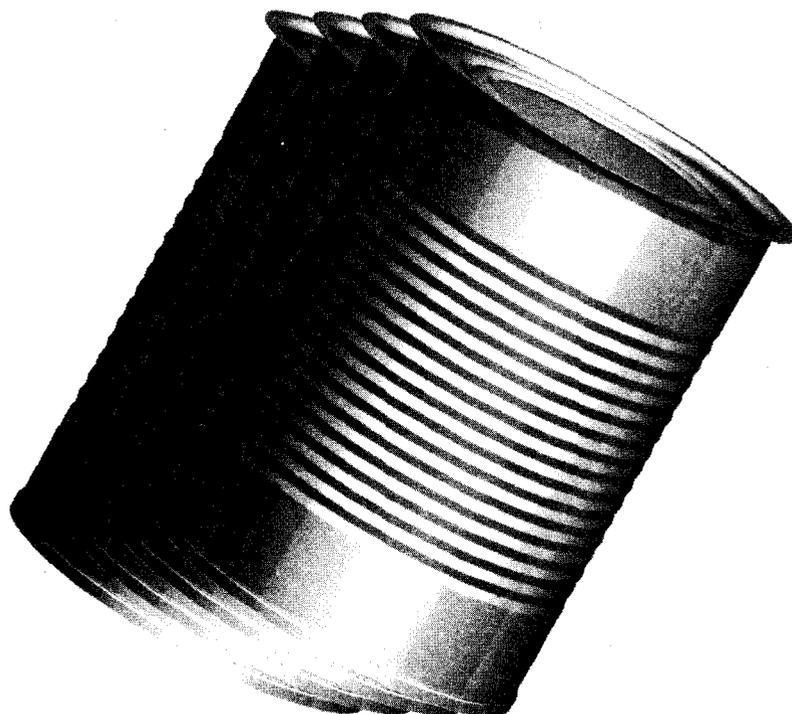


# 51ST ANNUAL REPORT 2008-2009

*Hundreds of Products*  
ONE CAN



*We CAN which others can't !!*



## HINDUSTAN TIN WORKS LIMITED

# **HTW'S CORPORATE SOCIAL RESPONSIBILITY (CSR)**

## **1. WATER HARVESTING : DHEEYA WALA DAM**

A Water Harvesting Project (Check Dam) was sponsored by HTW at village Dheeya Ki Dhani, Neem ka Thana, Block Madhopur Sikar , Rajasthan. The project benefited around 2000 rural people, 1100 cattle, 9 wells/bore wells and 340 bighas agriculture land.

Recharge impact will benefit two more downstream villages.



Water Project-II sponsored by HTW

## **2. LIGHTENING A VILLAGE**

HTW has adopted the village of Kohl Bhanga in Assam which will be provided Solar Electricity for life benefiting 119 households.

The video clipping showing the above village adoption by HTW can be seen at <http://www.youtube.com/watch?v=QIsA5wmwEKU>

## **3. OTHERS**

HTW has contributed:

- to PM's National Relief Fund towards Bihar Flood;
- for the upliftment of under privileged/handicap children through NGOs.



# 51st Annual Report 2008-2009

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### BOARD OF DIRECTORS

1. MR. VIJAY KUMAR BHATIA (CHAIRMAN)
2. MR. SANJAY BHATIA (MANAGING DIRECTOR)
3. MR. ASHOK KUMAR BHATIA (WHOLE TIME DIRECTOR)
4. MR. N.P. SAHNI (DIRECTOR)
5. MR. B.L. KHURANA (DIRECTOR)
6. MR. RAMESH KUMAR JAIN (DIRECTOR)
7. MR. M.K. ZUTSHI (DIRECTOR)
8. MR. MANOJ JAIN (WHOLE TIME DIRECTOR)
9. MR. SUDHIR SACHDEVA (DIRECTOR)  
(RESIGNED w.e.f. 30th JULY 2009)
10. MR. DEEPAK PAHWA (DIRECTOR)  
(APPOINTED w.e.f. 30th JULY 2009)

### V.P. (FINANCE) & COMPANY SECRETARY

MR. RAJAT PATHAK

### AUDITORS

M/s. M.L. Puri & Company  
Chartered Accountants  
407, New Delhi House,  
Barakhamba Road,  
New Delhi-110001

### BANKERS

1. Punjab National Bank
2. State Bank of India
3. Standard Chartered Bank

### SHARE TRANSFER AGENTS

Beetal Financial & Computer Services Pvt. Ltd.  
Beetal House, 3rd Floor, 99 Madangir,  
Behind Local Shopping Complex,  
New Delhi-110062  
Ph. No. : 011-29961281, 29961282

### REGISTERED OFFICE

488, Bartaan Market,  
Sadar Bazar,  
Delhi-110006

### CORPORATE OFFICE

UGF, Antriksh Bhawan,  
22, K.G. Marg, New Delhi-110001  
Website : [www.hindustantintin.biz](http://www.hindustantintin.biz)  
E-mail : [info@hindustantintin.co.in](mailto:info@hindustantintin.co.in)

### FACTORY

V. & P.O.-Bhigan,  
Dhatoori Road, Tehsil Ganour,  
Murthal, Distt.-Sonapat (Haryana)

### OTHER OFFICES

- A) 618, Tulsiani Chambers,  
Nariman Point, Mumbai
- B) KN/B-16, Gall No. 10,  
Anand Parbat Indl. Area,  
New Delhi



## FINANCIAL HIGHLIGHTS

(Amount Rs. in Lakhs)

PARTICULARS	2008-2009	2007-2008	2006-2007	2005-2006	2004-2005
<b>A. SALES AND EARNINGS</b>					
Sales (Gross)	25,626.32	19,645.30	18,227.63	15,903.28	15,170.45
Profit before Taxes	1,106.46	695.36	953.52	610.95	365.30
Profit after Taxes	668.51	351.02	565.90	320.20	256.80
Dividend	*206.84	*194.67	*182.51	*104.67	*61.97
Retained Earnings	461.67	156.35	383.39	215.53	194.83
Cash Accruals (PBDT)	1,396.38	975.23	1,180.96	819.22	609.36
*Inclusive of Dividend Tax					
<b>B. ASSETS AND LIABILITIES</b>					
A. a) Fixed Assets (Gross)	6,847.94	5,811.54	5,343.25	4,295.85	4,011.84
Net	4,046.09	3,274.64	3,081.03	2,245.17	2,151.45
b) Capital Work In Progress	761.93	319.74	35.93	3,481.08	56.87
B. Net Current Assets	8,532.63	8,500.55	8,730.21	5,879.59	5,835.70
C. Investment	334.46	334.46	329.46	5.73	21.07
Total Assets (A + B + C)	13,675.11	12,429.39	12,176.62	11,611.57	8,065.09
<b>C. NET WORTH</b>					
A. (i) Share Capital	1,039.97	1,039.97	1,039.97	764.97	543.46
(ii) Zero Coupon Convertible Warrant			-	132.00	-
B. *Reserve and Surplus	5,584.89	5,123.22	4,986.18	3,659.65	2,698.20
Total (A+B)	6,624.86	6,163.19	6,026.15	4,556.62	3,241.66
Deferred Taxation	435.99	417.69	338.05	281.95	241.70
<b>D. BORROWINGS</b>					
A. Long Term Loan	3,128.95	2,661.64	2,086.33	3,161.39	1,264.90
B. Short Term Loan	3,485.31	3,186.87	3,726.09	3,611.61	3,316.83
TOTAL BORROWING	6,614.26	5,848.51	5,812.42	6,773.00	4,581.73
TOTAL FUND	13,675.11	12,429.39	12,176.62	11,611.57	8,065.09
<b>EARNING/EQUITY SHARE</b>	<b>6.43</b>	3.38	#7.04	#4.69	4.24
<b>BOOK VALUE/EQUITY SHARE</b> (Incl. Revaluation Reserve)	<b>63.70</b>	59.26	75.01	66.83	59.64

# The EPS has been calculated on the basis of weighted average.

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the **51st Annual General Meeting** of the Members of Hindustan Tin Works Limited will be held at Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi on Friday, 25th September, 2009 at 10.00 A.M. to transact the following business:

**ORDINARY BUSINESS**

- (1) To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2009 and the Profit and Loss Account for the year ended on that date and the report of the Board of Directors and Auditors thereon.
- (2) To declare dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2009.
- (3) To appoint a Director in place of Mr. N. P. Sahni, who is retiring by rotation as per the provisions of Section 256 of the Companies Act, 1956 and being eligible offers himself for re-appointment.
- (4) To appoint a Director in place of Mr. B. L. Khurana who is retiring by rotation as per the provisions of Section 256 of the Companies Act, 1956 and being eligible offers himself for re-appointment.
- (5) To appoint Auditors, M/s M. L. Puri & Co., Chartered Accountants, New Delhi to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors of the Company to fix their remuneration.

**SPECIAL BUSINESS****(6) APPOINTMENT OF DIRECTOR**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as an **ORDINARY RESOLUTION**:-

"RESOLVED that Mr. Deepak Pahwa, who was appointed as an Additional Director by the Board of Directors of the Company pursuant to provisions of Article 91 of the Articles of Association of the Company and who holds office upto the date of ensuing Annual General Meeting under section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

By order of the Board

Place : New Delhi  
Date : 30th July, 2009

**Rajat Pathak**  
VP (Finance) & Company Secretary

**Registered Office :**  
488, Bartan Market  
Sadar Bazar,  
Delhi-110006

**NOTES :-**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The register of members and share transfer books of the Company will remain closed from Friday, 18<sup>th</sup> September, 2009 to Friday, 25<sup>th</sup> September, 2009 (both days inclusive).
3. The dividend, if declared at the meeting, will be paid on or after 25<sup>th</sup> September, 2009 to those members whose name appear:
  - a. As Beneficial Owners as at the end of the business hours on 17<sup>th</sup> September, 2009 as per the list to be furnished by the depository in respect of the shares held in electronic form and,
  - b. As members in the Register of Member of the Company after giving effect to all valid share transfers in physical form lodged with the Company on or before 17<sup>th</sup> September, 2009.
4. The members are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other request, for quicker attention directly to the Company's Share Transfer Agent.

**M/s Beetal Financial & Computer Services (P) Ltd;**  
Beetal House, 3<sup>rd</sup> Floor, 99 Madangir,  
Behind Local Shopping Complex,  
New Delhi – 110062.
5. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to item no. 6 of this Notice, setting out the material facts, is annexed hereto.
6. The Shareholders are requested to update their Contact address.
7. Shareholders are requested to get their shares converted from physical form to DEMAT form.
8. Claims of Unclaimed Dividend, if any, for the financial years 2002-03, 2003-04, 2004-05, 2005-06, 2006-07, 2007-08 shall be made to the Company or Share Transfer Agent. The shareholders may kindly note that the amount in unpaid dividend account relating to the financial year 2001-02 is due for transfer during October, 2009 to "Investors Education and Protection Fund" established by the Central Government under section 205C of the Companies Act, 1956.
9. The members/proxies are requested to bring their copy of Annual Report while attending the 51<sup>st</sup> Annual General Meeting of the Company.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Appointment of Directors: At the ensuing Annual General Meeting, Mr. N. P. Sahni and Mr. B. L. Khurana retires by rotation and seeks reappointment. Details pertaining to these directors required to be provided pursuant to clause 49 of the listing agreement are furnished in the statement on corporate governance.



Annexure to the Notice dated 30<sup>th</sup> July, 2009

**EXPLANATORY STATEMENT pursuant to Section 173(2) of the Companies Act, 1956**

**Item No. 6**

A notice has been received from a member along with a deposit of Rs. 500/- as required by section 257 of the Companies Act, 1956, proposing Mr. Deepak Pahwa as a candidate for the office of Director liable to retire by rotation.

Mr. Pahwa, an alumni of BHU, has over 30 years of experience in engineering & marketing of HVAC&R, Airconditioning & Environmental Control Technologies and was awarded, in 1989, the "**Entrepreneur of the year award**" in the small medium enterprise entrepreneur category 1987, a national award presented by the then president of India. Mr. Pahwa has an extensive experience in general management of the corporate bodies. Your Board is of the opinion that Mr. Pahwa will bring to the Company the exceptional experience and maturity which is so essential in the present circumstances and his appointment will, therefore, be in the interest of the Company.

As required by section 264 of the Companies Act, 1956, Mr. Pahwa has signed and filed with the Company his consent in writing to act as Director, if appointed.

Except Mr. Pahwa, none of the Directors are in any way concerned or interested in the resolution.

By order of the Board

Place : New Delhi  
Date : 30th July, 2009

**Rajat Pathak**  
VP (Finance) & Company Secretary

**Registered Office :**  
488, Barta Market  
Sadar Bazar,  
Delhi-110006



## DIRECTORS' REPORT

Dear Shareholders,

Your Directors have great pleasure in presenting the 51st Annual Report together with the Audited Annual Accounts of the Company for the financial year ending 31st March 2009.

### FINANCIAL RESULTS

The performance of the company for the financial year ended 31st March, 2009 is summarized below:

	(Rupees in Lacs)	
	2008-2009	2007-2008
Profit before Interest, Depreciation, & Tax	2385.42	1637.58
Less: Financial Charges	989.04	662.35
Depreciation	289.92	279.88
Provision for Tax (including FBT and Wealth Tax)	419.65	264.70
Deferred Tax	18.30	79.64
Profit after Tax	668.51	351.01
Add: Balance brought forward	1689.20	1562.86
Balance available for appropriation	2357.71	1913.87
Less: Appropriations :		
Dividend (Including Dividend Tax)	206.84	194.67
Transfer to General Reserve	60.00	30.00
Balance carried forward	2090.87	1689.20

### DIVIDEND

Your Directors are pleased to recommend a dividend of Rs. 1.70 per Equity Share (17 %) on the paid up capital of the Company for the year 2008-2009 which if approved at the forthcoming AGM will be paid to all those Equity Shareholders whose names appear (i) As Beneficial Owners as at the end of the business hours on 17th September, 2009 as per the list to be furnished by the depository in respect of the shares held in electronic form and, (ii) As member in the Register of Members of the Company after giving effect to all valid shares transfers in physical form lodged with the Company on or before 17th September, 2009.

### OPERATIONS

Your Company has achieved a turnover of Rs. 24434.16 lacs as against the previous year's turnover of Rs. 18525.79 lacs i.e. an increase of Rs. 5908.37 lacs. The Company has been successful in increasing its export sales from Rs. 1530.46 lacs in previous year to Rs. 3682.68 lacs in current year i.e. an increase of Rs.2152.22 lacs.

### LISTING OF SHARES

The Company issued 30,00,000 Zero Coupon Convertible Warrants on 12th August 2005. Out of which 27,50,000 Zero Coupon Convertible Warrant were converted into 27,50,000 Equity Shares on 09th February, 2007 and got listed at Bombay Stock Exchange and Delhi Stock Exchange on 22nd October, 2007 and 25th January, 2008 respectively.

### EXPANSION AND DIVERSIFICATION

The Company currently has one manufacturing plant situated at Bhigan, Dhatoori Road, Tehsil Ganour, Murthal, Haryana. For Baddi project the permission u/s 118 (for non- Himachali) of Himachal Pradesh Tenancy and Land Reforms Act 1972 is extended till 7th June, 2010 for industrial use of land, however, Baddi project is on hold and the company is reviewing the feasibility of the project.

**JOINT VENTURE**

As you are aware of that your Company entered into a joint venture Agreement (JV) on 01st August, 2006 with Rexam Beverage Can (India Holdings) Limited, U.K. a Rexam PLC, UK Group Company, the world leader in two piece Beverage Cans and also entered into other allied agreements. The JV, under the name and style of Rexam HTW Beverage Can (India) Limited, is first of its kind in India and it would benefit from the synergies of the JV Partners especially the technical and global best practices brought in by Rexam and the established capabilities of Hindustan Tin Works Limited in the domestic market. The JV is established to manufacture, distribute and market two piece cans and this would provide a strategic advantage to the JV and its Partners. The JV Company has received very good response from the market. The JV Company is under the process of updating its capacity to over 400 million cans per annum which is expected to be completed by next year.

**DIRECTORS**

In terms of the provisions of Section 255 & 256 of the Companies Act, 1956 and Articles of Association of the Company. Mr. N. P. Sahni and Mr. B. L. Khurana retire at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment.

Mr. Deepak Pahwa has been appointed in the Board Meeting as additional Director w.e.f. 30th July, 2009 in the Board Meeting held on 30th July, 2009.

Mr. Sudhir Sachdeva has resigned from the Board w.e.f. 30<sup>th</sup> July, 2009.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to directors' responsibility statement, it is hereby confirmed that: -

- (a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- (b) We have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year 2008-2009 and of the profit of the company for that period.
- (c) We 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 any possible fraud and other irregularities.
- (d) We have prepaid accounts on going concern basis.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

A report in the form of Management Discussion and Analysis pursuant to Clause 49 of the Listing Agreement, as a part of this report is annexed hereto as Annexure - I.

**FIXED DEPOSITS**

During the year under review, the company has not accepted any deposit under Section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposits) Rules, 1975.

**CORPORATE GOVERNANCE**

A report on Corporate Governance, along with a certificate from the Statutory Auditors of the Company detailing the compliance of Corporate Governance norms as enumerated in clause 49 of the listing agreements with the Stock Exchanges, is annexed as Annexure - II.

**CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGERIAL PERSONNEL**

The Company has laid down a code of conduct for the Board Members and Senior Managerial Personnel of the Company. All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the year 2008-2009. A declaration by Mr. Sanjay Bhatia, Managing Director, as to the compliance of the Code of Conduct by the Board Members and Senior Managerial personnel has been placed before the Board at its meeting held on 30<sup>th</sup> July 2009 is enclosed as Annexure-III.

**DISCLOSURES**

The CEO and Chief Financial Officer (CFO) have furnished to the board in its meeting held on 30<sup>th</sup> July, 2009 a certificate with regard to the financial statements and other matters of the Company as on 31st March 2009 as required under clause 49 of the listing agreement.

No penalty or stricture was imposed on the Company by any statutory authority for non-compliance on matter related to capital markets, during the last three years.

The Company is complying with all the mandatory requirements of the Listing agreement of Stock Exchanges on 'Corporate Governance'.

**AUDITORS**

M/s M. L. Puri & Co., Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received intimation to the effect that their re-appointment, if made would be within the prescribed limits under Section 224 (1-B) of the Companies Act, 1956 and also that they are not otherwise disqualified within the meaning of Sub-Section (3) of Section 226 of the Companies Act, 1956, for such appointment.

**PERSONNEL**

Particulars of employees as required under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particular of Employees) Rules, 1975 as amended, are set out below.

Employee Name	Title/ Designation	Qualification	Age	Experience (Years)	Joining Date	Gross Remuneration Rs.	Previous Employment and Designation
Sanjay Bhatia	Managing Director	B Com. (Hons) and LLB	57	32	7th Aug 1992 as MD	26,64,000/-	Since 1st Oct, 1977 as CEO of Hindustan Tin Works Limited

**PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information in accordance with the provisions of Clause (e) of Sub-Section (1) of Section 217 of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2009 is given in Annexure -IV.

**ACKNOWLEDGEMENT**

The Board wishes to place on record with deep sense of satisfaction, their appreciation for the high degree of professionalism, commitment and dedication displayed by employees at all levels and the guidance, co-operation and assistance extended to the Company by its Bankers, Shareholders, Customers and Suppliers.

For & on behalf of Board

Place : New Delhi  
Date : 30th July, 2009

(VIJAY BHATIA)  
Chairman

**ANNEXURE-I****THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

According to the revised estimate released by Central Statistical Organization, the GDP growth for Financial year 2008-2009 stood at 6.7% as against 7.1% in the Advance Estimates. The slow down is mainly on account of lower performance in almost all the sectors excluding construction, community, social and personal services then anticipated. And there is general recession in US, Europe and many other countries of the world.

However during 2008-09, the manufacturing sector of Indian Economy grew by 2.4% compared to 8.2% in 2007-08, despite of this your Company has achieved a turnover of Rs. 24434 lacs as against the previous year's turnover of Rs. 18526 lacs i.e. an increase of Rs. 5908 lacs (32%).

The Company has been successful in increasing its export sales from Rs. 1530 lacs in previous year to Rs. 3683 lacs in current year i.e. an increase of Rs. 2153 lacs (141%), however in dollar terms the exports of the Company have increased by 112% due to Rupee, dollar parity.

In spite of slow down in almost all sectors, your Company is putting all its efforts and expect to achieve good growth in production and sales during the coming year.

**OPPORTUNITIES & THREATS**

Our Company is a leading and established Company in tin packaging industry. We are keenly conscious of the emerging opportunities in the cart-manufacturing sector in India as well as abroad and we shall endeavor to take benefit of every good opportunity in the very best interest of our members.

Following are the opportunity and threats of our Company:

**OPPORTUNITIES**

1. Historical established performance.
2. Established customer profile and wide customer base.
3. Reputation for quality, well established brand.
4. Edge in raw material procurement.
5. Ability to expand and diversify.
6. Expansion in export market.
7. Professionally & technically qualified Human Resource.
8. Priority of the Government to promote Food Processing Industry.
9. Significant incentives in North India.
10. Innovation and new product development.

**THREATS**

1. Global competition.
2. Foreign Currency rate fluctuations.
3. Competition from unorganized sector.
4. Shrinking margin.
5. Alternate packaging materials
6. Heavy dependence of customers on weather conditions.

**PRODUCT WISE PERFORMANCE**

The performance of the Company has been satisfactory in the areas like Dairy Products, Processed Foods and Export. Our company is successful in entering into non-food areas like paints, pesticides, shoe polish etc. The Company has entered into new markets of export and developed new products for domestic market during the year.

**OUTLOOK**

The outlook of the Company seems to be very progressive. The management of the Company is seriously engaged in the task of reducing overheads and other costs. Company has a vision to consolidate its position as leader in metal packaging segment.

**RISK**

Though the tin packaging has an edge over modes of packaging but the demand for other modes of packaging also shows an increasing trend.

**CONCERN**

The main concern is the slow down in India and general recession in world economies.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate internal control systems commensurate with its size and complexity of operations. The Internal Control systems are aimed at monitoring efficiency of operation, ensuring protection of resources, accuracy and promptness of financial reporting and compliance with statutes and regulations. All the vital internal control systems in the Company are working satisfactorily. Our statutory and Internal Auditors have not reported any serious departure in any of the internal control systems. The Audit Committee of the Company regularly reviews internal control systems of the Company and continuous improvements are being made in the same. Budgets are prepared every year and the actual performance is compared to the budgeted performance. The variances are reviewed on a monthly basis.

**FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The Company has registered 32% increase in turnover during the year 2008-2009 as compared to the year 2007-2008. The Export Sales has increased by 141% as compared to the previous year, however in dollar terms the exports of the Company have increased by 112% due to Rupee, dollar parity.

**MATERIAL DEVELOPMENT IN HUMAN RESOURCES/INDUSTRIAL FUND**

The Company's ability to deliver value products to clients depends largely on its ability to attract, train, motivate, empower and retain the best professionals. Annual performance appraisal system is already in place to evaluate the operational performance of each employee on the basis of predefined Key Result Area. The Company has 253 permanent employees as on 31<sup>st</sup> March, 2009.

Industrial relation front continued to be peaceful with no working day loss due to any activity.

**VALUE CREATION**

Your Company is continuously striving to create value in all spheres of its activities. This encompasses not only value for its customers but also for its stakeholders. The Company has adopted Accounting Standards incorporating best practice and moved towards transparency in its reporting. We will continuously endeavor to provide insight on the operation of the Company to aid all stakeholders.



## ANNEXURE-II

**REPORT BY DIRECTORS ON CORPORATE GOVERNANCE****COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company has attached significant importance to the Code of Corporate Governance. The Company's philosophy on corporate governance is to practice transparency in operations and maintain a professional approach and accountability in dealing with its shareholders. The company has always focused on maintaining highest standards in conducting its affairs ethically and lawfully and has sustained a culture of high ethical standards, integrity and professionalism. The company strongly believes that good Corporate Governance structure encourages companies to create value that can be sustained over the long term for customers, shareholders, employees and business partners. The success of the Company lies in faithful & sincere persuasion of its core values:

The core values of the Company are:

- > Manpower Development,
- > Integrity, openness, fairness and trust,
- > Commitment to excellence
- > Customer satisfaction.
- > Sound and ethical business practices.

Our Company is subjected to Corporate Governance Code. The Company has constituted various committees required to be formed under the code.

**COMPOSITION OF THE BOARD**

The Board of Directors consists of nine directors of which four are Executive Directors and five are Non-Executive, Independent-Directors. The composition of the Board meets the requirement stipulated in clause 49 of the Listing Agreement with the Stock Exchanges. In the opinion of the Board, none of the Non-Executive Directors have any pecuniary relationship or transaction with the Company, its promoters or its management. The Board of Directors of the Company formulates the strategy, regularly review the performance of the Company and ensure that the objectives are met on a consistent basis.

**1. Board Meeting and AGM**

During the year the Board of Directors of the Company met on 28<sup>th</sup> April 2008, 26<sup>th</sup> July, 2008, 31<sup>st</sup> October 2008 and 30<sup>th</sup> January, 2009. Annual General Meeting held on 25<sup>th</sup> September 2008.

Record of attendance of Directors at the Board Meeting, Annual General Meeting, held during the year ended 31<sup>st</sup> March 2009 is as under :-

Directors	No. of Board meetings held during the Directors tenure in 2008-09	No. of Board Meetings Attended	Attendance at AGM held on 25 <sup>th</sup> September, 2008	No. of other Directorship & Committee Membership	
				Other Directorship	Committee Members
Mr. Vijay Bhatia	FOUR	TWO	ABSENT	2	1
Mr. Sanjay Bhatia	FOUR	FOUR	PRESENT	3	-
Mr. Ashok Bhatia	FOUR	FOUR	PRESENT	1	-
Mr. Manoj Jain	FOUR	TWO	ABSENT	-	-
Mr. N. P. Sahni	FOUR	FOUR	ABSENT	2	2
Mr. B. L. Khurana	FOUR	FOUR	ABSENT	3	2
Mr. Ramesh Kumar Jain	FOUR	FOUR	PRESENT	1	1
Mr. M. K. Zutshi	FOUR	FOUR	ABSENT	-	-
Mr. Sudhir Sachdeva	FOUR	FOUR	ABSENT	-	-

**2. Audit Committee**

The members of the Audit Committee met four times during the financial year 2008-09. The term of reference of the Committee covers the matters specified for Audit Committee, under Clause 49 of the Listing Agreement with the Stock Exchanges and Section 292(A) of the Companies Act, 1956. The Audit Committee consists of the following Directors:

Mr. Ramesh Kumar Jain	Chairman
Mr. B. L. Khurana	Member
Mr. N. P. Sahni	Member



All the members of the Committee are Non-Executive and Independent Directors.

The Company Secretary of the Company acts as the Secretary to the Committee. The Audit Committee met on 28<sup>th</sup> April 2008, 26<sup>th</sup> July 2008, 31<sup>st</sup> October 2008, and 30<sup>th</sup> January 2009.

**Name of the Member**                      **Meetings attended during the year**

Mr. Ramesh Kumar Jain	Four
Mr. B. L. Khurana	Four
Mr. N. P. Sahni	Four

### 3. Remuneration Committee

Remuneration Committee consists of Mr. B. L. Khurana (Chairman), Mr. N. P. Sahni, and Mr. Ramesh Kumar Jain. The term of reference of the committee is to review and recommend compensation, payable to executive and Non-Executive Directors. The Company paid Rs. 54.67 lacs as remuneration, commission, and sitting fees to directors as per detail contained in the notes to accounts.

**(A) Details of remuneration paid during the year 2008-2009 :**

Sl. No.	Name of the Directors	Designation	Salary (Rs.) (Basic + HRA)	Perquisites	Retirement Benefit	Commission	Total
1.	Mr. Sanjay Bhatia	Managing Director	19,20,000	-	1,44,000	6,00,000	26,64,000
2.	Mr. Ashok Bhatia	Whole Time Director	7,80,000	-	93,600	-	8,73,600
3.	Mr. Vijay Bhatia	Whole Time Director	10,80,000	-	1,29,600	-	12,09,600
4.	Mr. Manoj Jain	Whole Time Director	5,22,600	10,800	-	-	5,33,400
<b>TOTAL</b>							<b>52,80,600</b>

**(B) Details of payment of sitting fee paid to Non-executive Directors for attending Board Meeting and Audit Committee Meeting :**

	(Rs.)
1. Mr. B. L. Khurana	42,000
2. Mr. N.P. Sahni	42,000
3. Mr. Ramesh Kumar Jain	42,000
4. Mr. M. K. Zutshi	30,000
5. Mr. Sudhir Sachdeva	30,000
	<u>1,86,000</u>

### 4. Share Transfer Committee

The Company has a Share Transfer Committee consisting of Mr. Sanjay Bhatia and Mr. Ashok Bhatia. The committee meets regularly to approve transfer of shares.

During the year the Share Transfer Committee met on 16<sup>th</sup> June, 2008, 15<sup>th</sup> July, 2008, 01<sup>st</sup> August, 2008, 14<sup>th</sup> August, 2008, 30<sup>th</sup> August, 2008, 17<sup>th</sup> September, 2008, 31<sup>st</sup> October, 2008, 15<sup>th</sup> November, 2008, 15<sup>th</sup> December, 2008, 15<sup>th</sup> January, 2009 & 31<sup>st</sup> January, 2009.

### 5. Shareholders Grievances Committee

The Company has set up a Shareholders Grievances Committee to specifically look into the redressal of shareholder's and investor's complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividend etc. The Shareholders Committee consists of the following Directors :

Mr. B.L. Khurana (Chairman, Non-executive and Independent)

Mr. Sanjay Bhatia

Mr. Ashok Bhatia

The committee met on 28<sup>th</sup> April 2008, 26<sup>th</sup> July 2008, 31<sup>st</sup> October 2008, and 30<sup>th</sup> January 2009.

Mr. Rajat Pathak, VP (Finance) & Company Secretary is the compliance officer.

During the year ended 31<sup>st</sup> March, 2009, 55 investors queries/Complaints were received, all of which were redressed/replied to the satisfaction of the investors. All valid requests for share transfer received during the year have been acted upon by the Company. No such transfer is pending for a period exceeding one month. There was no outstanding investor complaints as on 31<sup>st</sup> March, 2009. The status on reply/redressal of investors complaints is also reported to the Board of Directors from time to time.



#### 6. Code of conduct for the Directors and senior managerial personnel

The Company has laid down a code of conduct for the Board Members and Senior Managerial Personnel of the Company. All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the year 2008-2009. A declaration to this effect by Managing Director has been provided as annexure III to Directors' Report.

#### 7. General Body Meeting

The details of the last three AGMs are as follows:

AGM	Financial Year	Held At	Date and Time	Special Resolutions Passed
50th	2007-2008	Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi	25th September, 2008 10.00 AM.	None
49th	2006-2007	Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi	27th September, 2007 10.00 AM.	<ol style="list-style-type: none"> <li>1. Appointment and Revision in remuneration of Mr. Manoj Jain.</li> <li>2. Delisting of Equity Shares of the Company from the Delhi Stock Exchange and Calcutta Stock Exchange.</li> <li>3. Appointment and revision in remuneration of Mr. Sanjay Bhatia.</li> <li>4. Appointment and revision in remuneration of Mr. Vijay Bhatia.</li> <li>5. Appointment and revision in remuneration of Mr. Ashok Bhatia.</li> <li>6. Revision in Salary of Mr. Paras Bhatia.</li> <li>7. Revision in Salary of Mr. Saket Bhatia.</li> <li>8. Revision in Salary of Mr. Gaurav Bhatia.</li> </ol>
48th	2005-06	Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi	01st September, 2006 10.00 AM.	<ol style="list-style-type: none"> <li>1. Investment in HTW Beverage Can (India) Ltd.</li> <li>2. Alteration of AOA.</li> <li>3. Appointment of WTD.</li> <li>4. Revision in remuneration of Mr. Sanjay Bhatia.</li> <li>5. Revision in remuneration of Mr. Vijay Bhatia.</li> <li>6. Revision in remuneration of Mr. Ashok Bhatia.</li> <li>7. Relative of Director holding office or place of profit.</li> </ol>

No Resolution was passed during the year ending 31st March, 2009 through postal ballot.

**8. Disclosures****a) Related Party Transaction**

During the year ended on 31<sup>st</sup> March, 2009, there were no material significant transactions with related parties that may have a potential conflict with the interest of the company at large.

**b) Compliance by the Company**

The Company has complied with requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years.

**Penalty**

No penalty or stricture was imposed on the Company by any statutory authority for non-compliance on matter related to capital markets, during the last three years.

**CEO and CFO Certificate**

As per the Clause 49 of the listing agreement the CEO and CFO have furnished to the Board, a certificate in respect of the financial statements and cash flow statements of the Company for the year ended 31<sup>st</sup> March, 2009.

**Listing Agreement**

The company is complying with all mandatory requirements of the Listing Agreement of Stock Exchanges on 'Corporate Governance'.

**Remuneration of all Directors****(Amount in Rs.)**

1. Mr. Vijay Bhatia	12,09,600
2. Mr. Sanjay Bhatia	26,64,000
3. Mr. Ashok Bhatia	8,73,600
4. Mr. Manoj Jain	5,33,400
	<u>52,80,600</u>

**9. Means of communication:-**

- a) The Company neither considers necessary, nor beneficial to the shareholders to send half-yearly report to the shareholders. The Company regularly publishes its financial results at the end of each quarter. The Company's Unaudited Financial Results are also available on the Company's website: [www.hindustantintin.biz](http://www.hindustantintin.biz) and SEBI's website.
- b) Quarterly Results of the Company were published in the Business Standard (English) and Veer Arjun (Hindi). These results are available on the website of the Company.

**10. General Shareholders information:****AGM : Date, Time and Venue**

The 51<sup>st</sup> Annual General Meeting of the Company is scheduled to be held at 10.00 A.M. on Friday, 25<sup>th</sup> September, 2009 at Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi.

Financial Year	1st April, 2008 to 31st March, 2009
Date of Book Closure	18th September, 2009 till 25th September, 2009 (both days inclusive)
Dividend Payment Date	29th September, 2009

**Listing on Stock Exchanges**

Your Company's shares are listed with the Delhi Stock Exchange Ltd., Delhi, Bombay Stock Exchange Ltd., Mumbai and Calcutta Stock Exchange Association Ltd., Kolkata. Your Company is regular in payment of listing fees except for Calcutta Stock Exchange Association Ltd. in which the Company has filed an application for delisting which is still pending. The company in its board meeting held on 30<sup>th</sup> July, 2007 has approved delisting of its shares from Delhi and Calcutta Stock Exchanges under amended delisting Guidelines of SEBI (Delisting of Securities) Guidelines, 2003. The Company also applied for delisting of its shares from Delhi Stock Exchange Ltd. in March, 2009.

Stock Code	BSE Code 530315
------------	-----------------



The market prices high and low during each month at the Mumbai Stock Exchange during April, 2008 to March 2009 are as follows:

	High (Rs.)	Low (Rs.)
April, 2008	39.75	28.05
May, 2008	35.95	29.10
June, 2008	31.90	22.85
July, 2008	32.05	18.00
August, 2008	35.75	26.00
September, 2008	30.05	21.90
October, 2008	23.20	16.75
November, 2008	19.85	15.35
December, 2008	17.85	13.85
January, 2009	19.40	14.20
February, 2009	16.15	14.00
March, 2009	18.00	13.00

#### Registrar and Transfer Agent

M/s. Beetal Financial & Computer Services (P) Ltd.  
Beetal House, 3rd Floor,  
99, Madangir, Behind Local Shopping Complex,  
Near Dada Harsukh Das Mandir,  
New Delhi-110062.  
E-mail id : beetal@rediffmail.com

#### Share Transfer System

The shareholders can send the shares for transfer to the Company or directly to the Company's Share Transfer Agent. The Share Transfer Committee holds its meeting regularly to give effect to transfer of shares.

#### Distribution of Shareholding

##### Shareholding Pattern as on 31st March, 2009

Sl. No.	Particulars	No. of Shares	%
1.	Indian Promoters	36,79,905	35.38
2.	Indian Public	24,39,705	23.45
3.	Banks/Financial Institutions, Central/ State Government Institutions	1,579	0.02
4.	Bodies Corporate	30,41,560	29.25
5.	Foreign Companies	11,50,800	11.07
6.	Non Resident Indians	48,738	0.47
7.	Demat Transit	37,396	0.36
	Total	1,03,99,683	100.00

##### Distribution of Shareholding as on 31st March, 2009

No. of Equity Share held	No. of Share holders	% of Share holders	No. of Shares	% of Shares holding
Upto 5000	7,408	90.01	6,33,943	6.0958
5001 – 10000	402	4.88	3,43,870	3.3065
10001 – 20000	175	2.13	2,73,643	2.6313
20001 – 30000	86	1.04	2,19,163	2.1074
30001 – 40000	28	0.34	1,00,000	0.9616
40001 – 50000	41	0.50	1,96,776	1.8921
50001 – 100000	38	0.46	2,66,919	2.5666
100001 And Above	52	0.63	83,65,369	80.4387
Total	8,230	100.00	1,03,99,683	100.00



### Dematerialization of shares and liquidity

The Company has an agreement with the National Securities Depository Ltd. and Central Depository Services Ltd. with a view to facilitate holding and trading of shares in electronic form. The shares of the Company are in compulsory demat form. The shares of the Company are listed with the Stock Exchanges of Mumbai, Delhi and Kolkata. However, the Company has applied for delisting with the Stock Exchanges of Delhi and Kolkata.

### GDRs/ADRs/Warrants or any other Convertible Instruments, Conversion date:

The company issued 30,00,000 Zero Coupon Convertible Warrants on 12th August 2005. 27,50,000 Zero Coupon Convertible Warrants were converted into 27,50,000 Equity Shares on 9th February, 2007 and got listed at Bombay Stock Exchange and Delhi Stock Exchange on 22nd October, 2007 and 25th January, 2008 respectively.

### Re-appointment of Directors at the Annual General Meeting

Mr. N. P. Sahni and Mr. B. L. Khurana retire by rotation and being eligible, offer themselves for re-appointment. Pursuant to Clause 49(IV) (G) (i) of the Listing Agreement relating to the code of Corporate Governance, the particular of the aforesaid Directors are given below:

Profile of Directors retiring by rotation;

- A. Mr. N. P. Sahni, having very wide and rich experience in the field of Taxation, especially in Income Tax Law.

The Directorship in other Companies is as follows :-

Name of the Company	Board position held
Rexam HTW Beverage Can (India) Limited	Director
Teracom Limited	Director

The Committee membership in other Companies is as follows :-

Name of the Company	Name of Committee	Status
Rexam HTW Beverage Can (India) Limited	Remuneration Committee	Member
Teracom Limited	Audit Committee	Chairman

- B. Mr. B. L. Khurana has an experience of more than 40 years in banking sector and has an extensive experience in general management of the corporate bodies.

The Directorship/Committee membership in other Companies is as follows :-

Name of the Company	Board position held
Rexam HTW Beverage Can (India) Limited	Director
Usha Leasing (P) Ltd.	Director
RLF Limited	Director

The Committee membership in other Companies is as follows :-

Name of the Company	Name of Committee	Status
Rexam HTW Beverage Can (India) Limited	Remuneration Committee	Member
RLF Limited	Shareholders Committee	Member

### Plant Locations

- Village & Post Office-Bhigan,  
Dhatoori Road, Tehsil Ganour,  
Murthal, Distt. Sonapat (Haryana)

### Address for correspondence

Mr. Rajat Pathak  
VP (Finance) & Company Secretary,  
Hindustan Tin Works Limited,  
UGF, Antriksh Bhawan, 22, K.G. Marg,  
New Delhi - 110001  
Ph. No. 23357276 - 279  
E-mail : cs@hindustantin.co.in

**AUDITORS' REPORT ON CORPORATE GOVERNANCE**

To the members of Hindustan Tin Works Ltd.,

We have examined the compliance of conditions of Corporate Governance by Hindustan Tin Works Ltd. for the year ended 31<sup>st</sup> March, 2009 with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as Stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of our review and according to the information and explanation given to us, the condition of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange(s) have been complied with in all material respect by the Company and no investor grievance(s) is/are pending for a period exceeding one month against the Company as per the record maintained by the Shareholder/Investor Grievance Committee.

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 **M.L. Puri & Co.**  
Chartered Accountants

Place : New Delhi  
Date : 30th July, 2009

**M. L. Puri**  
Partner  
M. No. 9198



## ANNEXURE-III

**DECLARATION BY CHIEF EXECUTIVE OFFICER (CEO)**

Pursuant to Clause 49 1 (D) (ii) of the Listing Agreement, I, Sanjay Bhatia, Managing Director of Hindustan Tin Works Limited hereby declare that all the Board Members and Senior Managerial Personnel have affirmed for the year ended on 31st March, 2009 Compliance with the Code of Conduct of the Company laid down for them.

Place : New Delhi  
Date : 30th July, 2009

Sd/-  
**SANJAY BHATIA**  
Managing Director

## ANNEXURE-IV

**PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE EARNINGS AND OUTGO****A. Conservation of Energy**

- |   |   |     |
|---|---|-----|
| a) Energy conservation measures taken   | : | Nil |
| b) Additional Investment and proposals: if any, being implemented for reduction consumption of energy.                                    | : | Nil |
| c) Impact of the measures at (a) and (b) :above for reduction of energy consumption and subsequent impact on cost of production of goods. | : | Nil |

**B. Technology Absorption**

- |   |   |     |
|---|---|-----|
| a) Specific areas in which R&D                  | : | Nil |
| b) Benefit derived as a result of the above R&D | : | Nil |
| c) Future Plan of action                        | : | Nil |

**Technology Absorption, Adaptation and Innovation**

- |  |   |  |
|--|---|--|
| 1) Efforts, in brief, made towards technology absorption, adaptation | : | Following Machines were installed during the year<br>i. New can line with down line machinery<br>ii. Lining Machinery<br>iii. Presses<br>iv. Coating machine with oven |
| 2) Benefit derived as a result of the above efforts                  | : | Help to increase our capacity through fast production, less scrap and reduced manpower.  |

**C. Foreign Exchange Earnings and Outgo**

1. Activities relating to export, initiatives taken to increase exports, Development of New Export markets for products and Services and Export Plan.

The Company has continued to maintain focus and avail of Export opportunities based on economic considerations. During the year the company has exports worth Rs. 3682.68 Lacs (Previous year Rs. 1530.46 Lacs).

- |   |             |
|---|-------------|
| 2. Total Foreign Exchange used and earned | Rs. in Lacs |
| a) Total Foreign Exchange earned          | 3657.46     |
| b) Total foreign exchange outgo           | 6721.71     |

**AUDITORS' REPORT**

To the Members of  
**HINDUSTAN TIN WORKS LIMITED**

1. We have audited the attached Balance Sheet of Hindustan Tin Works Limited, as at 31<sup>st</sup> March 2009 and the Profit and Loss Account and Cash Flow Statement of the Company 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.
2. We conducted our audit in accordance with the 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.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the annexure referred to in paragraph 3 above, 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 purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of the books of the Company.
- (c) The Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) Based on the representations received from the Directors and information & explanations made available, we report that none of the directors are disqualified as on 31<sup>st</sup> March, 2009 from being appointed as a Director in terms of Clause (g) of Sub-Section (1) of Section 274 of the Companies Act, 1956.
- (e) In our opinion the Balance Sheet, Profit and Loss Account and Cash Flow Statement comply with the accounting standards referred to in Sub-section (3C) of Section 211 of the Companies Act, 1956.
- (f) In our opinion and to the best of our information and according to the explanation given to us, the accounts read together with other notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
  - i) In the case of Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2009.
  - ii) In the case of Profit and Loss Account of the Profit for the year ended on that date.
  - iii) In the case of Cash Flow Statement, of the cash flow for the year ended on that date.

For **M.L. Puri & Co.**  
Chartered Accountants

Place : New Delhi  
Date : 30th July, 2009

**M. L. Puri**  
Partner  
M. No. 9198



**ANNEXURE TO THE AUDITORS' REPORT (REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE)  
TO THE SHAREHOLDERS OF HINDUSTAN TIN WORKS LTD**

1. (a) The Company has maintained proper records, showing full particulars including quantitative details and situation of fixed assets.
- (b) We are informed that major parts of the fixed assets were physically verified at reasonable intervals. No material discrepancies were noticed on such verification.
- (c) There was no disposal of a substantial part of the Fixed Assets.
2. (a) On the basis of information and explanations obtained, stocks of finished goods, raw materials & stores physical checked by management at reasonable intervals.
- (b) The procedure of physical verification of stocks followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stock and book records were not material.
3. In respect of unsecured Loans granted to company covered in the register maintained under Section 301 of the companies Act 1956 and according to the information and explanation given to us :-
  - (a) The company has granted loan to the Joint Venture Company covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 770.36 lacs and the year end balance of loan granted to such party was Rs.576.78 lacs.
  - (b) In our opinion and according to the information and explanation given to us, the rate of interest and other terms and conditions for such loan are not prima facie prejudicial to the interest of the company.
  - (c) The loans granted are repayable on demand. As informed, the company has not demanded the balance outstanding of such loan, thus, there has been no default on the part of the party to whom the money has been lent. The payment of interest on such loan was not due at the year end.
  - (d) There are no overdue amounts and hence the provisions of Sub-clause (d) of clause 4(iii) of the order are not applicable to the company.
  - (e) The company has taken loan from the company covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.94.54 lacs, the year end balance of loan taken from such party was Rs.94.54lacs.
  - (f) In our opinion and according to the information and explanation given to us, the rate of interest and other terms and conditions for such loan are not prima facie prejudicial to the interest of the company.
  - (g) The loan taken are repayable on demand. As informed, the company has not demanded the balance outstanding of such loan, thus, there has been no default on the part of the company. The payment of interest on such loan was not due at the year end.
  - (h) There are no overdue amounts and hence the provisions of Sub-clause (h) of clause 4(iii) of the order are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weaknesses in internal controls were either reported or noticed.
5. (a) The particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section; and
- (b) Transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. In our opinion and according to the information and explanation given to us, the Company has not accepted deposits from the public during the year. Therefore the provisions of clause 4(vi) of the order are not applicable to the company.
7. In our opinion, the company has an internal audit system commensurate with its size and nature of its business.



8. We are informed that maintenance of cost records has not been prescribed by the Central Government under Clause (d) of Sub-Section 1 of Sec 209 of the Act.
9. (a) According to the records of the Company, the Company has been generally regular in depositing with appropriate authorities the statutory dues including Provident Fund, Employees State Insurance, Income tax, Sales tax, Wealth tax, Custom duty, Excise duty, Cess and other statutory dues.
- (b) According to the information and explanations given to us, there are no undisputed amounts payable in respect of the aforesaid statutory dues, which have remained outstanding as at 31.3.2009 for a period of more than 6 months from the date they became payable.
- (c) As regards dues not deposited on account of disputes, the position as explained by the Company is as under :

Particulars	Period to which the amount relates	Demand Raised (Rs.)	Remarks	Forum where pending
<b>SALES TAX</b>	1996-97 to 98-99	11,52,000	Rs.590000/- deposited against the demand and the Hon'ble Allahabad High Court has granted stay for the balance amount of Rs.562000.	Allahabad High Court.
<b>EXCISE</b>	1995-96	1,32,000	Remanded back by CESTAT to Commissioner Appeals. Company has deposited Rs. 60,000 against the demand.	Commissioner Appeals.

10. The Company has no accumulated losses at the end of the financial year.
11. In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to financial institutions or banks.
12. In our opinion and according to the information and explanation given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures or other securities.
13. The provision of any special statutes applicable to chits does not apply to the Company.
14. According to the information and explanation given to us, during the period covered by our audit report, the company is not dealing in or trading in shares, securities, debentures and other investments.
15. In our opinion and according to the information and explanation given to us, the Company has not given any guarantee for loans to Banks or Financial Institution on behalf of other.
16. In our opinion and according to the information and explanation given to us, the term loans taken during the year have been applied for the purpose for which they were obtained.
17. According to the information and explanations given to us, and on an overall examination of the balance sheet of the Company, we report that funds raised on short terms basis have not been used for long term investment.
18. According to the information and explanation given to us, during the period covered by our audit report, the Company has not made any preferential allotment of Equity shares to parties and companies covered in the register maintained under section 301 of the Act.
19. The company has not issued any debenture during the year.
20. During the period covered by our audit report, the company has not raised any money by way of public issue during the year.
21. To the best of our knowledge and belief and according to the information and explanation given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For **M.L. Puri & Co.**  
Chartered Accountants

Place : New Delhi  
Date : 30th July, 2009

**M. L. Puri**  
Partner  
M. No. 9198

**BALANCE SHEET AS AT 31ST MARCH, 2009**

(Figures in Rupees)

Particulars	Schedule No.	Current Year As at 31.03.2009	Previous Year As at 31.03.2008
<b>SOURCES OF FUNDS</b>			
<b>1. Shareholders Funds</b>			
A. Share Capital	1	10,39,96,830	10,39,96,830
B. Reserve & Surplus	2	55,84,89,155	51,23,22,229
<b>2. Deferred Tax Liability (Net)</b>		4,35,98,830	4,17,69,100
<b>3. Loan Funds</b>			
Secured Loans	3	62,74,06,188	55,19,25,413
Unsecured Loans	4	3,40,19,783	3,29,25,269
<b>TOTAL</b>		<b>1,36,75,10,786</b>	<b>1,24,29,38,841</b>
<b>APPLICATION OF FUNDS</b>			
<b>1. Fixed Assets</b>	5		
A. Gross Block		68,47,93,631	58,11,54,268
B. Less: Depreciation		28,01,84,964	25,36,89,896
C. Net Block		40,46,08,667	32,74,64,372
<b>Capital Work in Progress</b>		7,61,93,518	3,19,73,737
<b>2. Investment</b>	6	3,34,45,710	3,34,45,710
<b>3. Current Assets, Loans and Advances</b>			
Inventories	7	29,90,53,763	23,75,67,639
Sundry Debtors	8	64,83,05,851	54,96,81,394
Cash & Bank Balances	9	2,83,42,843	2,39,75,927
Loans & Advances	10	32,74,73,716	31,71,21,915
<b>TOTAL CURRENT ASSETS</b>		<b>1,30,31,76,173</b>	<b>1,12,83,46,875</b>
<b>Less: Current Liabilities &amp; Provisions</b>			
A. Liabilities	11	42,91,16,077	25,87,30,479
B. Provisions	12	2,07,97,205	1,95,61,374
<b>TOTAL CURRENT LIABILITIES</b>		<b>44,99,13,282</b>	<b>27,82,91,853</b>
<b>Net Current Assets</b>		<b>85,32,62,891</b>	<b>85,00,55,022</b>
<b>TOTAL</b>		<b>1,36,75,10,786</b>	<b>1,24,29,38,841</b>
<b>Notes to Accounts and Significant Accounting Policies</b>	17		

The schedules referred above form integral part of the Balance Sheet.  
For and on behalf of the Board.

**SANJAY BHATIA**  
Managing Director

**ASHOK BHATIA**  
Whole Time Director

**RAJAT PATHAK**  
VP (Finance) &  
Company Secretary

As per our Report of even date attached  
For **M.L. Puri & Co.**  
Chartered Accountants

Place : Delhi  
Date : 30th July, 2009

**M. L. PURI**  
(Partner)  
M. No. 9198


**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009**

(Figures in Rupees)

Particulars	Schedule No.	Current Year ended 31.03.2009	Previous Year ended 31.03.2008
<b>INCOME</b>			
Sales	13	2,56,26,31,674	1,96,45,30,482
Less: Excise Duty		11,92,16,152	11,19,51,849
<b>Net Sales</b>		<b>2,44,34,15,522</b>	<b>185,25,78,633</b>
Other Income		3,48,31,682	2,89,36,005
Increase/(Decrease) in Stock of Finished Goods	14	2,33,90,186	4,59,82,490
		<b>2,50,16,37,390</b>	<b>1,92,74,97,128</b>
<b>EXPENDITURE</b>			
Manufacturing & Other Expenses	15	2,26,30,95,037	1,76,37,38,740
Finance Expenses	16	9,89,04,477	6,62,35,158
		<b>2,36,19,99,514</b>	<b>1,82,99,73,898</b>
<b>Profit Before Depreciation</b>		<b>13,96,37,876</b>	<b>9,75,23,230</b>
Less: Depreciation		2,89,91,555	2,79,87,480
<b>Profit Before Taxation</b>		<b>11,06,46,321</b>	<b>6,95,35,750</b>
Less: Provision for Taxes		4,05,00,000	2,51,26,000
Less: Provision for Fringe Benefit Tax		12,50,000	12,50,000
Less: Provision for Wealth Tax		1,13,120	94,000
Less: Taxes for Previous Year		1,02,460	-
Less: Deferred Tax Liability		18,29,730	79,64,100
<b>Profit After Taxation</b>		<b>6,68,51,011</b>	<b>3,51,01,650</b>
Add: Balance Brought forward from previous year		16,89,19,827	15,62,85,551
Amount Available for Appropriation		<b>23,57,70,838</b>	<b>19,13,87,201</b>
<b>APPROPRIATION</b>			
Dividend Including Dividend Tax		2,06,84,085	1,94,67,374
Transfer to General Reserve		60,00,000	30,00,000
Surplus Carried forward to Balance Sheet		20,90,86,753	16,89,19,827
Earning per Share (Rs.)		6.43	3.38
<b>Notes to Accounts and Significant Accounting Policies</b>	17		

The schedules referred above form integral part of the Profit & Loss Account.  
For and on behalf of the Board

**SANJAY BHATIA**  
Managing Director

**ASHOK BHATIA**  
Whole Time Director

**RAJAT PATHAK**  
VP (Finance) &  
Company Secretary

As per our Report of even date attached  
For **M. L. PURI & Co.**  
Chartered Accountants

Place: Delhi  
Date: 30th July, 2009

**M. L. PURI**  
(Partner)  
M. No. 9198

**SCHEDULES FORMING PART OF BALANCE SHEET****SCHEDULE NO. 1**

(Figures in Rupees)

Particulars	Current Year As at 31.03.2009	Previous Year As at 31.03.2008
<b>SHARE CAPITAL</b>		
<b>Authorised</b>		
1,22,50,000 Equity Shares of Rs. 10/- each	12,25,00,000	12,25,00,000
2,50,000 12% Redeemable Cumulative Preference Shares of Rs. 10/- each	25,00,000	25,00,000
	<u>12,50,00,000</u>	<u>12,50,00,000</u>
<b>Issued-Subscribed &amp; Paid up</b>		
1,03,99,683 Equity Shares of Rs. 10/- each (Previous Year 10,399,683 Equity Shares of Rs. 10/- each)	<u>10,39,96,830</u>	<u>10,39,96,830</u>

**SCHEDULE NO. 2**

(Figures in Rupees)

Particulars	Balance As on 1.04.2008	Amount Credited during the Year	Amount Debited during the Year	Balance As on 31.03.2009
<b>RESERVE &amp; SURPLUS</b>				
General Reserve	4,86,84,982	60,00,000	-	5,46,84,982
Capital Redemption Reserve	8,12,200	-	-	8,12,200
Share Premium	26,03,10,000	-	-	26,03,10,000
Profit & Loss A/c	16,89,19,827	4,61,66,926	60,00,000	20,90,86,753
Capital Reserve	3,24,95,220	-	-	3,24,95,220
Zero Coupon Warrant Forfeited A/c	11,00,000	-	-	11,00,000
<b>TOTAL</b>	<u>51,23,22,229</u>	<u>5,21,66,926</u>	<u>60,00,000</u>	<u>55,84,89,155</u>



## SCHEDULE NO. 3

(Figures in Rupees)

Particulars	Current Year As at 31.03.2009	Previous Year As at 31.03.2008
<b>SECURED LOANS</b>		
<b>TERM LOANS</b>		
<b>1. From Financial Institutions (See Note No. 1)</b>		
A) Life Ins. Corpn. of India	36,65,973	36,65,973
Interest accrued thereon	28,000	28,000
<b>2. From Banks</b>		
A) State Bank of India (600 Lacs*) (See Note No. 2)	1,50,00,000	3,00,00,000
B) Standard Chartered Bank (ECB Loan in FC) (See Note No. 3)	5,62,49,089	—
C) State Bank of India (805 Lacs*) (See Note No. 2)	6,98,50,000	8,05,00,000
D) Punjab National Bank (660 Lacs*) (See Note No. 2)	—	1,10,58,451
E) Punjab National Bank (1050 Lacs*) (See Note No. 2)	5,88,90,563	7,25,26,699
F) Punjab National Bank (805 Lacs*) (See Note No. 2)	7,54,97,853	3,00,97,465
G) Interest accrued thereon	22,57,393	18,70,245
<b>3. Auto Loan (PNB/ ICICI/CITI FIN./TATA/ KOTAK/RELIANCE) (See Note No. 4)</b>	68,90,350	74,69,643
<b>4. Working Capital Loan (See Note No. 5)</b>		
A) Punjab National Bank	21,58,82,929	22,89,08,100
B) State Bank of India	8,45,49,397	8,42,97,838
C) Standard Chartered Bank	3,65,57,488	—
Interest accrued thereon	20,87,153	15,02,999
	<b>62,74,06,188</b>	<b>55,19,25,413</b>

## SCHEDULE NO. 4

(Figures in Rupees)

Particulars	Current Year As at 31.03.2009	Previous Year As at 31.03.2008
<b>UNSECURED LOANS</b>		
Sales Tax Def. Scheme	2,45,65,538	2,89,47,589
Inter Corporate Deposit	88,00,000	38,00,000
Interest accrued thereon	6,54,245	1,77,680
	<b>3,40,19,783</b>	<b>3,29,25,269</b>

## NOTES:

- Secured against Keyman policy of the company.
- Secured by pari-passu first charge on gross block of Fixed Assets of the company both present and future except specific charge on fixed assets financed by Standard Chartered Bank under Note No. 3 and in addition by second charge on current assets of the company and guaranteed by the Directors namely S\Sh. Vijay Bhatia, Ashok Bhatia and Sanjay Bhatia.
- Secured by specific charge on fixed assets of the company financed by standard Chartered Bank and guaranteed by the Directors namely S\Sh. Vijay Bhatia, Ashok Bhatia, Sanjay Bhatia.
- Secured against hypothecation of vehicles.
- Secured by pari-passu first charge on current assets of the company both present and future and in addition by second charge on the fixed assets of the company and guaranteed by the Directors namely S\Sh. Vijay Bhatia, Ashok Bhatia and Sanjay Bhatia.
- \* Amount of Loan sanctioned.

## SCHEDULE NO. 5

## SCHEDULE OF FIXED ASSETS AS ON 31.03.2009

(Figures in Rupees)

PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK (WDV)					NET BLOCK	
	As on 01.04.2008	Revaluation Reserve	Addition During the Year	Sales/ Adjustment	Total	Upto 31.03.2008	During the Year	Sales/ Adjustment	Upto 31.03.2009	Total As on 31.03.2009	As on 31.03.2008
Land	28,184,097	-	3,001,667	54,000	31,131,764	-	-	-	-	31,131,764	28,184,097
Building	65,298,630	-	49,103,664	132,000	114,270,294	13,780,579	2,164,603	-	15,945,182	98,131,406	51,518,051
Building (Adm. Block)	7,031,842	-	380,000	-	7,411,842	57,447	117,716	-	175,163	7,236,679	6,974,395
Building (Tem. Construction)	-	-	-	-	-	-	-	-	-	-	-
Plant & Machinery	402,349,930	14,079,685	45,729,123	1,314,000	460,844,738	207,062,207	20,413,117	-	227,475,324	233,491,074	209,367,408
Electric Equipment	3,580,041	-	262,498	-	3,842,539	1,303,130	173,943	-	1,477,073	2,363,500	2,276,911
Electric Transformer	1,858,418	-	-	-	1,858,418	340,889	88,275	-	429,164	1,429,254	1,517,529
Office Equipment	8,723,088	-	447,176	-	9,170,264	2,852,674	413,433	-	3,266,107	5,904,157	5,870,413
Vehicles	24,232,200	-	6,480,048	3,396,009	27,316,239	11,229,544	3,903,432	2,496,483	12,636,491	14,753,760	13,002,656
Pattern & Dies	7,309,057	381,789	-	-	7,690,846	5,755,711	347,180	-	6,102,891	1,587,955	1,935,135
Forklift	3,301,658	625,685	1,557,567	-	5,484,910	2,869,215	172,464	-	3,041,679	2,443,231	1,058,128
Computers	7,236,469	-	747,736	-	7,984,205	6,433,508	749,200	-	7,182,708	801,497	802,961
Furniture & Fixture	6,961,680	-	825,892	-	7,787,572	2,004,992	448,190	-	2,453,182	5,334,390	4,956,688
ERP Software	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>566,067,110</b>	<b>15,087,159</b>	<b>108,535,371</b>	<b>4,896,009</b>	<b>684,793,631</b>	<b>253,689,896</b>	<b>28,991,553</b>	<b>2,496,483</b>	<b>280,184,964</b>	<b>404,608,667</b>	<b>327,464,372</b>
PREVIOUS YEAR	519,237,733	15,087,159	47,970,363	1,140,987	581,154,268	226,222,270	27,987,480	519,854	253,689,896	327,464,372	308,102,622

**SCHEDULE NO. 6**

(Figures in Rupees)

Particulars	Current Year As at 31.03.2009	Previous Year As at 31.03.2008
<b>INVESTMENT (AT COST)</b>		
Investment in Shares-Unquoted (Long Term)	3,28,52,500	3,28,52,500
Investment in 50,000 Nos. SBI Infrastructure Funds	5,00,000	5,00,000
Investment in Shares-Quoted (Long Term)	93,210	93,210
	<u>3,34,45,710</u>	<u>3,34,45,710</u>

**NOTES:**

Unquoted : 3285250 Equity Shares of FV Rs. 10/- each at cost Rs.10/- each of Rexam HTW Beverage Can (India) Ltd (Book Value per share Rs. 38.95 as per last audited Balance Sheet i.e 31st March 2008)

Quoted :- 1) 50,000 Nos. SBI Infrastructure Fund FV Rs.10 each, Market Value Rs. 282500 as on 31.03.2009 (Previous Year Rs. 536500)

Quoted :- 2) 239 Eq. Shares of PNB FV Rs. 10/- each, Market value Rs 98205 as on 31.03.2009 (Previous Year Rs. 1,21,890)

**SCHEDULE NO. 7**

(Figures in Rupees)

Particulars	Current Year As at 31.03.2009	Previous Year As at 31.03.2008
<b>INVENTORIES</b> (As verified, valued and certified by the management) (Refer Note No. 7)		
A) Stores and Spares	34,87,716	28,99,751
B) Raw Material	16,46,92,461	13,10,95,012
C) Stock in Process	4,19,33,572	3,80,23,048
D) Finished Goods	8,89,40,014	6,55,49,828
	<u>29,90,53,763</u>	<u>23,75,67,639</u>

**SCHEDULE NO. 8**

(Figures in Rupees)

Particulars	Current Year As at 31.03.2009	Previous Year As at 31.03.2008
<b>SUNDRY DEBTORS</b> (Debts considered goods for which the company holds no security other than the debtors personal security)		
A) Debts Outstanding for a period exceeding Six Months	4,73,79,045	6,39,18,948
B) Others	60,09,26,806	48,57,62,446
	<u>64,83,05,851</u>	<u>54,96,81,394</u>

**SCHEDULE NO. 9**

(Figures in Rupees)

Particulars	Current Year As at 31.03.2009	Previous Year As at 31.03.2008
<b>CASH &amp; BANK BALANCES</b>		
1. Cash in Hand	13,78,142	10,17,845
2. Balances with Scheduled Banks		
A) Current Accounts	1,82,586	1,13,694
B) Fixed Deposit Account	2,61,69,348	2,24,53,076
C) Interest Accrued but not due on Fixed Deposit	6,12,767	3,91,312
	<u>2,83,42,843</u>	<u>2,39,75,927</u>

**SCHEDULE NO. 10**

(Figures in Rupees)

Particulars	Current Year As at 31.03.2009	Previous Year As at 31.03.2008
<b>LOANS &amp; ADVANCES</b>		
(Considered good for which the company holds no security other than the party's personal security unless otherwise specified)		
1. Advances Recoverable in Cash or kind or for Value to be received	2,38,27,109	2,57,45,465
2. Intercompany Deposit	11,25,00,000	16,86,00,000
3. Export Incentive Receivable	1,33,59,897	44,36,025
4. Balance with custom, excise & Income Tax etc.	12,61,63,209	6,93,34,917
5. Interest receivable on ICD	6,29,584	50,12,469
6. Advance against Capital Goods	5,09,93,917	4,39,93,039
	<u>32,74,73,716</u>	<u>31,71,21,915</u>

**SCHEDULE NO. 11**

(Figures in Rupees)

Particulars	Current Year As at 31.03.2009	Previous Year As at 31.03.2008
<b>CURRENT LIABILITIES</b>		
1. Acceptances	30,47,12,053	19,99,18,155
2. Trade Creditors	7,10,11,679	2,30,54,092
3. Advance against sales	2,45,13,422	24,50,474
4. Other Liabilities	2,88,78,923	3,33,07,758
	<u>42,91,16,077</u>	<u>25,87,30,479</u>

**SCHEDULE NO. 12**

(Figures in Rupees)

Particulars	Current Year As at 31.03.2009	Previous Year As at 31.03.2008
<b>PROVISIONS</b>		
Proposed Dividend	1,76,79,461	1,66,39,493
Dividend Tax	30,04,624	28,27,881
Wealth Tax	1,13,120	94,000
	<u>2,07,97,205</u>	<u>1,95,61,374</u>

**SCHEDULE NO. 13**

(Figures in Rupees)

Particulars	Current Year ended 31.03.2009	Previous Year ended 31.03.2008
<b>SALES &amp; OTHER INCOME</b>		
Product & Other Sales	2,19,43,63,452	1,81,14,84,435
Export Sales	36,82,68,222	15,30,46,047
Total	<u>2,56,26,31,674</u>	<u>1,96,45,30,482</u>
<b>Other Income</b>		
Dividend (Rs. 13 per share on 239 Shares of PNB, Previous year Rs. 6 per Share on 239 Shares of PNB)	3,107	1,434
Profit on Sale of Fixed Assets	-	83,366
Other Income	3,48,28,575	2,88,51,205
	<u>3,48,31,682</u>	<u>2,89,36,005</u>

**SCHEDULE NO. 14**

(Figures in Rupees)

Particulars	Current Year ended 31.03.2009	Previous Year ended 31.03.2008
<b>INCREASE/(DECREASE) IN STOCK OF FINISHED GOODS</b>		
Opening Stock	6,55,49,828	1,95,67,338
Closing Stock	8,89,40,014	6,55,49,828
Increase/(Decrease) in Stock	2,33,90,186	4,59,82,490

**SCHEDULE NO. 15**

(Figures in Rupees)

Particulars	Current Year ended 31.03.2009	Previous Year ended 31.03.2008
<b>1. RAW MATERIAL CONSUMED</b>		
Raw Material & Other Expenses	1,89,69,54,567	1,48,19,38,939
Printing Material	6,90,14,109	6,16,69,534
Packing Material	3,42,16,561	2,77,35,457
	2,00,01,85,237	1,57,13,43,930
<b>2. OTHER DIRECT EXPENSES</b>		
Job Work Charges	4,47,113	14,82,785
Wire Expenses	2,31,83,066	53,47,118
Freight & Cartage	2,78,61,824	2,51,08,668
	5,14,92,003	3,19,38,571
<b>3. POWER &amp; FUEL EXPENSES</b>		
	2,11,73,673	1,96,24,122
<b>4. SALARIES, WAGES &amp; BENEFITS TO STAFF</b>		
Salaries, Wages, Bonus and Others	8,61,69,004	7,62,39,552
Company's Contribution to PF and E.S.I.	24,59,919	23,32,396
Staff Welfare Expenses	17,43,764	19,00,918
	9,03,72,687	8,04,72,866
<b>5. STORES, REPAIR &amp; MAINTENANCE</b>		
Consumption of Stores & Spares	1,90,84,857	1,30,85,729
Repairs to Building	27,57,886	6,27,573
Repairs to Machinery	27,62,299	6,48,785
Other Repairs	8,82,302	6,61,580
	2,54,87,344	1,50,23,667

**6. ADMINISTRATIVE EXPENSES**

Rates & Taxes	2,15,708	2,64,423
Rent	64,80,840	69,21,010
Insurance	32,61,776	29,92,035
Auditors Remuneration	3,38,675	2,32,446
Legal & Professional Charges	63,77,690	38,30,528
Conveyance	13,54,866	12,88,606
Motor Car & Scooter Expenses	15,47,813	14,49,712
Subscription	11,65,124	10,60,730
Donation	7,96,589	2,22,401
Postage, Telegram & Telephone	21,40,806	21,04,593
Books & Periodicals	2,21,475	47,576
Printing & Stationery	10,40,666	9,38,480
Miscellaneous Expenses	25,36,525	27,19,072
Revaluation of Deferred Sales Tax	1,18,63,473	60,00,000
Software Development	-	5,60,508
Loss on Sale of Fixed Assets	5,18,690	-
Cash Transaction Tax	7,800	4,200
Directors Remuneration Expenses (Including P.F.)	52,80,600	30,68,040
Directors Meeting Fee	1,86,000	1,36,500
	<b>4,53,35,116</b>	<b>3,38,40,860</b>

**7. SELLING EXPENSES**

Travelling Expenses (Domestic)		
Directors	1,44,312	3,70,514
Others	28,60,507	32,08,721
Travelling Expenses (Foreign)		
Directors	7,96,122	13,41,139
Others	22,82,197	22,89,698
Advertisement	11,15,595	12,17,833
Cash Discount & Rebate & Damages	27,72,077	13,62,970
Excise Written Off	25,918	93,822
Sales Tax Written Off	1,09,672	13,484
Sales Commission	76,37,574	2,04,731
Bad Debts Written Off	88,64,567	-
Balance Written Off	14,44,583	-
Sales Promotion	9,95,853	13,91,812
	<b>2,90,48,977</b>	<b>1,14,94,724</b>
<b>GRAND TOTAL 1 TO 7</b>	<b>2,26,30,95,037</b>	<b>1,76,37,38,740</b>

**SCHEDULE NO. 16**

(Figures in Rupees)

Particulars	Current Year ended 31.03.2009	Previous Year ended 31.03.2008
<b>FINANCE EXPENSES</b>		
Bank Commission	1,44,33,913	1,05,88,724
<b>Interest</b>		
Term Loan	3,38,33,979	2,02,30,951
Working Capital Loan	5,06,36,585	3,54,15,483
	<b>9,89,04,477</b>	<b>6,62,35,158</b>

**SCHEDULE NO. 17****A. SIGNIFICANT ACCOUNTING POLICIES****1. Accounting Convention :**

The Financial Statements are prepared on accrual & historical cost convention basis and in accordance with Accounting Standards issued by the Institute of Chartered Accountants of India and the requirements of the Companies Act 1956.

**2. Uses of Estimates :**

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known/materialized.

**3. Employee Benefit :**

(a) Defined Contribution Plans such as Provident Fund etc., are charged to the Profit & Loss Account as incurred.

(b) Defined Benefit Plans – The present value of the obligation under such plan, is determined based on an actuarial valuation using the Projected Unit Credit Method.

Actuarial gains and losses arising on such valuation are recognised immediately in the Profit & Loss Account. In case of funded defined benefit plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans, to recognize the obligation on net basis.

(c) Other Long term Employee Benefits are recognised in the same manner as Defined Benefit Plans.

**4. Revenue Recognition :**

Revenue in respect of sale of products is recognized at the point of dispatch of materials to customers. Claims & Returns, if any, is accounted for in the year of determination. Sales includes sale of Tin Containers, lacquered sheet, printed sheet, tinfoil, component, scrap. Sales are exclusive of sales tax & excise.

Company makes export sales by using custom paid material against which Company is entitled to import custom free raw material. The estimated amount of eligible custom duty is treated as receivables in the statement of affairs and accordingly cost of raw material is reduced.

**5. Fixed Assets :**

Fixed assets are stated at cost except Plant & Machinery shifted from erstwhile Sahibabad which were revalued on 30.6.92 and the assets of erstwhile Conwel Cans India Ltd. which has been taken on fair market value as per the approved valuer's report. Cost includes all expenses incurred to bring the assets to its present location and condition.

**6. Depreciation :**

Depreciation is provided on straight line method (except in respect of assets belonging to Registered Office Depreciation on which has been provided at Written Down Value) and at the rates and in the manner specified in the Schedule XIV of the Companies Act, 1956, (net of cenvat as applicable.) Depreciation on additions to assets or on sale/discardment of assets is calculated pro rata from the month of such addition or upto the month of such sale/discardment, as the case may be;

**7. Inventories :**

The basis of inventory valuation are as follows:-

Raw material, stores & spares	:	At Cost or Net realisable value which ever is lower.
Work-in-process	:	At raw material cost plus Process cost.
Finished goods	:	At selling price less 10% as per previous practice.

Accounting of Raw Material consumption is net of CENVAT & VAT credit. Claims & refunds, if any, shall be accounted for in the year of determination.



### 8. Foreign Currency Transactions:

- (i) Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Current monetary assets and liabilities denominated in foreign currency are translated at the exchange rate prevailing at the balance sheet and gains or losses on translation are recognized in Profit and Loss Account. Non Monetary foreign currency items are carried at cost.
- (ii) In respect of forward exchange contracts assigned to the foreign currency assets/liabilities, the difference due to change in exchange rate between the inception of forward contract and date of the balance sheet and the proportionate premium/discount for the period upto the date of balance sheet is recognized in the Profit and Loss Account. Any profit or loss arising on settlement/cancellation of forward contract is recognized as income or expense for the year in which they arise.

9. The Company follows the Policy of Accounting for Deferred Sales Tax Liability on actuarial valuation basis as against accounting the same on actual collection basis as per the past practice.

10. A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions except those disclosed elsewhere in the financial statements, are not discounted to their present value and are determined based on best estimate required to settle the obligation at each Balance Sheet date and are adjusted to reflect the current best estimates.

### 11. Investment

The Company has made long term investments which are stated at cost. Provision for diminishing in value of the long term investment is made only if such a decline is other than temporary in the opinion of the management.

### 12. Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. Impairment is charged to the Profit & Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in the prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

## B. NOTES FORMING PART OF ACCOUNTS

1. The subscribed capital includes :

- (a) 27343 equity shares of Rs. 10/- each fully paid up issued at par to the Share holders of erstwhile Conwel Cans India Ltd. in terms of the merger (as per BIFR Order dt. 9/12/96, on rehabilitation cum amalgamation/Merger scheme of Conwel Cans India Ltd.)
- (b) Bonus Issues :
  - (i) 2,76,480 equity shares have been issued as bonus shares by capitalization of General Reserves amounting to Rs.27,64,800/- during the Financial Year 1992-93.
  - (ii) 15,71,560 equity shares have been issued as bonus shares by capitalization of General Reserve to the extent of Rs.78,57,800/-and Revaluation Reserve to the extent of Rs.78,57,800/- during the Financial Year 1994-95.
- (c) 75,000 equity shares of Rs.10/- each have been allotted as fully paid up in pursuant to a contract without payment being received in cash.

2. The company has no obligation to pay as on 31st March, 2009 on account of past event, therefore, no provision has been made by the company in the books of account as on 31st March, 2009 as required under the Accounting Standard-29 issued by the Institute of Chartered Accountants of India on 'Provisions, Contingent Liabilities and Contingent Assets'. Further, details of Contingent Liabilities have been given below as per the Accounting Standard-29:

**Contingent Liabilities:**

- (a) In respect of Bank guarantee outstanding as on 31<sup>st</sup> March, 2009 amounting to Rs.67.00 lacs (previous year Rs.90.11 Lacs).
- (b) (i) The Demand of Rs. 1152000/- raised by Trade Tax Deptt. of Uttar Pradesh for the year 1996-97, 1997-98 and 1998-99 is disputed before the Hon'ble Allahabad High Court. The Allahabad High Court granted stay for a sum of Rs. 562000/-. The Company has deposited Rs. 590000/- against the said demand.
- (ii) Case pending before CESTAT has been remanded back to the commissioner for reconsideration for recovery of Rs.132000/-. Against this Rs.60,000/- has been deposited by the Company.
- (c) Compensation suit filed under section 12B of MRTP Act by M/s Himalaya International Ltd. has been decided in favour of the complainant by the MRTP Commission vide order dated 07.07.2008. The total amount involved is Rs. 349.75 lacs. The company has filed an appeal before the Hon'ble Delhi High Court for the relief and Hon'ble High Court has granted stay against of the order of MRTP and case is pending before the Hon'ble High Court for hearing.
- (d) A damage suit against the company for recovery amounting to Rs. 381.77 lacs has been filed by M/s Agro Dutch Industries Ltd. in civil court at Rajpura. The company is defending against the charges levied by M/s Agro Dutch Industries Ltd. The hearing proceeding is going on in the court.
- (e) E.S.I. paid under protest Rs.33666/- is included in Loans & Advances. Company is contesting for the refund of same before the department.

**3. Other Liability:**

- (a) There is no goods lying in the custom warehouse so custom duty payable amounting to Rs Nil (previous year Nil).
- (b) Excise duty payable on finished goods lying in the Godown amounting to Rs.72.14 (previous year Rs 62.84 lacs).
- (c) Unclaimed dividend of Rs. 6.70 lacs approximate as on 31<sup>st</sup> March, 2009 is lying with bank.

S.No.	Dividend Year	Bank Name	Balance as on 31 <sup>st</sup> March, 09
1.	2001-2002	Vijaya Bank	66115.50
2.	2002-2003	Vijaya Bank	48281.50
3.	2003-2004	IDBI Bank	55590.00
4.	2004-2005	IDBI Bank	88332.00
5.	2005-2006	AXIS Bank	160458.40
6.	2006-2007	AXIS Bank	107039.00
7.	2007-2008	IDBI Bank	143552.00
<b>Total</b>			<b>669368.40</b>

**Details of Dividend remitted during the year to Non Resident Shareholders.**

1.	Year to which dividend relates	<b>2007-08</b>	<b>2006-07</b>
2.	No. of NRI Shareholders	<b>29</b>	21
3.	No. of Share held by them	<b>1197430</b>	1199689
4.	Amount Paid	<b>1915888</b>	1799533.50
4.	The estimated amount of contract remaining to be execute on capital account and not provided for, net of advances Rs. 56.60 lacs. (Previous year Rs. 54.04 lacs).		
		<b>(Amount in Rs.)</b>	
5.	<b>Directors Remuneration</b>	<b>2008-09</b>	<b>2007-08</b>
	Salaries & Allowances	<b>46,80,600</b>	27,68,040
	Commission	<b>6,00,000</b>	3,00,000
	Sitting Fees	<b>1,86,000</b>	1,36,500
		<b>54,66,600</b>	<b>32,04,540</b>



Profit computed under section 349 of the Companies Act for calculating the Managerial Remuneration :-

	<b>2008-09</b>	<b>2007-08</b>
Profit As per P & L A/c	<b>11,06,46,321</b>	6,95,35,750
Add: Salary & Allowance to Directors	<b>52,80,600</b>	30,68,040
Add: Loss on Sale of Fixed Assets	<b>5,18,690</b>	-
Less: Profit on Sale of Fixed Assets	-	83,366
	<b>11,64,45,611</b>	<b>7,25,20,424</b>

	<b>2008-09</b>	<b>2007-08</b>
<b>6. Payment to Auditors</b>		
For Audit	<b>2,25,000</b>	2,25,000
In Other capacity		
- Income Tax matters	<b>1,00,000</b>	-
- Certification	<b>5,000</b>	-
- Out of Pocket Expenses	<b>8,675</b>	7,446
	<b>3,38,675</b>	<b>2,32,446</b>

7. Information in respect of employees who are in receipt of remuneration in aggregate amounting to Rs. 24,00,000 /- p.a or more.

Employee Name	Title/ Designation	Qualification	Age	Experience (Years)	Joining Date	Gross Remuneration
Mr. Sanjay Bhatia	Managing Director	B Com (Hons) and LLB	57	32	7th Aug 1992 as MD	Rs. 26,64,000/-

8. Based on information so far available with the company in respect of MSME (as defined in the Micro Small Medium Enterprises Development Act 2006) there are no delays in payment & dues to such enterprises during the year. There is no outstanding amount of such Creditors as on 31.03.09. (Previous year outstanding Rs 10,31,535).

9. Disclosure pursuant to Accounting Standard (11) – "Effects of change in Foreign Exchange Rates"

- (a) The amount of difference in foreign exchange rate, debited to profit & loss account for the financial year 2008-09 are as follows.

	<b>(Figures in lacs)</b>	
<b>Under Head</b>	<b>2008-09</b>	<b>2007-08</b>
Export Sales	<b>33.61 Cr.</b>	8.56 Dr.
Import Purchases	<b>409.95 Dr.</b>	49.40 Cr.
Finance Expenses	<b>131.11 Dr.</b>	6.67 Dr.
E C B Loan	<b>7.65 Cr.</b>	NIL
<b>Total</b>	<b>499.80 Dr.</b>	<b>34.17 Cr.</b>

- (b) (i) the derivative instruments that are hedged and outstanding as on 31.03.2009 US\$ 4.43 lacs (INR 226.91 lacs) Euro is nil {previous year US\$ 12.81 (INR 517.34 lacs), Euro 1.21 lacs (INR 69.83 lacs)}



- (iii) the foreign currency exposures that are not hedged by derivation instruments or otherwise are as under :

(Figures in lacs)

	31/03/2009		31/03/2008	
	In foreign Currency	In Indian Currency	In foreign Currency	In Indian Currency
(a) Assets/Receivable				
US \$	4.88	247.63	6.95	279.03
(b) Liabilities/Payable				
US \$	50.31	2551.79	32.85	1318.13
Euro	2.77	187.33	1.48	93.77

10. As per Accounting Standard on Related Party Disclosure (AS 18) issued by the Institute of Chartered Accountants of India. List of related parties with whom the company entered into transaction during the year in the Ordinary Course of Business is as follows :-

Particulars	Nature of Relationship	Description & Nature of Transaction	Value of Transaction Amount (Rs.)	Amount Outstanding at the B/S Date (Rs.)	Amount Provided Written Off/Written Back During the year (Rs.)
1. Parmanand Vijay Kumar	Mr. Vijay Bhatia, Chairman and Mr. Ashok Bhatia, Director, Mr. Sanjay Bhatia, Managing Director, Mr. Gaurav Bhatia relative of Mr. Vijay Bhatia are partners in the firm.	RENT PAID	60,000	NIL	NIL
		PURCHASE & SALE OF TINPLATE	NIL	NIL	NIL
2. Mr. Ashok Bhatia	Director	RENT PAID	72,000	NIL	NIL
3. Mr. Vijay Bhatia	Director	RENT PAID	60,000	NIL	NIL
4. Rexam HTW Beverage Can (India) Ltd.	Joint Venture Company	I.C.D Given	6,01,00,000	5,70,00,000 Dr.	NIL
		Interest Charged	95,27,023	6,77,944 Dr.	NIL
		Miscellaneous Advanced Received	19,76,000	19,76,000 Cr.	NIL
		Advance Against Export Obligation Received	2,35,00,000	41,68,000 Cr.	NIL
		Advance Given (Current A/c)	2,60,18,248	26,005 Dr.	NIL
5. Hi-Tech Surfactants Pvt. Ltd.	Mr. Sanjay Bhatia, Managing Director is a Director Mr. Paras Bhatia relative of Mr. Ashok Bhatia is Director	Inter Corporate Deposit Received	50,00,000	94,54,245 Cr.	NIL
		Interest on Above	6,54,245		

(i) Name of Key Personnel	(ii) Relative of Key Management Personnel	(iii) Joint Venture Company	(iv) Other related party where control exist
Sh. Vijay Bhatia	Mr. Paras Bhatia	Rexam HTW Beverage	Hi-Tech Surfactants Pvt. Ltd.
Sh. Ashok Bhatia	Mr. Saket Bhatia	Can (India) Ltd.	Hi-Tech Detergents Pvt. Ltd.
Sh. Sanjay Bhatia	Mr. Gaurav Bhatia		Bhatia Metal Containers Pvt. Ltd.

### 11. Disclosure pursuant to Accounting Standard – 15 "Employee Benefits"

- A) The company has recognized Rs 34.48 Lacs in the Profit & Loss Account for the year ended 31.03.2009 under defined benefit plan.



## B) Detail of Defined Benefit Plan.

	Gratuity In Rupee	Leave Encashment In Rupee
<b>A. Reconciliation of opening and closing balances of Defined Benefit obligation</b>		
Defined Benefit obligation at beginning of the year	7740173	2388116
Current Service Cost	546877	540377
Interest Cost	619214	190525
Actuarial (gain)/loss	1818905	640336
Benefits paid	70114	183633
Defined Benefit obligation at year end	10655055	3575721
<b>B. Reconciliation of opening and closing balances of fair value of plan assets</b>		
Fair value of plan assets at beginning of the year	6113602	1758772
Expected return on plan assets	640248	267686
Actuarial (gain)/loss	0	0
Employer contribution	1587973	1484927
Benefits paid	70114	183633
Fair value of plan assets at year end	8271709	3327752
Actual return on plan assets	640248	267686
<b>C. Reconciliation of fair value of assets and obligation</b>		
Fair value of plan assets as at 31st March, 2009	8271709	3327752
Present value of obligation as at 31st March, 2009	10655055	3575721
Amount recognised in Balance sheet	2383346	247969
<b>D. Expenses recognized during the year</b>		
Current service Cost	546877	540377
Interest Cost	619214	190525
Expected Return on plan assets	640248	267686
Actuarial (gain)/loss	1818905	640336
Net Cost	2344748	1103552
<b>E. Investment Detail</b>		
	Invested in LIC of India	Invested in LIC of India
<b>F. Actuarial assumptions</b>		
Mortality Table (L.I.C.)	1994-96	1994-96
Discount rate (per annum)	8%	8%
Expected return on plan assets (per annum)	640248	267686
Rate of escalation in salary (per annum)	6%	6%



## 12. SEGMENT INFORMATION (Accounting Standard - 17)

(Rupees in Lacs)

	For the year ended 31.03.2009			For the year ended 31.03.2008		
	Mfg.	Trading	Total	Mfg.	Trading	Total
<b>A. PRIMARY SEGMENT BUSINESS SEGMENTS</b>						
<b>I. SEGMENT REVENUE</b>						
a. Segment Revenue	15119.87	9314.28	24434.15	10173.82	8351.96	18525.78
b. Inter-Segment Revenue	-	-	-	-	-	-
c. Operating Revenue-external (a)-(b)	15119.87	9314.28	24434.15	10173.82	8351.96	18525.78
<b>II. SEGMENT RESULTS</b>						
a. Segment Results	1629.20	117.98	1747.18	727.13	341.23	1068.36
b. Unallocated Income			348.32			289.36
c. Profit before interest & Income Tax (a)+(b)			2095.50			1357.72
d. Interest			989.05			662.35
e. Net Profit before Income Tax (c)-(d)			1106.46			695.35
f. Tax Expenses			437.95			344.34
g. Net Profit after Income Tax			668.51			351.01
<b>III. ASSETS &amp; LIABILITIES</b>						
a. Segment Assets	11192.11	4771.01	15963.12	8233.5	4246.89	12480.39
b. Unallocated Assets			2211.13			2731.94
c. Total Assets			18174.24			15212.33
d. Segment Liabilities	7576.50	2979.15	10555.65	5419.95	2665.88	8085.83
e. Unallocated Liabilities			786.88			963.30
f. Total liabilities			11342.53			9049.13
<b>IV. OTHER INFORMATION</b>						
a. Cost incurred during the period to acquire fixed assets (incl. CWIP) (Unallocated)	1527.55		1527.55	1846.74		1846.74
b. Depreciation	287.76	2.16	289.92	224.86	2.55	227.41
c. Non Cash Expenses (other than depreciation)			-			-
<b>B. SECONDARY SEGMENT GEOGRAPHICAL SEGMENTS</b>						
	Domestic	Export	Total	Domestic	Export	Total
1. Net sales/income from operations	20751.47	3682.68	24434.15	16995.32	1530.46	18525.78
2. Total Assets (unallocated)			18174.25			15212.29
3. Cost incurred during the period to acquire Fixed assets			1527.55			1846.74

- The Company has identified Business segment as its Primary segment and geographical segment as its secondary segment. The products of the company have been grouped under 'Manufacturing' and 'Trading' segments (Primary Segment) depending upon the sector to which they are predominantly identified in the market.
- Manufacturing Products include Metal containers, Components & Printed Sheets.
- Trading includes Purchase & Sale of Tinplates, DEPB License.
- Previous year's figures have been regrouped / reclassified wherever practicable to confirm to current year's presentation.

**13. Disclosure pursuant to Accounting Standard – 20 “Earning per Share”**

	(In Rs.) <b>2008-09</b>	(In Rs.) <b>2007-08</b>
(A) Face value of Equity Share	10	10
(B) Weighted average number of equity Share outstanding during the year	<b>10399683</b>	10399683
(C) Net profit after Tax	<b>6,68,51,011</b>	3,51,01,650
(D) Basic and Diluted Earning per Share (B÷C)	<b>6.43</b>	3.38

**14. Disclosure pursuant to Accounting Standard – 22 “Deferred Tax”**

	Rs. in Lacs <b>As on 31.03.2009</b>	Rs. in Lacs <b>As on 31.03.2008</b>
<b>Deferred Tax Liabilities</b>		
Liability on account of depreciation	<b>435.99</b>	425.35
<b>Deferred Tax Assets</b>		
Deferred Tax Assets on account of Employees Benefit	-	7.66
<b>Deferred Tax liabilities (Net)</b>	<b>435.99</b>	417.69

**15. Joint venture (Accounting Standard – 27)**

Pursuant to compliances of Accounting Standard -27 issued by the Institute of Chartered Accountants of India, relevant disclosures relating to Joint Venture are as follows:-

a)	<b>Name of joint ventures</b>	<b>Country of Incorporation</b>	<b>Proportion of Ownership</b>
	Rexam HTW Beverage Can (India) Limited	India	49%
b)	(i) Company's share of the contingent liabilities of the Rexam HTW Beverage Can (India) Limited is Rs. 15,517,320 (previous year Rs. 15,517,320)		
	(ii) Company's share of the capital commitments of the Rexam HTW Beverage Can (India) Limited is Rs. NIL (previous year Rs. 14,856,800)		
	(iii) Guarantees given on behalf of joint venture outstanding at the close of the Year amounting to Rs. NIL (Previous year NIL)		
	(iv) Aggregate amount of company's interest in Rexam HTW Beverage Can (India) Limited as per accounts is as under :-		

	<b>2008-09</b>	<b>Rs. in Crores 2007-08</b>
Fixed Assets	<b>53.73</b>	50.67
Net Current Assets	<b>8.59</b>	11.24
Secured Loans	<b>44.61</b>	40.78
Deferred Tax Liability	-	1.31
Deferred Tax Assets	-	1.31
Shareholders Funds	<b>22.55</b>	22.55
Income	<b>17.33</b>	4.30
Expenses	<b>27.20</b>	11.54

(iv) Information relating to 2008-09 is based on unaudited accounts.



16. Additional information pursuant to the provision of paragraph 3(i)(a), 4C & 4D of part II of schedule VI of the Companies Act, 1956.

**A. TURNOVER**

Particulars	Current Year		Previous Year	
	Qty. Nos./MT	Value (Rs.)	Qty. Nos./MT	Value (Rs.)
A. Metal Containers Components & Body Blanks (Nos.)	170907191	1,53,18,39,998	138945731	1,08,97,25,288
B. Printed/Lacquered Sheets (M. Tons)	344.328	3,45,98,130	41.103	20,53,860
C. Tin Plate (M. Tons)	23281	90,82,89,116	26319	83,51,96,351
D. Scrap Sale (M. Tons)	2999	6,04,42,493	2894	3,39,91,431
E. Other Sale	-	2,74,61,937	-	35,63,552
<b>Total</b>		<b>2,56,26,31,674</b>		<b>1,96,45,30,482</b>

**B. RAW MATERIAL AND COMPONENTS CONSUMED/SOLD**

Particulars	Current Year		Previous Year	
	Qty. MT	Value (Rs.)	Qty. MT	Value (Rs.)
A. Tin Plate	39520	1,80,30,76,056	40782	1,42,62,60,837
B. Others		19,71,09,181	-	14,50,83,093
<b>Total</b>		<b>2,00,01,85,237</b>		<b>1,57,13,43,930</b>

**C. OPENING & CLOSING STOCK OF FINISHED GOODS & RAW MATERIAL**

Particulars	Current Year		Previous Year	
	Qty.	Value (Rs.)	Qty.	Value (Rs.)
<b>OPENING STOCK</b>				
Tin Containers (Nos.)	3909356	3,19,49,380	2549236	1,95,67,338
Components	9189150	3,36,00,448	NIL	NIL
Tin Plate (MT)	3379	14,74,77,709	3092	14,40,66,459
<b>CLOSING STOCK</b>				
Tin Containers (Nos.)	2257608	2,19,01,265	3909356	3,19,49,380
Components (Nos.)	18064170	6,70,38,749	9189150	3,36,00,448
Tin Plate (MT)	3050	17,32,11,168	3379	14,74,77,709

**D. CAPACITY & PRODUCTION**

Particulars	Unit	Current Year	Previous Year
		Qty.	Qty.
<b>A) Licenced capacity</b>	N.A.	N.A.	N.A.
<b>B) Installed capacity</b>			
i) Containers	(Nos.in Lacs)	2615	2615
ii) Printed & Lacquered Sheets	(M.Tons)	3700	3700
<b>C) Actual Production</b>			
i) Containers and Components	[Nos. in Lacs]	1781.30	1494.95
ii) Printed Sheets/Lacquered Sheets	(M.Tons)	344.328	41.103

**NOTE :**

Since Licensing system under the New Industrial policy has been dispensed with, therefore no license capacity has been given.

Installed capacity is certified by the management and not verified by the Auditor being a technical matter.

**E. VALUE OF IMPORT ON CIF BASIS**

Particulars	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
Raw Material	5,454.43	5,289.04
Spares	50.97	5.27
Capital goods	1,093.80	354.10
	<b>6,599.20</b>	<b>5,648.41</b>

**F. EXPENDITURE IN FOREIGN CURRENCY**

Particulars	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
Travelling	15.37	21.95
Subscription	9.37	7.82
Others	97.77	4.24
	<b>122.51</b>	<b>34.01</b>

**G. BREAK-UP OF IMPORTED AND INDIGENOUS MATERIALS & STORES & SPARES CONSUMED/SOLD**

Particulars	Current Year		Previous Year	
	Amount (Rs. in Lacs)	%	Amount (Rs. in Lacs)	%
<b>A) RAW MATERIAL</b>				
Imported	6435.62	32.18	4,950.56	31.51
Indigenous	13566.23	67.82	10,762.88	68.49
	<b>20001.85</b>	<b>100.00</b>	<b>15,713.44</b>	<b>100.00</b>
<b>B) STORES AND SPARES</b>				
Imported	75.47	33.20	10.42	7.24
Indigenous	151.82	66.80	133.55	92.76
	<b>227.29</b>	<b>100.00</b>	<b>143.97</b>	<b>100.00</b>

**H. EARNINGS IN FOREIGN CURRENCY**

Export Goods on FOB Basis Rs 3657.46 Lacs (Previous Year Rs. 1504.96 Lacs).

17. Figures of Previous year has been re-grouped /re-classified or re-arranged wherever necessary.

For and on behalf of the Board.

**SANJAY BHATIA**  
Managing Director

**ASHOK BHATIA**  
Whole Time Director

**RAJAT PATHAK**  
VP (Finance) &  
Company Secretary

As per our Report of even date attached  
For **M.L. Puri & Co.**  
Chartered Accountants

Place : Delhi  
Date : 30th July, 2009

**M. L. PURI**  
(Partner)  
M.No. 9198

**CASH FLOW STATEMENT FOR THE YEAR ENDING 31ST MARCH, 2009**

<b>A. Cash Flow from Operating Activities</b>	<b>(Amount in Lacs)</b>	
Net Profit before tax		1106.46
<b>Adjustment for :</b>		
Depreciation	289.92	
Interest expenditure	989.04	
Loss on sale of assets	5.19	1284.15
Operating profit before working capital changes		2390.61
<b>Adjustment for :</b>		
Increase in Trade and Other Receivables	1068.86	
Increase in Inventories	614.86	
Increase in trade payables	1703.85	20.13
Cash generated from operations		2410.74
Taxes paid		440.36
Cash flow before extra ordinary items		1970.38
Net Cash from operating activities		1970.38
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets		1512.55
Sale of Fixed Assets		3.81
Net Cash used in Investing Activities		1508.74
<b>C. Cash Flow from Financing Activities</b>		
Net proceeds from long term and other borrowing	751.27	
Interest paid	974.57	
Dividend Paid	194.67	
Net Cash flow in financing activities		417.97
Net increase in cash and cash equivalents		43.67
Cash & Cash equivalents as at 01.04.2008 (Opening Balance)		239.76
Cash & Cash equivalents as at 31.03.2009 (Closing Balance)		<b>283.43</b>

For and on behalf of the Board

**SANJAY BHATIA**  
Managing Director

**ASHOK BHATIA**  
Whole Time Director

**RAJAT PATHAK**  
VP (Finance) &  
Company Secretary

As per our Report of even date attached  
For **M.L. Puri & Co.**  
Chartered Accountants

Place : Delhi  
Date : 30th July, 2009

**M. L. PURI**  
(Partner)  
M. No. 9198

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE****I. Registration Details**Registration No.       3 0 0 6 State Code   5 5Balance Sheet Date   3 1   0 3   2 0 0 9  
Date Month Year**II. Capital Raised during the year**Public Issue       N I L Right Issue       N I L

(Including Premium)

Bonus Issue       N I L Private Placement       N I L**III. Position of Mobilisation and Development of Funds (Amount in Rs. Thousands)**Total Liabilities    1 8 1 7 4 2 4 Total Assets    1 8 1 7 4 2 4**Sources of Funds**Paid-up Capital    1 0 3 9 9 7 Reserve & Surplus    5 5 8 4 8 9Secured Loans    6 2 7 4 0 6 Unsecured Loans    3 4 0 2 0Deferred Tax Liability    4 3 5 9 9**Application of Funds**Net Fixed Assets    4 8 0 8 0 2 Investments    3 3 4 4 6Net Current Assets    8 5 3 2 6 3 Miscellaneous Expenditure    N I LAccumulated Losses    N I L**IV. Performance of Company (Amount in Rs. Thousands)**Turnover (Including other Income)    2 4 7 8 2 4 7 Total Expenditure    2 3 6 7 6 0 1Profit before Tax    1 1 0 6 4 6 Profit after Tax    6 6 8 5 1Earning per Share (Rs.)    6 . 4 3 Dividend Rate %    1 7**V. Generic Names of Three Principal Products of Company (as per monetary terms)**Item Code No.    9 0 0 7 0 0                 Product Description    T I N                   Item Code No.    8 0 0 7 0 0 0                   Product Description    P R I N T E D                   Item Code No.    N I L                  Product Description    N I L                  

Signature to Schedules forming part of the Balance Sheet and Profit &amp; Loss Account.

For and on behalf of the Board.

SANJAY BHATIA  
Managing DirectorASHOK BHATIA  
Whole Time DirectorRAJAT PATHAK  
VP (Finance) &  
Company SecretaryAs per our Report of even date attached  
For M.L. Puri & Co.  
Chartered AccountantsPlace : Delhi  
Date : 30th July, 2009M. L. PURI  
(Partner)  
M. No. 9198



## HINDUSTAN TIN WORKS LIMITED

Registered Office : 488, Bartan Market, Sadar Bazar, Delhi-110006

## ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the meeting hall.

Ledger Folio/DP & Client ID No.:	No. of Shares held:
Name:	
Address:	

I hereby record my presence at the **51st Annual General Meeting** of the Company held on Friday, 25<sup>th</sup> September, 2009 at 10.00 A.M. at Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi.

Signature of Shareholder/Proxy:
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## HINDUSTAN TIN WORKS LIMITED

Registered Office : 488, Bartan Market, Sadar Bazar, Delhi-110006

## PROXY FORM

I/We ..... of ..... being a member of Hindustan Tin Works Limited, hereby appoint ..... of ..... or failing him ..... of ..... as my/our proxy, to attend and vote for me/us and on my/our behalf at the **51st Annual General Meeting** of the Company to be held on Friday, 25<sup>th</sup> September, 2009 at 10.00 A.M. at Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi, and/or at any adjournment thereof.

Signed this ..... day of ..... 2009.

Affix Revenue Stamp of Re. 1/-
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Signature

Ledger Folio/DP & Client ID No.:	No. of Shares held:
Name:	
Address:	

## NOTE:

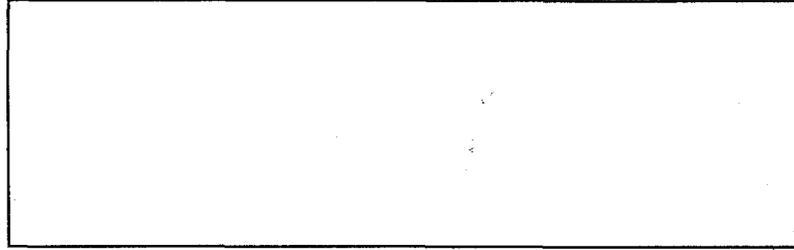
- The Proxy in order to be effective must be deposited at the Registered Office of the Company duly stamped and signed at least 48 hours before the time for holding of meeting. The Proxy need not be a member of the Company.
- The Proxy form should be signed across the stamp as per specimen signature registered with the Registrar & Share Transfer Agent/Depository.
- The above Attendance Slip should be sent to the Proxy appointed by you and not to the Company.

## **HTW'S RECOGNITION - AWARDS**

**During the year 2008-09, your Company has received the following prestigious awards:**

- **ASIA CAN TECH 2007 FOOD AWARD  
(3 PIECE CAN- SHAPED NESTLE NIDO CAN)**
  
- **CAN OF THE YEAR BRONZE FOOD AWARD  
(3 PIECE NESTLE MILK MAID)**
  
- **ASIA CAN TECH 2008 FOOD AWARD  
(CATEGORY WINNER GENERAL AWARD)**
  
- **EEPC AWARD FOR EXPORT EXCELLANCE 2006-07  
(STAR PERFORMER)**

**BOOK-POST**



*If undelivered, please return to :*  
**HINDUSTAN TIN WORKS LIMITED**  
488, BARTAN MARKET, SADAR BAZAR,  
DELHI - 110006.