON BEHALF OF THE BOARD

Sd/-

(S.N.GUPTA)

CHAIRMAN & MANAGING DIRECTOR

NEW DELHI
JULY 26, 2010.

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, 2010, as stipulated in Clause-49 of the Listing Agreement of the said Company with stock exchanges.

The Compliance of conditions of corporate governance is the responsibility of the management. Our examination 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, there were no transactions of material nature with the management or by relatives that may have potential conflict with the interest of the company at large.

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 of the Company's report on Corporate Governance.

We certify that the company has complied in all material respects with the conditions of Corporate governance as stipulated in the above mentioned Listing Agreement.

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

For B.K.GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-

(B.K.GOEL)

Proprietor

Membership No.82081

NEW DELHI,
JULY 26, 2010.



AUDITORS' REPORT

TO THE MEMBERS OF BHARAT RASAYAN LIMITED

Friends,

We have audited the attached Balance Sheet of Bharat Rasayan Limited as at 31st March, 2010, the Profit & Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These Financial Statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An Audit includes examining on a test basis evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion and report that:

1. As required by the Companies (Auditors' Report) Order 2003, as amended by the Companies (Auditor's Report) order (Amendment) 2004 issued by the Central Government in terms of section 227(4A) of the Companies Act, 1956 and on the basis of such examination of the books and records of the Company as we considered appropriate and the accordingly to information and explanations given to us during the course of our audit, we enclose in the Annexure a statement on the matters specified in paragraph 4 and 5 of the said order.
2. Further to our comments in the Annexure referred to in paragraph 1 above, we state 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 law have been kept by the Company so far as appears from our examination of such books.
 - c) The Balance Sheet and Profit and Loss Account & Cash Flow Statement referred to in this report are in agreement with the books of accounts.
 - d) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the applicable accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
 - e) In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet, Profit & Loss Account and Cash Flow Statement read together with significant accounting policies & notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view:-
 - 1) in so far as it relates to the Balance Sheet, of the state of affairs of the Company as at 31st March, 2010.
 - 2) in so far as it relates to the Profit and Loss account, of the Profit for the year ended on 31st March, 2010.
 - 3) in so far as it relates to the Cash Flow Statement, of the cash flows for the year ended on that date:
3. On the basis of written representations received from the directors, as on 31st March, 2010 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For B.K.GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-
(B.K.GOEL)
Proprietor

Membership No.82081

NEW DELHI,
JULY 26, 2010.



ANNEXURE TO THE 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 been 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 explanation 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) According to the information and explanations given to us the company has granted loans by way of Inter Corporate Deposits to Companies covered in the register maintained under Section 301 of the Companies Act, 1956. Maximum amount to these parties during the year was Rs.1562.00 Lacs. However outstanding at the year end is Rs.494.64 Lacs only receivable from one such party which is as per terms of the deposit.
- (b) In our opinion, the rate of interest and other terms and conditions of such loans are not, prima facie, prejudicial to the interest of the company.
- (c) The parties are repaying the principal amounts as stipulated and have also been regular in the payment of interest of the company.
- (d) There is no overdue amount in excess of Rs.1.00 Lac in respect of loans granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (e) The Company had not taken any loans by way of Inter Corporate Deposits, public deposits and loans from directors / companies / firms/ their relatives/parties covered in the register maintained under section 301 of the Companies Act, 1956.
- 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 Rs. 5.00 Lacs 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 section 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 U/S 209 (1) (d) of the Companies Act 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 Delhi High Court recently. 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 31.03.2010, 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 upto 31.03.2010. 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. The Company has neither taken any term loans during the year nor outstanding such term loan carried over from earlier years.

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 terms 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 such case by the management.

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

**NEW DELHI,
JULY 26, 2010.**

**Sd/-
(B.K.GOEL)
Proprietor
Membership No.82081**


BALANCE SHEET AS AT 31st MARCH, 2010

Particulars	Schedule No.	As at 31.03.2010 (Rupees)	As at 31.03.2009 (Rupees)
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	1	42,487,400	42,487,400
Reserves & Surplus	2	387,378,733	429,866,133
			338,215,434
			380,702,834
Loan Funds			
Secured Loans	3	37,771,121	127,070,737
Unsecured Loans	4	50,000	37,821,121
			50,000
			127,120,737
Deferred Tax Liability (See Note No. 24)	21	5,949,078	6,783,537
		473,636,332	514,607,108
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	5	200,111,516	191,391,391
Less : Depreciation		144,254,531	137,196,600
NET BLOCK		55,856,985	54,194,791
Investment (At Cost)	6	114,153,545	43,759,000
Current Assets, Loans & Advances			
Inventories	7	126,402,576	107,187,531
Machinery Spare Parts & Others (WIP) -		9,375,755	5,152,142
Sundry Debtors	8	169,231,114	222,621,452
Cash & Bank Balances	9	20,723,206	8,700,855
Other Current Assets	10	5,110,526	6,246,701
Loans & Advances	11	102,268,679	193,311,094
TOTAL - [A]		433,111,856	543,219,775
Current Liabilities & Provisions			
Liabilities	12	119,622,260	114,321,129
Provisions	13	9,863,794	12,245,329
TOTAL - [B]		129,486,054	126,566,458
NET CURRENT ASSETS [A - B]		303,625,802	416,653,317
		473,636,332	514,607,108
Significant accounting policies and notes to accounts	21		

Annexure to our report of even date
for **B.K. GOEL & ASSOCIATES**
CHARTERED ACCOUNTANTS

FOR & ON BEHALF OF THE BOARD

Sd/-
B. K. GOEL
Proprietor
Membership No. 82081

Sd/-
ITTI BHARGAVA
Company
Secretary

Sd/-
S. N. GUPTA *Chairman & Managing Director*
M. P. GUPTA
R. P. GUPTA
Directors

NEW DELHI
JULY 26, 2010.


PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2010

	Schedule No.	Year ended 31.03.2010 (Rupees)	Year ended 31.03.2009 (Rupees)
INCOME			
Income from operation	20	1,014,644,583	1,061,121,917
Other Income	19	14,058,803	9,201,179
		1,028,703,386	1,070,323,096
EXPENDITURE			
Cost of goods consumed/sold	14	704,387,356	745,859,878
Manufacturing Expenses	15	103,869,749	119,269,759
Personnel Expenses	16	49,295,028	42,087,675
Administrative & Selling Expenses	17	73,988,639	61,238,224
Interest	18	1,525,326	4,958,468
Depreciation	5	8,758,654	9,205,108
Profit before tax		86,878,634	87,703,984
Less: Provision for Taxation - Current Liability		29,598,351	31,186,798
- Last Year		33,518	5,000,000
Less: Provision for FBT		—	231,065
Add : Deferred Tax Assets		834,459	442,866
Profit after tax		58,081,224	51,728,987
Adjustments after tax			
Provision for Dividend Distribution Tax		1,270,193	1,444,148
Provision for Dividend		7,647,732	4,248,740
		49,163,299	5,692,888
Add : Balance brought forward from previous year		3,215,434	46,036,099
Balance available for appropriation		52,378,733	2,179,335
Appropriations			
Transferred to General Reserve		50,000,000	45,000,000
Balance being surplus carried to Balance Sheet		2,378,733	3,215,434
		52,378,733	48,215,434
Earning Per Share - Basic & Diluted		13.67	12.17
Face Value Per Share		10.00	10.00

Significant accounting policies and notes to accounts 21

Annexure to our report of even date

FOR & ON BEHALF OF THE BOARD

for B.K. GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-
B. K. GOEL
Proprietor
Membership No. 82081

Sd/-
ITTI BHARGAVA
Company
Secretary

Sd/-
S. N. GUPTA *Chairman & Managing Director*
M. P. GUPTA
R. P. GUPTA
Directors

NEW DELHI
JULY 26, 2010.



	As at 31.03.2010 (Rupees)	As at 31.03.2009 (Rupees)
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SCHEDULE - 1

SHARE CAPITAL

Authorised

10,000,000 Equity Shares of Rs. 10/- each	<u>100,000,000</u>	<u>100,000,000</u>
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Issued, Subscribed & Paid-Up

4,248,740 Equity Shares of Rs. 10/- each	<u>42,487,400</u>	<u>42,487,400</u>
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SCHEDULE - 2

RESERVES & SURPLUS

General Reserve

— at the commencement of the year	335,000,000	290,000,000
— transferred from the Profit & Loss Account	<u>50,000,000</u>	<u>45,000,000</u>
	385,000,000	335,000,000

Surplus being balance in Profit & Loss Account	<u>2,378,733</u>	<u>3,215,434</u>
	<u>387,378,733</u>	<u>338,215,434</u>

SCHEDULE - 3

SECURED LOANS

Working Capital Borrowings

State Bank of India*	32,758,147	127,070,737
HDFC Bank Limited	<u>5,012,974</u>	<u>—</u>
	<u>37,771,121</u>	<u>127,070,737</u>

*The borrowings are secured by way of :

- 1) hypothecation of raw materials, finished goods, semi-finished goods, stores, spares and book debts, both present and future, of the company.
- 2) equitable mortgage of the land & factory building, plant & machinery and other assets of the Company at Village Mokhra, Distt. Rohtak, Haryana.

SCHEDULE - 4

UNSECURED LOANS

Security Deposits from Customers	<u>50,000</u>	<u>50,000</u>
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SCHEDULE - 5
FIXED ASSETS

(Rupees)

Particulars	Gross Block (At Cost)					Depreciation				Net Block	
	As at 31.03.09	Additions during the year	Sales during the year	Adjust- ment	As at 31.03.10	Upto 31.03.09	For the Year	Adjust- ment	Upto 31.03.10	As at 31.03.10	As at 31.03.09
1. Land	1,787,971	—	—	—	1,787,971	—	—	—	—	1,787,971	1,787,971
2. Building	13,038,253	202,500	—	—	13,240,753	7,921,556	388,760	—	8,310,316	4,930,437	5,116,697
3. Building WIP	—	438,679	—	—	438,679	—	—	—	—	438,679	—
4. Plant & Machinery	164,939,138	8,892,190	725,000	1,764,767	171,341,561	121,762,556	7,301,065	1,700,726	127,362,895	43,978,666	43,176,582
5. Furniture & Fixture	2,132,576	69,800	—	—	2,202,376	1,603,118	105,306	—	1,708,424	493,952	529,458
6. Office Equipments	6,164,719	364,650	—	—	6,529,369	4,543,563	535,741	—	5,079,304	1,450,065	1,621,156
7. Vehicles	1,311,031	568,777	—	—	1,879,808	1,061,801	82,879	—	1,144,680	735,128	249,230
8. R&D Equipments	2,017,706	673,293	—	—	2,690,999	304,009	344,903	—	648,912	2,042,087	1,713,697
Total	191,391,394	11,209,889	725,000	1,764,767	200,111,516	137,196,603	8,758,654	1,700,726	144,254,531	55,856,985	54,194,791
Corresponding figures for the previous year	186,889,552	4,987,839	560,000	74,000	191,391,394	128,194,805	9,205,108	203,310	137,196,600	54,194,791	58,694,750

As at
31.03.2010
(Rupees)

As at
31.03.2009
(Rupees)

SCHEDULE - 6
INVESTMENTS (AT COST)

Unquoted - other than Trade Investment

2993850 Equity Shares of Rs.10/- each (Fully Paid Up) in Siris Crop Sciences Ltd. [Previous year 1995900 Equity Shares]	63,718,000	43,759,000
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Unquoted - Tradeable Investment

20, 9.25% Perpetual IDBI Bonds cum Interest	20,214,389	—
20, 9.65% Perpetual Yes Bank Bonds cum Interest	20,221,156	40,435,545

Quoted - Tradeable Investment

999400.36 Units SBI Liquid Plus (Market Value Rs. 1.00 Cr.)	10,000,000	—
Total	114,153,545	43,759,000

SCHEDULE - 7
INVENTORIES

(As taken, valued & certified by the management)

A) Raw Materials & Other Consumable Goods

i) Raw Materials, Consumable & Utilities	52,222,768	41,271,872
ii) Consumable Stores and Packing Materials	1,794,680	1,220,618
iii) Fuels	2,960,833	1,197,304

B) Stock-in-process

46,071,524 28,728,448

C) Finished Goods

23,352,771 34,769,289

126,402,576 107,187,531



As at 31.03.2010
(Rupees)

As at 31.03.2009
(Rupees)

SCHEDULE - 8
SUNDRY DEBTORS

(Unsecured, Considered Good)

- Outstanding for more than 6 months	311,537	1,734,506
- Others	168,919,577	220,886,946
	<u>169,231,114</u>	<u>222,621,452</u>

SCHEDULE - 9
CASH & BANK BALANCES

a. Cash in hand	273,555	196,720
b. Balances with Scheduled Banks & Other Banks		
i) in Current Accounts	20,123,004	8,340,947
ii) in Unpaid Dividend Accounts	326,647	163,188
	<u>20,449,651</u>	<u>8,504,135</u>
	<u>20,723,206</u>	<u>8,700,855</u>

SCHEDULE - 10
OTHER CURRENT ASSETS

Fixed Deposits with State Bank of India (Margin Money for LC / BG)	5,110,526	6,246,701
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SCHEDULE - 11
LOANS & ADVANCES

(Unsecured - Considered Good)

a) Loans		
Inter Corporate Deposits	49,463,947	118,083,782
b) Advances recoverable in cash or in kind or for value to be received		
i) Central Excise Duty & Service Tax	22,094,705	23,809,556
ii) Export Incentives Receivables	14,545,986	29,835,843
iii) Commissioner of Central Excise and Custom	3,832,083	1,562,770
iv) Suppliers, Staff and Others	10,315,921	17,920,639
	<u>50,788,695</u>	<u>73,128,808</u>
c) Security Deposits		
i) For Electricity and Power	1,707,707	1,707,707
ii) For Telephones & Telex	16,000	16,000
iii) with Suppliers and Others	292,330	374,797
	<u>2,016,037</u>	<u>2,098,504</u>
	<u>102,268,679</u>	<u>193,311,094</u>

SCHEDULE - 12
CURRENT LIABILITIES

Sundry Creditors	97,431,232	62,325,125
Expenses Payable	21,764,372	43,892,359
Advance from Customers	100,009	7,940,457
Unclaimed Dividend	326,647	163,188
	<u>119,622,260</u>	<u>114,321,129</u>

SCHEDULE - 13
PROVISIONS

- for income tax (Net of taxes paid)	945,869	7,243,450
- for Dividend Distribution Tax	1,270,193	722,074
- for F.B.T	—	31,065
- for Dividend	7,647,732	4,248,740
	<u>9,863,794</u>	<u>12,245,329</u>



	Year ended 31.03.2010 (Rupees)		Year ended 31.03.2009 (Rupees)	
SCHEDULE - 14				
COST OF GOODS CONSUMED / SOLD				
Opening Stock				
- Finished Goods	34,769,289		24,387,120	
- Stock-in-process	28,728,448		41,331,597	
- Raw Materials, Consumables & Others	43,689,794	107,187,531	51,669,644	117,388,361
Add : Purchases				
- Raw Materials, Consumables & Others	723,602,401		735,659,048	
	830,789,932		853,047,409	
Less : Closing Stock				
- Finished Goods	23,352,771		34,769,289	
- Stock-in-process	46,071,524		28,728,448	
- Raw Materials, Consumables & Others	56,978,281	126,402,576	43,689,794	107,187,531
(As taken, valued & certified by the management)	704,387,356		745,859,878	

SCHEDULE - 15
MANUFACTURING EXPENSES

Freight & Cartage Inward	17,062,201	12,943,450
Power & Electricity	15,696,772	14,914,892
Testing Expenses	8,399	85,242
Machinery Repairs & Maintenance	42,929,152	32,264,451
Factory Maintenance	9,663,328	7,724,702
Laboratory Expenses	905,357	1,880,739
Job Work Expenses	1,155,074	7,027,580
R & D Expenses	4,150,952	3,459,024
ETP Expenses	12,298,514	38,969,679
	103,869,749	119,269,759

SCHEDULE - 16
PERSONNEL EXPENSES

Salaries, Wages, Bonus and Staff Accomodation	42,838,939	35,981,411
Staff and Labour Welfare Expenses	1,012,990	838,403
Employer's contribution to Provident Fund & ESI	1,903,298	1,783,041
Diwali Expenses	253,612	209,276
Staff Bus Expenses	1,647,720	1,638,717
Premium for Employees' Gratuity Policy	1,142,744	1,300,000
Workers Safety Expenses	495,725	336,827
	49,295,028	42,087,675



	Year ended 31.03.2010 (Rupees)	Year ended 31.03.2009 (Rupees)
SCHEDULE - 17		
ADMINISTRATIVE & SELLING EXPENSES		
Advertisement Expenses	10,853,320	627,809
AGM Expenses	9,125	11,409
Audit Fee		
- as Auditors	135,000	123,000
- as Advisors - Management services	107,000	99,000
Bad Debts	—	304,443
Bank Charges	3,061,064	2,598,705
Books, Periodicals and Subscriptions	525,213	519,639
Building Repairs & Maintenance	878,337	338,309
Business Promotion Expenses	2,398,933	182,229
Car Repairs & Maintenance	175,463	232,773
Commission Paid	20,316,875	9,675,246
Computer Expenses	597,149	239,487
Conveyance Expenses	832,568	1,039,413
Directors' Remuneration	9,653,181	9,744,887
Donations	2,515,200	5,110,100
Electricity Charges	238,188	286,210
Freight & Cartage Outward	6,675,847	9,327,294
Hire Charges	880,832	859,100
Insurance Charges	1,578,105	2,222,084
Legal & Professional Expenses	7,200,482	11,115,883
Listing Fee	15,000	15,000
Miscellaneous and General Expenses	194,815	205,467
Office Expenses	451,400	480,812
Postage, Telegram & Telephone Expenses	866,190	1,024,440
Printing & Stationery	420,060	389,140
Rates & Taxes	481,143	360,564
Rebates	119,274	39,008
Rent Paid	41,640	41,640
Sales Tax Paid	205	410,687
Security Services	906,016	791,135
Service Tax Paid	134,209	166,744
Tour & Travelling Expenses	1,726,805	1,608,051
Exchange Difference	—	1,008,863
Loss in Transit	—	39,653
	73,988,639	61,238,224

SCHEDULE - 18
INTEREST PAID

- to Others	1,887,810	5,684,839
Less : Interest received		
- from Bank on FDR	362,484	312,232
- from Trade Debtors & Others	—	414,139
Net Paid	1,525,326	4,958,468



	Year ended 31.03.2010 (Rupees)	Year ended 31.03.2009 (Rupees)
SCHEDULE - 19		
OTHER INCOME		
Rental Charges of Cylinders	109,000	132,500
Interest Received on Investments	12,613,923	7,921,883
Income from Dividend / Mutual Fund	640,186	40,687
Profit/(Loss) on Sale of Fixed Assets	(64,041)	277,310
Bad debts Recovered	100,000	813,956
Exchange Difference	597,833	—
Other Income	61,902	14,843
	14,058,803	9,201,179

SCHEDULE - 20
INCOME FROM OPERATION

Sales	992,420,183	1,029,125,768
Export Incentives	21,760,744	31,323,649
Insurance Claim	463,656	—
Job Work	—	672,500
	1,014,644,583	1,061,121,917

SCHEDULE - 21
SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

- Corresponding figures of the previous year have been regrouped and/or re-arranged wherever necessary.
- Cost of goods consumed/sold includes cost of raw materials, consumable stores, fuels/oils, packing materials & utilities.
- Details of managerial remuneration are as under:

	Year Ended 31.03.2010 Rs.	Year Ended 31.03.2009 Rs.
i) Salaries	9,625,101	9,716,807
ii) Monetary value of perquisites	28,080	28,080
	9,653,181	9,744,887

- Computation of net profit in accordance with section 198 of the Companies Act, 1956**

Profit before income tax	86,878,634	87,703,984
Add : Directors' remuneration	9,653,181	9,744,887
Eligible Profit	96,531,815	97,448,871
Maximum remuneration allowable as per section 309(3) of the Companies Act, 1956 read with Schedule-XIII	9,653,181	9,744,887



5. Inventory have been valued at lower of cost or net realisable value. Raw 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 upto the stage of production + conversion cost apportioned. Other Inventories are valued at cost. All the stocks have been certified by the management.
6. Sales have been accounted for exclusive of sales tax and excise duty wherever applicable and are net of returns and discounts. Exports benefits under DEPB scheme have been accounted for separately. The Export benefits are accrued on the date of export. Sales do not include captive consumption.
7. Contingent Liabilities not provided for in respect of :

	As at 31.03.2010	As at 31.03.2009
	Rs. in Lacs	Rs. in Lacs
i) Guarantees Given to Addl. Excise & Taxation Commissioner, Panchkula	5.70	—
ii) Surety given to Dy. Excise & Taxation Commissioner (S.T. Rohtak)	8.16	8.16
8. Depreciation has been provided for on written down value method as per Schedule XIV to the Companies Act, 1956.		
9. The Company follows the Accrual System of Accounting and on assumptions of an ongoing concern.		
10. As per practice consistently followed, the consumption of raw materials is net of Cenvat Credit availed.		
11. The applicable Accounting standards have been followed in preparation of final Accounts.		
12. The Management have selected such accounting policies and applied them consistently and made judgements and estimates that are prudent and reasonable so as to give a true and fair view of the state of affairs of the Company as at 31.03.2010 and of the profit of the Company for the year ended on that date.		
13. <u>Prior Period Items</u>		
(a) Value of three DEPB licences worth Rs.9,21,300/- utilised for duty free import in the preceeding year was wrongly reflected as DEPB in hand as on 31.03.2009. The same has been debited to the revenue A/c during the year.		
(b) Custom duty of Rs. 2,43,888/- wrongly debited to revenue A/c twice last year which has been reversed during the year.		
14. The Company is running a chemical plant at village Mokhra, Distt Rohtak, Haryana generating chemical wastes in manufacturing process which the company is required to dispose off / treated / dumped at the sites developed by the State Government under Hazardous waste (Management and Handling) Rules 1989 issued under the Environment (Protection) Act, 1986. As the stay granted by the Punjab & Haryana High Court for development of dumping site by Haryana Govt has been stayed by the Hon'ble Supreme Court during the financial year 2008-09, an estimated provision for disposal charges of the accumulated hazardous waste since start of the factory was made for Rs.3.09 Crores in financial year 2008-09 which being found insufficient keeping in view the cost escalation therein, a further provision is made for Rs.112.18 Lacs during the year.		
15. As the Hon'ble Punjab & Haryana High Court strucked down the constitutional validity of Haryana Local Area Development Tax imposed by the Haryana Govt, the Company has applied for refund of LADT deposited in the earlier years. However, matter is subjudice before Hon'ble Supreme Court.		



16. 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 CWIP out of it has rare possibility of its use and has a market price at almost scrap value. Keeping in view the above, CWIP is valued at cost or market price whichever is less. This practice is consistently being followed from the financial year 2008-09.
17. Retirement Benefits
- 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**. The Company has not provided for any accrued liability towards Leave with Wages. Expenses have been claimed under this head on payment basis only.
18. Balances of Sundry Debtors, Advances to Suppliers and Creditors and Advances from Customers are subject to confirmation.
19. Export/import Invoices in foreign currencies are recorded at the rate of exchange in force at the time of transactions. Provisions 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 are made. Final Exchange Rate difference is accounted for at the time of realisation of book debts/payment to creditors.
20. **The Company is manufacturing Technical Grade Pesticides & Formulations that too in a single Manufacturing Unit constitutes a single segment, based on the guiding principles given in Accounting Standard AS-17 issued by the Institute of Chartered Accountants of India. Hence details of segments are not required.**
21. 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 Rs. 48,24,245/- (Revenue Expense of Rs. 41,50,952/- and Capital Expenditure of Rs. 6,73,293/-) are eligible for weighted deduction under section 35(2AB) of the Income Tax Act, 1961.
22. Related Party Transactions :
- As per Accounting Standard AS-18 issued by the Institute of Chartered Accountants of India, the Company's related parties are disclosed below :
- a) Key Management Personnel & Other Relatives
- | | |
|---------------------|------------------------------|
| i) Shri S.N.Gupta | Chairman & Managing Director |
| ii) Shri M.P.Gupta | Director |
| iii) Shri R.P.Gupta | Director |
| iv) Shri Ajay Gupta | Director |
- and their Relatives
- b) Associated Companies
- | | |
|----------------------------------|------------------------------------|
| i) Bharat Insecticides Limited | iv) BRL Finlease Limited |
| ii) BR Agrotech Limited | v) Centum Finance Limited |
| iii) Siris Crop Sciences Limited | vi) Bharat Rasayan Finance Limited |



c) Transactions with Related Parties

Name of Related Party	Nature of Transactions	Amount Credited/Paid* (in Rs.)
Shri S.N.Gupta	Managerial Remuneration	4,522,872
Shri M.P.Gupta	Managerial Remuneration	2,065,211
Shri R.P.Gupta	Managerial Remuneration	1,654,040
Shri Ajay Gupta	Managerial Remuneration	1,411,058
Bharat Insecticides Limited	Material purchased	11,522,446
	Rent Paid	41,640
	Sales	76,931,526
BR Agrotech Limited	Sales	64,338,589
SIRIS Crop Sciences Limited	Purchase of material	37,053,009
	Purchase of Machine & Spares	726,884
	Sales of Fixed Assets	248,411
	Sale of Material	10,292,903
	Interest Received on ICD	10,626,608

*Reimbursements not taken into account and figures are inclusive of Excise duty & Sales Tax.

- 23 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 Rs. 13.67 (Last Year Rs. 12.17).
- 24 As per Accounting Standard AS-22 on Accounting for Taxes on income, the Company has recorded the cumulative net deferred tax liability upto 31.03.2010 of Rs. 59,49,078/-. For the current year the Company has recorded the net deferred tax assets of Rs. 8,34,459/-, carrying forward cumulative deferred tax liability of Rs. 59,49,078/-.

	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
<u>Computation of Deferred Tax Liability/Assets</u>		
Difference in Tax and Book Depreciation	19,712,200	20,039,452
Less: Short Term Capital Loss eligible for set off in next years	82,005	82,005
Bonus Payable Disallowed U/s 43 B	1,720,623	—
	<u>17,909,572</u>	<u>19,957,447</u>
Tax on above Difference	5,949,078	6,783,537
Deferred Tax Liability	6,783,537	7,226,403
Deferred Tax Assets for the Year	<u>834,459</u>	<u>442,866</u>


25. Additional information pursuant to Part-II of Schedule VI to the Companies Act, 1956.
I. CAPACITY & PRODUCTION

(Rounded off in metric tonnes)

	Installed Capacity		Production*	
	31.03.2010	31.03.2009	31.03.2010	31.03.2009
Technical Grade Pesticides	1070	1000	1146.66	718.00
Pesticides Formulations	30	600	34.40	234.00
Intermediates	900	400	917.70	948.00
	2000	2000	2098.76	1900.00

Notes : 1. Installed capacities are interchangeable between different products.

2. *Net of capative consumption and as certified by the management and relied on by the auditors being a technical matter.

3. Actual production increased by 99 MT which is within 10% (+) or (-).

II. QUANTITATIVE DETAILS IN RESPECT OF STOCKS, SALES AND CONSUMPTION OF RAW MATERIALS

	2009-10		2008-09	
	Qty. (Kgs.)	Value (Rs. in Lacs)	Qty. (Kgs.)	Value (Rs. in Lacs)
A) OPENING STOCK				
I) Finished Goods				
Technical Grade Pesticides	62798	329.57	23620	172.12
Intermediates	6075	17.33	29395	71.45
Others	36046	0.79	44880	0.30
		347.69		243.87
II) Stock-In-Process				
Technical Grade Pesticides	40607	141.90	16618	127.05
Intermediates	138623	94.86	75308	187.78
Others	432558	50.52	217961	98.49
		287.28		413.32
B) CLOSING STOCK				
I) Finished Goods				
Technical Grade Pesticides	59900	178.46	62798	329.57
Intermediates	11700	54.36	6075	17.33
Others	36470	0.70	36046	0.79
		233.52		347.69
II) Stock-In-Process				
Technical Grade Pesticides	51700	175.44	40607	141.90
Intermediates	219799	221.68	138623	94.86
Others	618848	63.60	432558	50.52
		460.72		287.28
C) SALES*				
Technical Grade Pesticides (Self manufactured)	1109294	6288.69	662342	4,790.52
Pesticides Formulations	34400	77.66	227600	359.24
Intermediates	870057	2677.94	953121	3,226.83
Delhi Trading of Pesticides	221860	736.45	487798	1,602.58
Others	7041947	143.46	6436583	312.09
		9924.20		10,291.26

*Net of Captive Consumption



2009-10		2008-09	
Qty. (Kgs.)	Value (Rs. in Lacs)	Qty. (Kgs.)	Value (Rs. in Lacs)

D) CONSUMPTION OF RAW MATERIALS

Aluminium Chloride	1332778	451.26	1240700	456.86
Benzaldehyde	783600	657.26	722030	645.28
Caustic Potash	441455	285.66	404345	244.74
Caustic Soda Flasks	68312	15.75	72838	23.73
Caustic Soda Lye	704420	80.48	786888	148.44
Dibromomethane Ibromomethane	67506	130.76	—	—
D.V.Acid Chloride	119750	539.02	74324	327.38
Isopropyl Bromide	111434	120.46	115365	146.52
Lambda Cyhalothrin Acid	68975	791.26	—	—
Parachloro Toluene	223461	163.24	240407	210.20
Phenol	669373	392.27	619922	452.21
Sodium Cyanide	187849	211.96	180564	236.04
Toluene	153984	67.00	118977	55.40
Fuels	1993891	379.43	880906	349.10
Others	—	2,817.33	—	4266.52
		<u>7,103.14</u>		<u>7,562.42</u>

(Increase)/Decrease in Stock of
Finished Goods and WIP

(59.27) (103.82)

Cost of Goods Consumed

7,043.87 7,458.60

III. VALUE OF IMPORTS

Raw Materials (CIF Value)	<u>2,293.72</u>	<u>2,686.38</u>
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IV. EXPENDITURE IN FOREIGN CURRENCIES

i) Material / Capital	1,893.98	2,041.45
ii) Travelling Expenses	3.18	4.09
iii) Commission on Sales	18.90	59.08
iv) Others	7.54	2.43
	<u>1,923.60</u>	<u>2,107.05</u>

V. EARNING IN FOREIGN CURRENCIES

Export of Goods (FOB value/CIF)	<u>3,134.08</u>	<u>5,042.47</u>
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VI. CONSUMPTION OF IMPORTED & INDIGENOUS MATERIALS

	2009-10		2008-09	
	% of total Consumption	Value (Rs. in Lacs)	% of total Consumption	Value (Rs. in Lacs)
Imported	30.65	2,159.25	36.74	2,740.59
Indigenous	69.35	4,884.62	63.26	4,718.01
	<u>100.00</u>	<u>7,043.87</u>	<u>100.00</u>	<u>7,458.60</u>



BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details

CIN/Registration No. L24119DL1989PLC036264	State Code 55
Balance Sheet Date 31.03.2010	

II. Capital Raised during the Year (Amount in Rs. Thousands)

Public Issue NIL	Right Issue NIL
Bonus Issue NIL	Private Issue NIL

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities 603122	Total Assets 603122
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Sources of Funds

Paid-up Capital 42487	Reserves & Surplus 387379
Secured Loans 37771	Unsecured Loans 50
Deferred Tax Liability 5949	

Application of Funds

Net Fixed Assets 55857	Investments 114153
Net Current Assets 303626	Misc.Expenditure —

IV. Performance of Company (Amount in Rs. Thousands)

Turnover (Sales & Other Income) 1028703	Total Expenditure 941825
Profit before tax 86879	Profit after tax 58081
Earning per share (in Rs.) 13.67	Dividend rate (in %) 18%

V. Generic Names of three Principal Products of the Company

Item Code No. 291221.00	
Product Description METAPHENOXY BENZALDEHYDE	
Item Code No. 380810.29	
Product Description FENVALERATE TECHNICAL & FORMULATIONS	
Item Code No. 380810.24	
Product Description CYPERMETHRIN TECHNICAL & FORMULATIONS	


CASH FLOW STATEMENT PURSUANT TO LISTING AGREEMENTS

	Year ended 31.03.2010 (Rs.in lacs)	Year ended 31.03.2009 (Rs.in Lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before income tax & extraordinary items	868.78	877.04
Adjustments for:		
Depreciation	87.59	92.05
Profit/(Loss) on sale of fixed assets	0.64	(2.77)
Interest received	(3.62)	(7.26)
Interest paid	18.88	56.85
Operating profit before working capital changes	972.27	1015.91
Adjustments for:		
Increase/Decrease in Sundry Debtors	533.90	(569.00)
Increase/Decrease in Inventories	(195.57)	102.01
Increase/Decrease in Machinery Spare Parts	(38.81)	0.25
Increase/Decrease in Loans and Advances	910.42	(923.62)
Increase/Decrease in Current Liabilities	53.01	519.72
Cash generated from operations	2235.22	145.27
Interest received	3.62	7.26
Interest paid	(18.88)	(56.85)
Direct taxes paid	(359.60)	(318.43)
Net cash from operating activities	1860.36	(222.75)
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Net Investment in Shares & Units	(703.95)	(306.00)
Additions to fixed assets	(112.10)	(49.88)
Proceeds from sale of fixed assets	7.25	5.60
Dividend Paid	(42.49)	(42.49)
Dividend Distribution Tax paid	(7.22)	(7.22)
Net Cash used in Investing Activities	(858.51)	(399.99)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from new borrowings	—	487.31
Repayment of borrowings	(893.00)	(1.00)
Net cash used in financing activities	(893.00)	486.31
Net increase in cash & cash equivalents (A+B+C)	108.85	(136.43)
Cash and cash equivalents as at 01.04.2009	149.48	285.91
Cash and cash equivalents as at 31.03.2010	258.33	149.48

Annexure to our report of even date

FOR & ON BEHALF OF THE BOARD

for B.K. GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-
B. K. GOEL
Proprietor
Membership No. 82081

Sd/-
ITTI BHARGAVA
Company
Secretary

Sd/-
S. N. GUPTA *Chairman & Managing Director*
M. P. GUPTA
R. P. GUPTA
Directors

NEW DELHI
JULY 26, 2010.

Bharat RASAYAN 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.....of.....in the district of.....as my/our proxy to vote, for me/us on my/our behalf at the 21st Annual General Meeting of the Company to be held on Friday, the 20th August, 2010, or at any adjournment thereof.

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

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

Signed this.....day of2010.

Afix
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 dematerialised mode.

TEAR HERE

Bharat RASAYAN LIMITED

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

ATTENDANCE SLIP

Name of the shareholders :
(IN BLOCK LETTERS)

Registered Folio No. :

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

I hereby record my presence at the 21st Annual General Meeting on Friday, the 20th August, 2010, at 10:30 A.M. at Satyam Banquets, 6, Bhera Enclave, Paschim Vihar, Outer Ring Road, New Delhi-110087. I certify that I am a 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 dematerialised 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.