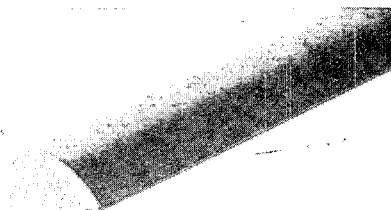
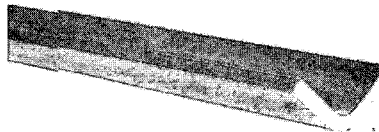
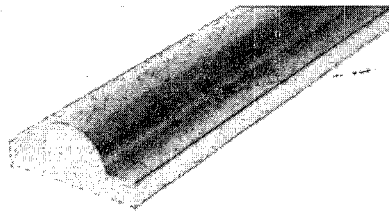




ISO 9001:2000  
Certified Company



## BARODA EXTRUSION LTD.

Where Copper takes shape

Manufacturers of

Bright Annealing Copper Coil &

Copper Tubes,

Rods, Flats & Profiles

**18<sup>TH</sup> ANNUAL REPORT**  
**2008-2009**

**BARODA EXTRUSION LIMITED**

**18<sup>th</sup> ANNUAL REPORT**

**2008 - 2009**

**BOARD OF DIRECTORS**

: Mr. Parasmal B. Kanugo  
Ms. Rina G. Patel  
Mr. Chandrakant Khushaldas  
Mr. Sanjeev Jain (upto 20.01.2009)  
Mr. Kesrichand Shah

**AUDITORS**

: Parikh Shah Chotalia & Associates  
Chartered Accountants,  
Vadodara.

**BANKERS**

: Bank of Baroda  
Dena Bank  
The South Indian Bank Ltd.

**REGISTERED OFFICE**

: Survey No. 65-66,  
Village Garadiya,  
Jarod-Samalaya Road,  
Taluka Savli,  
Dist: Vadodara.- 391520

**CORPORATE OFFICE**

: 102, Pawan Flats,  
7, Anandnagar Society,  
Productivity Road,  
Vadodara - 390 005.

## NOTICE FOR EIGHTEENTH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Eighteenth Annual General Meeting of the Members of **BARODA EXTRUSION LIMITED** will be held on Wednesday, the 30<sup>th</sup> day of September, 2009 at 11.00 a.m. at the Registered Office of the Company situated at Survey No. 65-66, Village Garadiya, Jarod -Samalaya Road, Taluka Savli, Dist. Vadodara, Gujarat 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 Profit & Loss Account of the Company for the year ended on that date and the report of the Directors' and Auditors' thereon.
2. To Appoint a Director in place of Mr. Kesrichand Shah who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

### SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification, the following Resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 314 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 the consent of the Company be and is hereby accorded to the holding of office or place of profit under the Company by Mr. Alpesh Kanugo, as a Chief Executive Officer, provided that the total remuneration shall not exceed Rs. 48000 p.m., for a period of three years with effect from 1<sup>st</sup> October 2009 or such further period and on such terms and conditions as may be decided by the Board of Directors from time to time.

5. To consider and, if thought fit, to pass, with or without modification, as an **Ordinary Resolution**:

**"RESOLVED THAT** the consent of the Company be and is hereby accorded pursuant to section (293) (1)(a) of the Companies Act 1956 to the Board of Directors of the Company creating such mortgage of and/or charge on such terms and conditions and at such time or times and in such form or maner as it may think fit the whole or substaintially whole or all undertaking including the present and future properties, whether movable or immovable comprised in any and/or existing and/or new undertaking of the company

as the case may be together with the power to take over the management of the business and concern of all or any such undertaking(s) of the company in certain events, to or in favour of the banks/ financial institutions as security for the term loan/ debentures upto the value not exceeding Rs. 50,00,00,000 (Fifty Crores Only) as security for the loan, debentures together with interest thereon, commitment charges, liquidated damages, remuneration to the trustee/ agents, costs, charges, expenses and other monies payable in the above connection in terms of agreement entered into/ to be entered into between the company and the trustees/ agents and trustees in respect of debentures, such security shall rank pari passu with or second or subservient to the mortgages and/ or charge already created or may be agreed to between the concerned parties and as may be thought expedite by the board and further that the board be and is hereby authorised to finalised and execute the documents and any other deeds, papers and writings for creating the aforesaid mortgage and charges and to do all such acts, deeds and things as may be necessary or expedite for implementation of this resolution.

6. To consider and, if thought fit, to pass, with or without modification, as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to section (293) (1)(a) of the Companies Act 1956 the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time at its discretion either from the bank and/ financial institutions, persons or from all on such terms and condition as may be considered suitably by the board upto a limit of Rs. 50,00,00,000 (Fifty Crores Only) notwithstanding that the money to be borrowed together with monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) will exceeding the aggregate of the paid up capital of the company and its free reserves, that is to say reserve not set apart for any specific purpose."

#### NOTES:

1. ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY INSTEAD OF HIMSELF TO ATTEND AND VOTE AT THE MEETING. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY MUST BE LODGED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME AT, WHICH THE MEETING IS, SCHEDULED TO BE HELD. THE PROXY FORM IS ATTACHED HERewith.

## **BARODA EXTRUSION LIMITED**

2. The Register of Members and Share Transfer Books shall remain closed from, the 26<sup>th</sup> September 2009 to 30<sup>th</sup> September 2009 (both days inclusive)
3. Details of Director Viz: Mr. Kesrichand Shah being Director to be reappointed at the ensuing Annual General Meeting is given the Corporate Governance Report and also given herein below.
4. The Company's share are listed on Vadodara and Bombay Stock Exchanges.
  1. Bombay Stock Exchange, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001.
  2. The Vadodara Stock Exchange Association Ltd. Fortune Tower, Sayajigunj, Vadodara.
5. Details pursuant to listing agreement regarding Directors to be appointed are as under.

### **Mr. Kesrichand Shah**

Mr. Kesrichand Shah is 77 years old and is a commerce graduate and having versatile experience in the same kind of industry. Mr. Sanjeev Jain is not holding Directorship or membership of committee in any other company.

By Order of the Board of Directors  
For Baroda Extrusions Ltd.,

**sd/-**  
Parasmal Kanugo  
Chairman & Managing Director

### **Registered Office:**

Survey No. 65-66,  
Village Garadiya, Jarod-Samalaya Road,  
Taluka Savli, Dist: Vadodara.

Date: 01.09.2009

**EXPLANATORY STATEMENT (PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956)****Item No. 4**

Mr. Alpesh Kanugo, is having background of commerce and financial portfolio. The Board while considering his related experience, proposed to appoint Mr. Alpesh Kanugo as a Chief Executive Officer of the Company. The management is confident that under the guidance and directions of Mr. Alpesh Kanugo as a CEO, the Company can get value addition and achieve new standards.

The Board considered the proposal and decided by the Directors to make the appointment of Mr. Alpesh Kanugo as a CEO of the Company, subject to approval of the shareholders on following terms:

**Sr. No. Particulars**

- |   |  |
|---|--|
| 1 | Designation CEO  |
| 2 | Period Effective from 1 <sup>st</sup> October 2009 for a period of 3 years, subject to yearly renewal or for such further period as may be decided by the Board of Directors |
| 3 | Remuneration Rs. 48,000/- p.m.   |

None of the Directors of the company except Mr. Parasmal Kanugo are concerned or interested in this resolution. The resolution at Item No.4 of the notice is recommended for approval.

**Item No. 5 & 6**

At the Annual General Meeting held on 30th September, 2002, the Company had passed a resolution under section 293 (1) (a) and (d) empowering the Company to borrow and mortgage its property to the extent of Rs. 20,00,00,000 (Twenty Crores Only).

Further as per the final order issued by BIFR, the bank and financial institution may contribute to the company as additional loans and for that we need to enhance the present limit of Rs. 20 Crore to Rs. 50 Crore. By enhancing the limit under section 293 (1) (a) and (d), the company shall be authorised to borrow the money required for its business purpose and at the same time as per the requirements of the bank/ financial institution, company if required to mortgage/ hypothecate the property can do so.

## BARODA EXTRUSION LIMITED

Any financial assistance to the company may be subject to creation of charge on the company's property, present and future, both. It is therefore proposed to pass a resolution for a borrowing of funds and also for creation of mortgage and/or charge, hypothecation on such assets of the company as the board of directors may direct.

Availing of the said financial assistance would be as per the terms and conditions to be approved by the board of directors of the company.

As per the section 293 (1) (a) and (d) of the Companies Act, 1956, permission of the member of the company by way of ordinary resolution is required by creation of charge on the property of the company and also for borrowing is to be made in excess of paid up capital and free reserve of the company, hence a proposed resolutions are necessary. It would, if passed, supercede the resolutions passed at the earlier general meetings.

The Directors recommends the resolution for acceptance by the members.

None of the directors of the company is concerned or interested in the said resolution.

By Order of the Board of Directors  
For Baroda Extrusions Ltd.,

**sd/-**  
Parasmal Kanugo  
Chairman & Managing Director

**Registered Office:**

Survey No. 65-66,  
- Village Garadiya, Jarod-Samalaya Road,  
Taluka Savli, Dist: Vadodara.

Date: 01.09.2009

**DIRECTORS' REPORT**

To,  
The Members of,  
**BARODA EXTRUSION LIMITED**

Your Directors take pleasure in presenting their Eighteen Annual Report of the business and operations of the company together with the Audited Accounts for the financial year ended 31<sup>st</sup> March 2009:

**FINANCIAL RESULTS :****(Rs. in Lacs)**

	<b>Year ended on 31-03-2009</b>	<b>Year ended on 31-03-2008</b>
<b>Sales Revenue</b>	<b>3005.72</b>	<b>2338.02</b>
<b>Other income</b>	<b>643.30</b>	<b>3.88</b>
<b>Total Income</b>	<b>3649.02</b>	<b>2341.90</b>
Operating Expenses before Depreciation & Financial Charges	3027.65	2218.58
Profit / (Loss) before depreciation & finance Charges	621.37	123.32
Less / add :		
Finance Charges	58.72	55.92
Depreciation & Write Off	23.46	23.17
<b>Operating Profit for the year</b>	<b>539.19</b>	<b>44.23</b>
Less: Prior-period Adjustments	-	-
Tax Expense	38.35	-
Fringe Benefit Tax	0.59	0.73
<b>Profit for the year</b>	<b>500.25</b>	<b>43.5</b>
<b>Balance of loss Brought Forward</b>	<b>1058.78</b>	<b>1102.28</b>
<b>Balance of loss carried to Balance Sheet</b>	<b>558.53</b>	<b>1058.78</b>

**DIVIDEND:**

Your Directors would like to inform you that the Company has declared sick company and registered under BIFR procedure as on 03.07.1998. The Company shall not declare any dividend to its equity share holders without the prior approval of BIFR/MA during the period of rehabilitation, hence the Company has not declared any dividend during the period under review.

**OPERATIONS:**

During the year under review, the sales revenue stood at Rs. 3005.72 lacs for the year as against Rs. 2338.02 lacs in the previous year. The increase in sales is mainly on account of



## **BARODA EXTRUSION LIMITED**

availability of new low-cost and need-based finance and corresponding increase in orders due to effective marketing. The job work income has also increased over the previous year from Rs. 36.35 lacs to Rs. 39.94 lacs.

The company could not achieve the desired level of net margin due to heavy interest burden as well as underutilization of the existing manufacturing capacity. As all dues of the banks have settled as per the revival scheme, your directors are hopeful of achieving a steady growth in sales and job work activity and resultant net margin in the years to follow.

### **DIRECTORS:**

Mr. Kesrichand Shah is retiring by rotation and seeking reappointment. The brief resume of Kesrichand Shah has been enumerated in the Corporate Governance forming part of this report. Mr. Sanjeev Jain ceased as director on 20.01.2009. The Board takes on record his sincere contribution towards the growth of the Company.

### **FIXED DEPOSITS:**

The company has not accepted any deposits as defined under Section 58-A of the Companies Act read with Companies (Acceptance of Deposit) Rules 1975 during the year under review, except unsecured loans from parties.

### **AUDITORS:**

M/s. Parikh Shah Chotalia & Associates Chartered Accountants, Baroda the auditors of the Company, shall retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. They have furnished a certificate to the effect that their proposed re-appointment if made, will be in accordance with sub-section (1B) 224 of the Companies Act, 1956. You are requested to appoint them and authorize your Directors to fix their remuneration.

### **AUDITORS' REPORT:**

With reference to qualification of auditors for non compliance of various provisions of laws and accounting policies mentioned in auditor's report, your company states that it was under BIFR and tide up with it's procedures, resulting to non compliance of above mentioned provisions in time.

### **AUDIT COMMITTEE:**

During the year the audit committee meetings were conducted as per the provisions of Listing Agreement with the Stock Exchanges. Details about the functioning of the committee, is enumerated in the Corporate Governance forming part of this report.

### **DIRECTORS' RESPONSIBILITY STATEMENT:**

As required under section 217 (2AA) of the Companies Act, 1956, your Directors state that:

- a) in preparing the Annual Accounts, applicable Accounting Standards have been followed and there are no material departures ;
- b) the Directors 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 as at the end of the Financial Year and of the profit/loss of the Company for that period.

- c) the Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the Annual Accounts of the Company on a going Concern basis.

**CORPORATE GOVERNANCE:**

In pursuance to Clause 49 of the Listing Agreement with the Stock Exchanges, Corporate Governance Report and Management Discussion and Analysis Report are given elsewhere and form a part of this Report.

**PERSONNEL:**

None of the employee is in receipt of remuneration in excess of the ceiling, as prescribed under Companies (Particulars of Employees) Rule, 1975 and hence information as required under section 217(2A) read with Companies (Particulars of Employees) Rule, 1975 and hence the details are not mentioned.

**MATTER REQUIRED TO BE REPORTED AS PER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988**

The particulars of Conversation Energy, Technology Absorption and Foreign Exchange Earning and Outgo prescribed by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are furnished in the Annexure to and forming part of this report. The company has not earned nor spends any amount of foreign exchange during the year.

**INSURANCE:**

All the Plant, Machineries, Buildings and Movable goods are adequately insured.

**ACKNOWLEDGEMENT:**

Your Directors wish to place on record their sincere thanks for valuable assistance and guidance given by the Bank of Baroda, Dena Bank and The South Indian Bank from time to time. Your Directors also wish to note the dedicated services of all the officers and employees of the Company.

By Order of the Board of Directors  
For **Baroda Extrusions Ltd.,**

sd/-  
Parasmal Kanugo  
Chairman & Managing Director

**Registered Office:**

Survey No. 65-66, Village Garadiya,  
Jarod-Samalaya Road, Taluka Savli, Dist: Vadodara.

Date: 01-09-2009

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:****a) Industry Structure and Development:**

Baroda Extrusion is engaged in manufacturing of High Quality of EC grade copper for heavy electronics users like for High Voltage Transformers, SFG Switch Gears, Top Gears with melting capacity of 3000 MT Per Annum. The Company has also developed quality of international standard and is also planning to export 200 MT of its products by 2010.

**b) Opportunities and Threats:****1) Strength:**

Power Sector is growing by 30% every year and copper is in very high demand. All heavy electrical industries, electrical panel board manufactures electrical switch gears units and manufacturers, sub-miscible pumps needs copper tubes/ flakes/ rods which is the product of Baroda Extrusion.

**2) Weaknesses:**

Copper prices are increasing in the market; engineering units may find substitute material for copper. But as the conductivity of the copper is very good chances of the substitution are very less.

**3) Opportunities:**

The demand for the products is growing steadily as there is a considering gap between demand and supply of extrusion products. This prevailing scenario leaves an opportunity for the company to expand and thereby to utilize the existing manufacturing capacity to a great extent. Even the Export potential for the product manufactured by the company is also very bright provided certain improvement in the technology and the quality of the product is achieved.

**4) Threats:**

The copper being a high cost raw material as compared to other industries, the requirements for the working capital is comparatively more than the other segments and thereby heavy interest burden affects the desired net margin.

The entry of new player in the industry with improved technology and lower cost.

Upward price revision in copper and brass, which is the basic raw material adversely affect the gross margin.

**c) Segment wise performance or product wise performance**

The segment wise report is not furnished as the company is presently engaged in one business segment i.e. copper extrusion.

**d) Outlook:**

As already mentioned that there is a considerable gap between demand and supply of extrusion products. Even the opportunities for exports is a bright which can be achieved by improving the technology and thereby quality of the product. The company is confident that, barring unforeseen circumstances, the profitability of the company would improve in the current financial year.

**e) Risk and Concerns:**

The operating profit is not being achieved due to fluctuation in copper prices couple with heavy interest burden. Reduction in production cost as an economy measure and utilization of existing manufacturing capacity by undertaking job work activity would help the company in achieving desired level of profitability.

**f) Internal Control Systems and Adequacy:**

Your Company is in the process of implementing effective internal control procedures commensurate with the size and nature of business. These procedures would ensure efficient use and protection of the resources and compliance with policies, procedures and statutes. There is procedure of periodically review of the existing internal control system.

**g) Discussion on Financial Performance:**

During the year under review, the sales revenue stood at Rs. 3005.72 lacs for the year as against Rs. 2338.02 lacs in the previous year. The increase in sales is mainly on account of availability of new low-cost and need-based finance and corresponding increase in orders due to effective marketing. The job work income has also increased over the previous year from Rs. 36.35 lacs to Rs. 39.94 lacs.

The company could not achieve the desired level of net margin due to heavy interest burden as well as underutilization of the existing manufacturing capacity. As all dues of the banks have settled as per the revival scheme, your directors are hopeful of achieving a steady growth in sales and job work activity and resultant net margin in the years to follow.

**h) Human Resources:**

Recognizing that people are an important part of the organization, a major exercise in training and development of employees has been undertaken at all levels. The Company gives a lot of importance to Human Resources activities. These activities have helped to retain and motivate employees of the company to face this difficult period.

**REPORT ON CORPORATE GOVERNANCE :**
**1. PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

The Company is welcoming the concept of introducing governance and committed to achieve highest level of Corporate Governance. The Corporate Governance is nothing but transparency, high level of disclosure and fairness and unbiased to the members of the company. To achieve the highest level of Corporate Governance, the Company has well educated, experienced, qualified management team and Board of Directors of the Company effectively monitor the management progress and corporate decisions.

**2. BOARD OF DIRECTORS**

As per requirements of Corporate Governance, the Board of Directors consists of Executive Director as well as Non Executive / Independent Directors.

All the Non-executive Directors are Independent Directors.

**(i) Composition, Category of Directors and their other Directorships and Membership/ Chairmanship of Committees:**

Sr. No.	Name of Directors	Category of Directorship	No. of other Directorship	Membership with other Committee		Share Holding %	Amount of Deposit (in Lacs)
				Chairman	Member		
1.	<b>Parasmal Kanugo</b>	Chairman and Managing Director	01	NIL	NIL	8.50	NIL
2.	<b>Chandrakant Khushaldas</b>	Non-Executive Dir./Ind. Director	02	NIL	NIL	NIL	NIL
3.	<b>Rina Patel</b>	Non-Executive Dir./Ind. Director	NIL	NIL	NIL	NIL	NIL
4.	<b>Kesrichand Shah</b>	Non-Executive Dir./Ind. Director	NIL	NIL	NIL	NIL	NIL
5.	<b>Sanjeev Jain</b> (upto 20.01.2009)	Non Executive Dir./Ind. Director	NIL	NIL	NIL	NIL	NIL

**ii) Board Meetings held and attendance of Directors during 01-04-2008 to 31-03-2009**

During the year under review, Five Board Meetings were held on

15<sup>th</sup> April 2008,

15<sup>th</sup> July 2008,

17<sup>th</sup> October 2008,

20<sup>th</sup> January 2009

and 31<sup>st</sup> March 2009.

The attendance of each Director at these meetings was as follow:

Directors	No.s of Board Meeting Attended	Last Annual General Meeting Attended
Parasmal Kanugo	5	YES
Sanjeev Jain	4	NO
Chandrakant Khushaldas	5	YES
Rina Patel	5	YES
Kesrichand Shah	5	YES

**(iii) Note on directors seeking appointment as required under clause 49 VI (A) of the Listing Agreement.**

**Mr. Kesrichand Shah**

Mr. Kesrichand Shah is 77 years old and is a commerce graduate and having versatile experience in the same kind of industry.

**(iv) Information placed before the Board of Directors**

**The Following matters are regularly placed before the Board for its consideration and information.**

- Quarterly Result of the Company
- Minutes of all committee Meetings
- Material transactions
- Labour relations
- Compliance with all regulatory and statutory requirements.

**3. AUDIT COMMITTEE:**

The Audit Committee comprised of three Non-Executive independent directors viz.:-

- \* Mr. Chandrakant Khushaldas
- \* Mr. Kesrichand Shah
- \* Ms. Rina Patel

Shri Chandrakant Khushaldas is a Chairman of the Committee.

**Terms of Reference:**

The terms of reference of Audit committee cover the matters specified for Audit committee under clause-49 of the Listing Agreement as well as in section 292A of the Companies Act, 1956.

**Composition: .**

Composition and other details:

The Audit committee of the company was constituted with three members.

During the year, four meetings of the audit committee were held on 15<sup>th</sup> April 2008, 15<sup>th</sup> July 2008, 17<sup>th</sup> October 2008 and 20<sup>th</sup> January 2009. All the three members were present and attended these meeting.

**4. REMUNERATION COMMITTEE:**

As per non-mandatory requirements of Listing Agreement, the Board of Directors of the Company constituted Remuneration Committee. The Remuneration Committee at present comprises of Mr. Chandrakant Khushaldas, Ms. Rina Patel and Mr. Kesrichand Shah. There was no Committee Meeting during the year.

Ms. Rina Patel is Chairman of the Committee.

**Remuneration of Directors:**

The details of Remuneration paid to the Directors for the year ended 31<sup>st</sup> March, 2009.

Sr. No.	Name of Director	Sitting Fees	Gross Remuneration*	Contribution to PF
1	Parasmal Kanugo	Nil	Rs. 780,000/-	Rs. 9,360/-
2	Chandrakant Khushaldas	Rs. 2000/-	Nil	Nil
3	Rina Patel	Nil	Nil	Nil
4	Kesrichand Shah	Nil	Nil	Nil
5	Sanjeev Jain	Nil	Nil	Nil

**5. INVESTORS' GRIVENCE COMMITTEE:**

As per the requirements of Listing Agreement the Board of Directors constituted Investor Grievance Committee comprising of Mr. Chandrakant Khushaldas, Mr. Kesrichand Shah, and Ms. Rina Patel.

Mr. Chandrakant Khushaldas is a Chairman of the Committee.

Mr. Parasmal Kanugo is the Compliance Officer.

The Committee met 3 times during the year. The Company has considered the entire request for transfer transmission etc. of shares well in time and some requests are pending at our end.

**6. GENERAL BODY MEETING:**

Location and time of last three Annual General Meeting.

Year	Date and Time	Location
2005 - 2006	30-09-2006 at 10.30 am	at Survey No. 65-66, Village Garadiya, Jarod -Samalaya Rd, Tal. Savli, Dist. Vadodara.
2006 - 2007	29-09-2007 at 11.00 am	As above
2007 - 2008	30-09-2008 at 11.00 am	As above

No Special Resolution requiring the postal ballot was placed before the Last Annual General Meeting. One Extra ordinary general meeting was held on 30.03.2009.

**7. DISCLOSURE ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTION:**

During the year, there were no transactions of material nature with the Directors and management or relatives that had potential conflict with the interest of the company except the following transaction entered in to by the company with a private limited company in which Mr. Parasmal kanugo Chairman and Managing Director is interested.

Name of the Party	Nature of transaction	Amount in Rs.
<b>Citizen Metal Alloys Pvt. Ltd.</b>	Sales of Pipe, road flats	38,10,286/-

**8. DETAILS OF NON COMPLIANCE BY THE COMPANY:**

During the last three years no penalties, structures were imposed by Stock Exchanges and Securities and Exchange Board of India (SEBI).

**9. MEANS OF COMMUNICATION:**

Quarterly / Half-yearly financial results were published in **Gujarati and English News papers** and also informed to Stock Exchanges where the shares are listed.

- ✓ No official news released during the year.
- ✓ No Presentation was made to institutional investors as to the analyst.
- ✓ Management Discussion and Analysis report forms part of Annual Report,

**10. GENERAL SHAREHOLDERS' INFORMATION:**

Annual General Meeting: Date, Time and Venue

Wednesday, the 30<sup>th</sup> September 2009 at 11.00 a.m. at Survey No. 65-66, Village Garadiya, Jarod-Samalaya Road, Taluka Savli, Dist. Vadodara.

**Financial Calendar:**

Un-audited Results for the quarter ending June 30, 2009	- Before the end of July 2009
Un-audited Results for the quarter ending Sept. 30, 2009	- Before the end of Oct. 2009
Un-audited Results for the quarter ending Dec. 31. 2009	- Before the End of January 2010
Un-audited Results for the quarter ending March 31, 2010	- Before the end of April 2010



## BARODA EXTRUSION LIMITED

The above dates are tentative, subject to change

- ✓ Dates of Book Closure: **26-09-2009 to 30-09-2009**
- ✓ No Declaration of Dividend

### LISTING ON THE STOCK EXCHANGE

#### Name of Stock Exchanges

- ✓ Vadodara Stock Exchange
- ✓ Ahmedabad Stock Exchange
- ✓ Bombay Stock Exchange
- ✓ Delhi Stock Exchange

Listing fees for the financial year 2008-2009 has been paid to all the Stock Exchanges except Ahmedabad and Delhi Stock Exchange.

#### Market Price Data:

In view of negligible trading of securities of the Company at Bombay Stock Exchange Ltd. (BSE), the high/ low prices of the said script are not available on month wise basis.

#### Registrar and Share Transfer System:

The Company has in-house share transfer system for physical form. The company is under process for admission of securities with CDSL and NSDL for de-materialisation.

#### Share Transfer System:

Share Transfer would be registered and returned within a period of 30 (Thirty) days from the date of receipt. The share transfer committee meets on 15 / 20 days gaps depending upon no. of transfers received.

### DISTRIBUTION OF SHAREHOLDING :

From - To	No. of Shareholders	% of Holders	Total Capital	% of Amount
UPTO 5,000	12165	94.346	2,19,24,400	46.157
5,001 - 10,000	486	3.769	40,11,000	8.444
10,001 - 20,000	163	1.264	24,64,900	5.189
20,001 - 30,000	20	0.155	5,29,500	1.115
30,001 - 40,000	17	0.132	6,16,000	1.297
40,001 - 50,000	8	0.062	3,63,900	0.766
50,001 - 1,00,000	11	0.085	9,81,000	2.065
1,00,001 and above	24	0.186	5,16,09,300	62.560
<b>TOTAL</b>	<b>12894</b>		<b>8,25,00,000</b>	

## **BARODA EXTRUSION LIMITED**

### **Dematerialization of shares and liquidity:**

The company is under process for admission of securities with CDSL and NSDL for de-materialisation.

Outstanding ADR / GDR etc. - Not Applicable

### **Plant Located at:**

Survey No. 65-66, Village Garadiya, Jarod-Samalaya Road, Taluka Savli, Dist. Vadodara.

### **Correspondence may be Address at:**

Secretarial Department, 102, Pawan Flats, 7 Anand Nagar Society, BPC Road, Vadodara.

**E-Mail ID:** copper@barodaextrusion.com

### **Code of Conduct:**

- (a) The Company has laid down Code of Conduct applicable to the Board Members as well as the Senior Management. All the Board Members and the Senior Management personnel have affirmed compliance with the Code of Conduct as on March 31, 2009. The declaration signed by Managing Director of the Company is given below:

I, Parasmal Kanugo, Chairman & Managing Director of the Company, hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed the compliance of the Code of Conduct during the Financial Year ended 31st March 2009.

Sd/-  
Parasmal Kanugo  
Chairman & Managing Director

- (b) In terms of Clause 49 for the Listing Agreement, the certification by the CEO and Chairman & Managing Director of the Company on the financial statements and internal control relating to financial reporting has been obtained by the Board of Directors.

Place : Vadodara

Date : 01.09.2009

**REPORT OF THE AUDITORS ON CORPORATE GOVERNANCE**

I have examined the records concerning the Company's compliance of the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered in to by the Baroda Extrusion Limited (Hereinafter called the Company) with the Stock Exchanges of India, for the financial year ended 31st March 2009

The objective of my examination is to give my opinion on whether the Company has complied with the conditions of Corporate Governance as stipulated in the provisions of Clause 49 of the Listing Agreement entered in to by the Company with the Stock Exchanges of India.

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

I have conducted my examination on the basis of relevant records and documents maintained by the Company and furnished to me for examination and the information and explanation given to me by the Company.

On the basis of the records maintained by the shareholders/Investors Grievance Committee, I state that there were investor grievance pending against the Company for a period exceeding one month and provisions of Corporate Governance are complied partly.

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

**For Kashyap Shah & Co.**

Practising Company Secretary

**Sd/-**

**Kashyap Shah**

**(Proprietor)**

**C.P No. 6672**

Date : 01-09-2009

Place : Vadodara

## AUDITORS' REPORT

To,  
THE MEMBERS OF  
BARODA EXTRUSION LIMITED

1. We have audited the attached Balance Sheet of BARODA EXTRUSION LIMITED as at **31<sup>st</sup> March 2009**, and also the Profit and Loss Account of the Company for the year ended on that date annexed thereto and the Cash Flow statement for the year ended that date. These financial statements are the responsibility of the management of the Company. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes, assessing the accounting principles used and significant estimates made by the 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 by Companies (Auditors Report) (Amendment) Order, 2004 (together the Order) issued by the Department of Company Affairs Government of India in terms of Section 227 (4A) of the Companies Act 1956, and on the basis of the information and explanation given to us in the normal course of audit and to the best of our knowledge and belief, we enclosed in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the Annexure referred 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 purpose of our audit.
  - b) In our opinion, proper books of account, as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, Profit and Loss Account and Cash Flow statement dealt with by this report are in agreement with the books of account;
  - d) In our opinion, and to the best of our information, Balance Sheet, Profit and Loss Account and cash flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act 1956 to the extent applicable.

- e) On the basis of written representation received from the Directors as on 31<sup>st</sup> March 2009, and taken on record by the Board of Directors, we report that none of the Director is disqualified as on 31<sup>st</sup> March 2009 from being appointed as a director under Clause (g) of Subsection (1) of section 274 of the companies Act, 1956.

- f) **Attention is invited to the following**

***Non-compliance of AS-15 with regard to Accounting of Retirement Benefits, except Provident Fund. The exact amount in respect of these benefits is not provided in the accounts as no accrual valuation in respect of these benefits is made by the Company.***

***Non-compliance of AS-22 with regard to Accounting of Deferred Tax Liability.***

Subject to the forgoing, in our opinion and to the best of our information and according to the explanations given to us, the said accounts read with significant accounting policies and notes thereon give the information required by the Companies Act, 1956, in the manner so required, give a true and fair view in conformity with the accounting principles generally accepted in India.

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2009,
- b) In so far as it relates to the Profit and Loss Account, of the profit for the year ended on that date and
- c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Place : Vadodara.

Date : 01/09/2009

**FOR PARIKH SHAH CHOTALIA & ASSOCIATES**  
CHARTERED ACCOUNTANTS

Sd/-  
**(VIJAY M. PARIKH)**  
Partner  
Membership No. 031773

## ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 2 of our Report of even date on the accounts of Baroda Extrusion Ltd as at 31<sup>st</sup> March 2009)

1.
  - a) The Company has generally maintained records showing broadly the particulars of its fixed assets. The fixed assets register is in the process of being updated.
  - b) ***The management during the year has not physically verified the fixed assets,*** Under the circumstances discrepancies, if any, in the fixed assets have not been ascertained.
  - c) According to the information and explanation given to us, the Company has not disposed off substantial part of fixed assets during the year, so as to effect its going concern status.
2.
  - a) As explained to us, the inventories have been physically verified by the management at the year end. ***In our opinion, the frequency of such verification should be undertaken at reasonable intervals.***
  - b) As per the information given to us, the procedures of physical verification of inventories followed by the management are generally reasonable and adequate in relation to the size of the company and the nature of its business. ***However, the same needs to be further strengthened and verification should be undertaken at reasonable intervals.***
  - c) On the basis of our examination of the records of inventory, we are of the opinion that the Company is generally maintaining records of inventory. The discrepancies between the physical stock and book records were not material.
3. According to the information and explanations given to us, the Company has neither granted nor taken any loans, secured and unsecured, to / from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act 1956. Accordingly, Clause 4(III) b to d are not applicable.
4. According to the information and explanations given to us, ***the company does not have adequate internal control procedures commensurate with the size of the Company and the nature of its business*** with regard to purchases of inventory, fixed assets and with regard to the sale of the goods. However in view of this we are unable to express our opinion with regard to existence of any major weakness in the internal control procedures.
5. According to the information and explanation given to us, we are of the opinion that the particulars of the contracts or arrangement referred to in Section 301 of the Companies Act 1956 have not been entered in to the register required to be maintained

under that section. We are also informed that the transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to prevailing market price at the relevant time.

6. The Company has not complied with the provisions of Sections 58A of the Companies Act 1956 and the Companies (Acceptance of Deposits) Rules 1975.
7. ***The Company does not have internal audit system commensurate with the size and nature of its business. The same needs to be implemented.***
8. We have been informed that the Central Government has not prescribed maintenance of cost records under section 209(1) (d) of the Companies Act, 1956.
9.
  - a) According to the records of the Company, the Company is not regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Income Tax (Tax Deducted at Source), Sales Tax, VAT and other statutory dues applicable to it.
  - b) According to the information and explanations given to us, there are no undisputed amounts which were outstanding, as at 31<sup>st</sup> March, 2009 for more than six months from the date they became payable in respect of sales tax and other statutory dues.

According to the books of accounts and records of the company as produced and examined by us, there are no dues of Income Tax, Wealth-Tax, Sales Tax, Custom Duty and Excise Duty / Cess which have not been deposited on account of any dispute.

10. The Company has not incurred any cash loss during the financial year covered by the Audit and also the immediately preceding financial year. The accumulated loss at the end of the Financial Year is more than fifty percent of paid up capital and reserves of the company as at 31<sup>st</sup> March 2009.
11. According to the information and explanation given to us the Company has not defaulted in repayment of dues to Banks as at Balance Sheet date.
12. As informed to us the Company has not granted any loans or advances on the basis of security by way of pledge of shares and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi mutual benefit fund / society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) order, 2003 are not applicable to the Company.

14. In our opinion, the Company is not in the business of dealing in or trading in shares / securities / debentures and other investments. Therefore, the provisions of clause 4 (xiv) of the Companies (Auditor's Report) order, 2003 are not applicable to the company.
15. The Company has given guarantee on behalf of M/s. Pravin Tubes Ltd. for loans taken by the said company from Gujarat State Financial Corporation. As informed to us the terms and conditions of such guarantee are not prejudicial to the interest of the company.
16. The Company has not obtained any term loans from any bank or financial institutions during the year under review.
17. According to the information and explanation given to us and on overall examination of the balance sheet of the Company we report that no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
18. The Company has made preferential allotment of shares to parties and Companies covered in the registered maintained under Section 301 of the Companies Act, 1956.
19. The Company has not issued any debenture during the year.
20. The Company has not raised any money by way of public issue during the year.
21. According to 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.

Place : Vadodara

Date : 01/09/ 2009

**FOR PARIKH SHAH CHOTALIA & ASSOCIATES**  
CHARTERED ACCOUNTANTS

**Sd/-**  
**(VIJAY M. PARIKH)**  
Partner



BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2009

PARTICULARS	SCHEDULE	AS AT 31/3/2009 Rupees	AS AT 31-3-2008 Rupees
<b>I. SOURCES OF FUNDS :</b>			
<b>1. Share holders' Funds :</b>			
Capital	A	81,697,500	46,697,500
Reserves and Surplus	B	2,500,000	2,500,000
		<b>84,197,500</b>	<b>49,197,500</b>
<b>2. Loans Funds :</b>			
Secured Loans	C	24,544,725	73,098,322
Unsecured Loan	D	15,655,540	19,390,540
		<b>40,200,265</b>	<b>92,488,862</b>
	<b>Total</b>	<b>124,397,765</b>	<b>141,686,362</b>
<b>II APPLICATION OF FUNDS :</b>			
<b>3 Fixed Assests</b>			
Gross Block	E	50,091,472	49,283,970
Less : Depreciation		31,995,587	29,648,889
Net Block		<b>18,095,885</b>	<b>19,635,081</b>
Capital Work in Progress		309,230	309,230
<b>4. Current Assets, Loans &amp; Advances</b>			
Inventories	F	10,917,060	31,992,780
Sundry Debtors	G	71,513,924	27,562,113
Cash & Bank Balances	H	19,791,248	1,385,311
Loans & Advances	I	10,233,348	5,906,404
	<b>Sub Total</b>	<b>112,455,580</b>	<b>66,846,608</b>
Less : Current Liabilities & Provisions	J	62,315,250	50,981,939
<b>Net Current Assets</b>		<b>50,140,330</b>	<b>15,864,669</b>
<b>5. Profit &amp; Loss Account</b>		<b>55,852,320</b>	<b>105,877,380</b>
	<b>Total</b>	<b>124,397,765</b>	<b>141,686,362</b>

## NOTES ON ACCOUNTS

As per the report of even date attached

For **Parikh Shah Chotalia & Associates**  
**Chartered Accountants**

sd/-

**(VIJAY M. PARIKH)**  
**PARTNER**

Place : Vadodara

Date : 1<sup>st</sup> Sept. 2009

R

For and on behalf of the Board  
**BARODA EXTRUSION LTD.**

sd/-

**(Mr. P. B. KANUGO)**  
**CMD**

sd/-

**(Miss. RINA PATEL)**  
**Director**

Place : Vadodara

Date : 1<sup>st</sup> Sept. 2009

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

<b>PARTICULARS</b>	<b>SCHEDULE</b>	<b>Year Ended 31-03-2009 Rupees</b>	<b>Year Ended 31-03-2008 Rupees</b>
<b>INCOME :</b>			
Sales & Services	K	300,572,775	233,801,062
Other Income	L	64,329,919	388,807
Increase / (Decrease) in Stock of - Semi Finished Goods & Finished Goods	M	(14,388,600)	(18,504,897)
<b>Total</b>		<b>350,514,094</b>	<b>215,684,972</b>
<b>EXPENDITURE :</b>			
Raw Material Consumption	N	235,464,877	156,566,181
Excise duty & Education Cess		31,563,104	30,656,560
Power & Fuel		12,577,111	8,881,907
Personnel Expenses	O	3,383,837	3,243,140
Managerial Remuneration		740,000	300,000
Administrating and Selling Expense	P	4,647,036	3,705,093
Finance Charges	Q	5,872,251	5,592,018
Depreciation		2,346,698	2,316,921
<b>Total Expenditure</b>		<b>296,594,914</b>	<b>211,261,820</b>
<b>OPERATING PROFIT / (LOSS)</b>		<b>53,919,180</b>	<b>4,423,152</b>
<b>Provision for Taxation</b>			
Income Tax		3,835,000	0
Fringe Benefit Tax		59,120	72,836
<b>PROFIT / (LOSS) FOR THE YEAR</b>		<b>50,025,060</b>	<b>4,350,316</b>
Balance of Loss Brought Forward		105,877,380	110,227,699
Balance of Loss Carried to Balance Sheet		55,852,320	105,877,380

**NOTES ON ACCOUNTS**

As per the report of even date attached

**For Parikh Shah Chotalia & Associates**  
**Chartered Accountants**

sd/-

**(VIJAY M. PARIKH)**  
**PARTNER**

Place : Vadodara

 Date : 1<sup>st</sup> Sept. 2009

R

**For and on behalf of the Board**  
**BARODA EXTRUSION LTD.**

sd/-

**(Mr. P. B. KANUGO)**  
**CMD**

Place : Vadodara

 Date : 1<sup>st</sup> Sept. 2009

sd/-

**(Miss. RINA PATEL)**  
**Director**

## SCHEDULE TO THE ACCOUNTS

Amount in (Rs.)

PARTICULARS	ASAT 31-03-2009	ASAT 31-03-2008
<b>SCHEDULE - A SHARE CAPITAL</b>		
<b>Authorised :</b>		
85,00,000 Equity Shares of Rs. 10/- each (50,00,000 Equity Shares of Rs. 10/- each)	85,000,000	50,000,000
<b>Issued, Subscribed and Paid up :</b>		
82,50,000 (Previous Year 47,50,000) Equity Shares of Rs. 10/- each Fully Paid	82,500,000	47,500,000
Less : Calls in Arrears	802,500	802,500
<b>Total Rs.</b>	<b>81,697,500</b>	<b>46,697,500</b>
<b>SCHEDULE - B RESERVE AND SURPLUS</b>		
State Subsidy (As per last year)	2,500,000	2,500,000
<b>Total Rs.</b>	<b>2,500,000</b>	<b>2,500,000</b>
<b>SCHEDULE - C SECURED LOANS - FROM BANKS</b>		
<b>A) Term Loans*</b>		
Bank of Baroda - Term Loan	0	12,723,729
Bank of Baroda- FITL, WCTL	0	57,242,367
<b>B) Working Capital Loans</b>		
Bank of Baroda	0	2,555,768
Dena Bank	0	465,036
Sicom Limited	24,544,725	0
<b>C) Citi Corporation Finance India Ltd. - Car Loan</b>	0	111,422
<b>Total Rs.</b>	<b>24,544,725</b>	<b>73,098,322</b>
<b>SCHEDULE - D UNSECURED LOANS</b>		
Inter-Corporate Loans & Deposits	11,776,177	11,776,176
Other Loans & Deposits	3,879,363	7,614,364
<b>Total Rs.</b>	<b>15,655,540</b>	<b>19,390,540</b>

**SCHEDULE - E**  
**FIXED ASSETS AS ON 31-03-2009**

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS ON 1.4.2008	ADDITION/ (DEDUC- TION)	AS ON 31.3.2009	AS ON 1.4.2008	PROVIDED FOR THE YEAR	AS ON 31.03.2009	AS AN 31.03.2009	AS AN 31.03.2008
Factory Land	1,552,968	0	1,552,968	0	0	0	1,552,968	1,552,968
Factory Building	9,554,412	0	9,554,412	4,439,459	319,117	4,758,576	4,795,836	5,114,953
Office Building	710,678	0	710,678	174,576	11,584	186,160	524,518	536,102
Plant & Machinery	27,828,535	0	27,828,535	18,365,880	1,323,343	19,689,223	8,139,312	9,462,655
Electrical Installation	3,696,226	94,525	3,790,750	2,414,669	261,323	2,675,992	1,114,758	1,281,556
Furniture & Fixture	680,630	0	680,630	530,979	43,084	574,063	106,567	149,651
Vehicles	1,979,710	370,575	2,350,285	1,918,115	190,567	2,108,682	241,603	61,595
Laboratory Equipments	308,995	0	308,995	180,485	14,677	195,162	113,833	128,510
Dies, Tools & Moulds	2,374,074	342,403	2,716,477	1,288,418	112,769	1,401,187	1,315,290	1,085,656
Office Equipments	269,831	0	269,831	145,617	17,080	162,697	107,134	124,214
Computer	327,911	0	327,911	190,691	53,154	243,845	84,066	137,220
<b>TOTAL</b>	<b>49,283,969</b>	<b>807,503</b>	<b>50,091,472</b>	<b>29,648,889</b>	<b>2,346,698</b>	<b>31,995,587</b>	<b>18,095,885</b>	<b>19,635,080</b>
<b>PREVIOUS YEAR</b>	<b>48,586,704</b>	<b>697,266</b>	<b>49,283,970</b>	<b>27,331,968</b>	<b>2,316,921</b>	<b>29,648,889</b>	<b>19,635,081</b>	<b>21,254,736</b>

## SCHEDULE TO THE ACCOUNTS

Amount in (Rs.)

PARTICULARS	ASAT 31-03-2009	ASAT 31-03-2008
<b>SCHEDULE - F</b>		
<b>INVENTORIES</b>		
As per Inventories taken, valued and certified by the Management		
Raw Materials	2,543,880	9,231,000
Semi Finished Goods	5,993,180	18,444,580
Finished Goods	2,380,000	4,317,200
<b>Total Rs.</b>	<b>10,917,060</b>	<b>31,992,780</b>
<b>SCHEDULE - G</b>		
<b>SUNDRY DEBTORS (Unsecured)</b>		
Considered good unless otherwise stated		
Outstanding over six months	0	6,176,172
Others	71,513,924	21,385,941
<b>Total Rs.</b>	<b>71,513,924</b>	<b>27,562,113</b>
<b>SCHEDULE - H</b>		
<b>CASH &amp; BANK BALANCES</b>		
Cash on hand	142,779	323,951
<b>With Schedule Banks :</b>		
In Current Account	19,445,469	858,360
<b>With Other Bank</b>		
In Current Account	0	0
Margin money with Banks	203,000	203,000
<b>Total Rs.</b>	<b>19,791,248</b>	<b>1,385,311</b>
<b>SCHEDULE - I</b>		
<b>LOANS &amp; ADVANCES (Unsecured)</b>		
Considered good unless otherwise stated		
Advances recoverable in cash or kind or for value to be received	1,613,039	1,162,506
Balance with Excise	1,179,061	770,214
Balance with DGCEI	2,500,000	2,500,000
Deposits and Margin	2,228,960	1,262,831
VAT Receivable	2,712,288	210,853
<b>Total Rs.</b>	<b>10,233,348</b>	<b>5,906,404</b>

## SCHEDULE TO THE ACCOUNTS

Amount in (Rs.)

PARTICULARS	AS AT 31-03-2009	AS AT 31-03-2008
<b>SCHEDULE - J</b>		
<b>CURRENT LIABILITIES AND PROVISIONS</b>		
<b>SUNDRY CREDITORS</b>		
For goods and services	50,787,323	45,938,134
For Others	1,395,424	923,966
<b>OTHERS</b>		
Provision for Taxation	3,835,000	0
Advances received from Customers	6,199,647.56	4,008,269
Statutory Liabilities	97,855	111,569
<b>Total Rs.</b>	<b>62,3151,250</b>	<b>50,981,938</b>
<b>SCHEDULE - K</b>		
<b>SALES AND SERVICES</b>		
Sales less Return	296,578,600	230,165,960
Job Work Income	3,994,175	3,635,102
<b>Total Rs.</b>	<b>300,572,775</b>	<b>233,801,062</b>
<b>SCHEDULE - L</b>		
<b>OTHER INCOME</b>		
Other Income	8,781,188	116,883
Interest on Margin Money	0	161,617
Liabilities & Provisions Written Back	54,633,829	0
Exchange Fluctuation Variation	96,950	110,307
Commission Received	817,952	0
<b>Total Rs.</b>	<b>64,329,919</b>	<b>388,807</b>
<b>SCHEDULE - M</b>		
<b>INCREASE / (DECREASE) IN STOCK OF FINISHED GOODS &amp; SEMI FINISHED GOODS CLOSING STOCK</b>		
Semi Finished Goods	5,993,180	18,444,580
Finished Goods	2,380,000	4,317,200
	<b>8,373,180</b>	<b>22,761,780</b>
<b>Less : OPENING STOCK</b>		
Semi Finished Goods	18,444,580	33,120,767
Finished Goods	4,317,200	8,145,910
	<b>22,761,780</b>	<b>41,266,677</b>
<b>Increase / (Decrease) in Stock</b>	<b>(14,388,600)</b>	<b>(18,504,897)</b>

## SCHEDULE TO THE ACCOUNTS

Amount in (Rs.)

PARTICULARS	AS AT 31-03-2009	AS AT 31-03-2008
<b>SCHEDULE - N</b>		
<b>RAW MATERIAL CONSUMPTION</b>		
Opening Stock of Raw Materials	9,231,000	1,977,841
Add : Purchase of Raw Materials	223,619,126	160,919,532
	<b>232,850,126</b>	<b>162,897,373</b>
Less : Closing Stock of Raw Material	2,543,880	9,231,000
<b>Material Consumption</b>	<b>230,306,246</b>	<b>153,666,373</b>
Add : Consumption of		
Stores, Spares & Packing Material	5,003,518	2,766,722
Job & Labour Charges	138,387	133,086
Releted Expenses	16,726	0
<b>Total Rs.</b>	<b>235,464,877</b>	<b>156,566,181</b>
<b>SCHEDULE - O</b>		
<b>PERSONNEL EXPENSES</b>		
Salary & Wages	3,106,816	2,910,805
Staff & Labour Welfare	76,758	75,021
Contribution to Provident Fund	184,817	257,314
Others	15,446	0
<b>Total Rs.</b>	<b>3,383,837</b>	<b>3,243,140</b>

## SCHEDULE TO THE ACCOUNTS

Amount in (Rs.)

PARTICULARS	AS AT 31-03-2009	AS AT 31-03-2008
<b>SCHEDULE - P</b>		
<b>ADMINISTRATIVE AND SELLING EXPENSES</b>		
Office Expenses	61,589	46,592
Printing & Stationery	68,956	143,204
Postage & Telephone	499,606	509,677
Vehicles Running Expenses	488,548	313,520
Travelling & Conveyance	155,135	85,771
Legal & Professional Charges	452,646	328,405
Audit Fees	50,000	50,000
Fees, Fines, Rates, Taxes & Insurance	765,796	557,473
Electricity Charges	15,715	21,785
Repairs & Maintenance	684,298	284,010
Professional Tax (Company)	0	1,000
Listing Fees	16,450	16,532
Security Service Charges	328,461	388,301
Director Sitting Fees	2,000	2,000
Testing Charges	40,760	51,821
Freight Outward, Sales Commission, etc.	323,863	0
Discount & Kasar	429,256	589,307
Advertisement & Sales & Promotion	75,196	39,700
Sales Pramotion Exp.	2,103	235,062
Service Tax	126,071	19,434
Sales Tax Assessment Dues	24,789	0
Donation	16,800	21,500
Membership Fees	19,000	0
<b>Total Rs.</b>	<b>4,647,036</b>	<b>3,705,093</b>
<b>SCHEDULE - Q</b>		
<b>INTEREST &amp; FINANCE CHARGES</b>		
Interest on Working Capital Borrowings	3,192,132	695,767
Interest on Term Loan	0	4,480,426
Bank Charges & Commission	1,032,876	404,823
Interest on Delayed Payment	17,076	11,003
INterest to Depositor	352,110	0
Commission paid	1,278,057	0
<b>Total Rs.</b>	<b>5,872,251</b>	<b>5,592,018</b>



**SCHEDULE - R**  
**NOTES ON ACCOUNTS**

**SIGNIFICANT ACCOUNTING POLICIES**

**1. Overall Valuation Policy:**

The financial statements are based on historical cost convention and prepared in accordance with the Generally Accepted Accounting principles and in compliance with the Accounting Standards notified in Section 211 (3C) of the Companies Act 1956.

**2. Basis of Accounting :**

The financial statements have been prepared on accrual basis of accounting and in accordance with the provisions of the Companies Act, 1956, the accounting standards issued by The Institute of Chartered Accountants of India as adapted consistently by the company to the extent disclosed in the Notes. All income and expenditure having a material bearing on financial statements are recognised on accrual basis.

The preparation of the financial statements in conformity with the generally accepted accounting principles requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures relating to the contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the year. Management believes that, the estimates used in the preparation of financial statement are prudent and reasonable. Future results could differ from those estimates.

**3. Revenue Recognition :**

Revenue from sales is recognised at the time of despatch of goods. Sales are inclusive of excise duty but exclusive of VAT. Revenue from service rendered is recognised as the service is performed.

**4. Fixed Assets :**

Fixed assets are stated at cost of acquisition, including any cost attributable for bringing the assets to its working condition less accumulated depreciation. The cost of fixed assets includes incidental and other related expenses incurred for the purpose of acquiring fixed assets.

**5. Capital Work - in - Progress:**

Capital Work-in-Progress is carried at cost comprising direct cost and other related expenses and advances to the suppliers of capital goods.

**6. Impairment of Assets:**

The carrying amount of assets, other than inventory, is reviewed at each Balance Sheet date to determine whether there is any indication of impairment, if any such indication exists, the recoverable amount of the assets is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The Impairment loss is recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**7. Depreciation:**

The estimated economic useful life of the fixed assets as per the Management's judgement is not more than the economic life implicit in the rates of depreciation as per Schedule XIV of the Companies Act, 1956, and such Depreciation is provided on the "Straight Line Method" at the rates (single shift) and in the manner prescribed in Schedule XIV to the Companies Act, 1956, as amended, in respect of assets other than land. The depreciation on Addition to fixed Assets is charged on pro-rata basis. Individual assets costing Rs. 5000/- are depreciated in full in the period of purchase.

**8. Prior Year Expenses / Income:**

All identifiable items of income and expenditure pertaining to prior period are accounted through "Prior Period Adjustment Account".

**9. Inventories:**

- a) Inventories are valued at lower of cost and net realisable value on FIFO basis.
- b) Cost of Raw Materials includes purchase price and freight.
- c) Cost of Work-in-progress includes purchase price and the relevant production overheads on yearly average basis.
- d) Finished Goods are valued on absorption cost basis and include material labour and appropriate overheads.

**10. Sales:**

Sales are recognised at the time of despatch of goods. Sales are inclusive of excise duty but exclusive of **VAT**.

**11. Cenvat Credit:**

The Cenvat Credit available on purchase of raw material is utilised against excise duty payable on clearance of goods produced. The unutilised Cenvat Credit is shown as receivable in "Loans and Advances".

**12. Other Income:**

Other Income is recognised as and when becoming due and receivable.

**13. Retirement Benefits:**

The retirement benefit except Provident Fund are accounted on cash basis.

**14. Taxes on Income:**

Current Tax is the amount of tax payable on income for the year as determined in accordance with the provisions of Income Tax Act, 1961.

Fringe Benefit Tax is provided as per the provision of Income Tax Act.

**NOTES ON ACCOUNTS:**

1. Corresponding figures of the previous year have been regrouped and reclassified to make them comparable with current year's figure wherever necessary.
2. The Directorate General of Central Excise - Investigation (DGCE-I) during the course of survey on 05.01.2007, debited an amount of Rs. 25.00 Lacs in RG23 Part II without raising any demand for excise and therefore the same is shown under the head "Loans and Advances" - Schedule I. In the opinion of the Board of Directors of the Companies no provision is required to be made in respect of such Excise liability as the said liability is not crystallised as on the date of Balance Sheet.
3. Contingent liability not provided for :
  - a) Bank Guarantees of Rs. 5,00,000/- (Previous Year Rs. 5,00,000/-) issued by Bankers of the Company.
  - b) Corporate Guarantee given by the Company to Gujarat State Financial Corporation on behalf of M/s Praveen Tubes Private Ltd.

Depreciation for the year is provided on straight-line method in the manner and at the rates (single shift) prescribed in Schedule XIV to the Companies Act, 1956, as amended.
4. Sales Tax assessments are completed up to the accounting year 2004-05 and additional liability if any, on this account is recognised on completion of the assessment.
5. Letters seeking confirmation of balances outstanding from banks, debtors, creditors and others are not being issued. Accordingly balances as on 31st March, 2009 as appearing in books of account have been recognised and are subject to reconciliation / adjustments, if any, when the accounts of the concerned parties are reconciled and settled. The management does not expect any material difference affecting the current year's financial statements.
6. Old outstanding balances in Sundry Debtors account have been considered good and recoverable unless otherwise specified. The process of recoveries / adjustments, to appropriate accounts is being pursued and hence considered good and recoverable.
7. In the opinion of Board, Current Assets and Loans and Advances are at values stated in the Balance Sheet, if realisable in the ordinary course of business.

8. As required by the notification No. GSR 129 (E) dated 22nd February' 99, issued by the Government of India, Ministry of Law, Justice and Company Affairs, while the Company is ensuring payment to Small Scale Undertakings within reasonable time; the dues to such parties remain to be specifically identified.
9. The company has not regularly deposited statutory payments like Provident Fund, Income tax in current financial year 2008-2009 and certain payments are still outstanding as on 31st March, 2009.
10. Related party disclosures, as required in terms of "Accounting Standards 18" are given and relied up on by the Auditors)
  1. Relationship (Related Party Relationships are as identified by the company and relied up on by the Auditors)
    - a) Enterprise in which relative of Managing Director of Baroda Extrusion Ltd. is a director and able to exercise significant influence.  
M/s. Citizen Metalloys Pvt. Ltd.
    - b) Key Management Personnel -- **Mr. Parasmal B. Kanugo**
  2. Transactions Carried out with related parties referred to above :

Referred to 1a Above      Referred to 1b Above

Sales & Job Work Income	Rs. 38,10,276	Rs. Nil
Director's Remuneration	Rs. Nil	Rs. 7,40,000
Closing Balance	Rs. 35,31,907	Rs. Nil

11. Earning per Equity Share :

Particulars	2008-09 Amount Rs.	2007-08 Amount Rs.
a. Basic Earning Per Share	6.18	0.95
b. The Amount of Profit / (Loss) Considered for calculation of EPS.	50,025,060	4,350,316
c. No. of Equity Shares	80,89,500	4,589,500
d. Face Value of Each Equity Shares	10	10

## 12. ADDITIONAL INFORMATION PURSUANT TO THE PROVISIONS OF PARAGRAPHS 3 &amp; 4 (C) &amp; (D) OF PART-II OF SCHEDULE-VI TO THE COMPANIES ACT 1956.

**In respect of products manufactured - Copper & Brass Extrusion**

	<b>2008-09</b>	<b>2007-08</b>
I Licensed Capacity	3600 MT	3600 MT
II Installed Capacity	3000 MT	3000 MT
III Productin (MT)		
Copper Extrusion	886.118	547.019
Brass Extrusion	NIL	6.229
<b>Manufacturing Sales (MT)</b>		
Copper Extrusion	889.411	559.756
	Rs. 29,65,78,600	Rs. 22,83,56,173
Brass Extrusion	NIL	6.229
	Rs. NIL	RS. 18,06,787
<b>Opening Stock (MT)</b>		
Copper Extrusion	10.792	23.530
	Rs. 43,17,200	Rs. 81,45,910
<b>Closing Stock (MT)</b>		
Copper Extrusion	8.500	10.792
	Rs. 23,80,000	Rs. 43,17,200
<b>Consumption of Raw Materials (MT)</b>		
Copper Scrap	870.030	551.635
	Rs. 23,03,06,246	Rs. 15,36,64,512
Brass / Zinc Scrap	NIL	2.338
	Rs. Nil	Rs. 1,861
<b>Total</b>	<b>Rs. 23,03,06,246</b>	<b>Rs. 15,36,66,373</b>

**SUMMARY**

		<b>Value / Rs.</b>	<b>Percentage (%)</b>
	Indegenous	Rs. 23,03,06,246	100
		(Rs. 15,36,66,373)	(100)
	Imported	NIL	NIL
		(Rs.NIL)	(NIL)
I	Stores and spares consumed		
	Indegenous	Rs. 50,03,518	100
		(Rs. 27,66,722)	(100)
	Imported	NIL	NIL
		NIL	NIL
II	<b>Material Imported during the year</b>		
	At C.I.F. Value) in respect of		
	a) Raw Materials	NIL	
		(NIL)	
	b) Components and spares parts	NIL	
		(NIL)	
	c) Capital Goods	NIL	
		(NIL)	
III	Expenditure in foreign currency during the financial year on account of		
	a) Travelling	NIL	
		(NIL)	
	b) Know-how process informatin expenditure	NIL	
		(NIL)	
IV	Earning of Foreign Exchange		
	a) C & F value of Exports	Rs. 81,13,940	
		(1,2503,097)	
13.	Statement pursuant to Part IV of Schedule VI to the Companies Act, 1956.		
I.	Registration Details :	Balance Sheet Date 31.03.2009	
	Registration No. :	16200	State Code : 04
II.	Capital Raised during the year (Amount Rupees in Thousand)		
	Public Issue :	NIL	Bonus Issue : NIL
	Right Issue :	NIL	Private Placement : 35,000
	A) Total Issue :	NIL	
	B) Capital Raised :	NIL	
III.	Position of Mobilisation and Deployment of Funds		
	Total Liability :	1,24,397	Total Assets : 1,24,397

**BARODA EXTRUSION LIMITED****Sources of Fund**

Paid-up Capital	:	82,500	Reserve & Surplus	:	2,500
Share Application	:	NIL			
Secured Loan	:	24,544	Unsecured Loan	:	15,655

**Application of Fund**

Net Fixed Assets	:	18,095	Net Current Assets	:	50,140
Misc. Expenditure	:	NIL	Investment	:	NIL
Accumulated Loss	:	55,852			

**IV Performance of Company :**

Turn Over	:	36,49,03	Total Expenditure	:	31,09,83
& Other Income					
Profit Before Tax	:	53,978	Profit After Tax	:	50,025
Earning per share	:	Rs. 6.18	Dividend Rate %	:	NIL

**V. Principal Product of Company : Copper & Brass Extrusion****VI. Generic Name of Three Principal Products / Services of Company  
(as per monetary Terms)**

Item Code No. 

--	--	--	--	--	--	--	--	--	--

  
(ITC Code)

Product 

C	O	P	P	E	R	&	B	R	A	S	S	E	X	T	R	U	S	I	O	N
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Description 

A	L	L	O	Y	S		E	X	T	R	U	S	I	O	N					
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Signature to Schedule A to R

For **Parikh Shah Chotalia & Associates**  
**Chartered Accountants**

s/d

**(VIJAY M. PARIKH)**  
**PARTNER**

Place : Vadodara

Date : 1<sup>st</sup> Sept. 2009

For and on behalf of the Board  
**BARODA EXTRUSION LTD.**

sd/-

sd/-

**(Mr. P. B. KANUGO)**  
**CMD**

**(Miss. RINA PATEL)**  
**Director**

Place : Vadodara

Date : 1<sup>st</sup> Sept. 2009



CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2009

PARTICULARS	2008-09 (Rupees)	2007-08 (Rupees)
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit (Loss) Before Extraordinary Items	53,919,180	4,423,152
ADJUSTMENT FOR:		
Depreciation	2,346,698	2,316,921
Interest Paid	5,872,251	5,592,018
<b>Operating loss Before Working Capital Changes and Extraordinary Items</b>	<b>62,138,129</b>	<b>12,332,091</b>
ADJUSTMENT FOR:		
Trade Receivable	-43,951,811	-5,729,762
Loans & Advances	-4,326,944	2,667,411
Inventories	21,075,720	11,251,738
Creditors	11,333,312	-4,557,953
<b>Cash Generated From Operations</b>	<b>-15,869,723</b>	<b>3,631,434</b>
Interest Paid	5,872,251	5,592,018
<b>Cash Flow Before Extraordinary Items</b>	<b>40,396,155</b>	<b>10,371,507</b>
<b>Extraordinary Items</b>		
Income Tax	3,835,000	0
Fringe Benefit Tax	59,120	72,836
<b>Net Cash From Operating Activities</b>	<b>36,502,035</b>	<b>10,298,671</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	807,502	697,265
<b>NET USED IN INVESTING ACTIVITIES</b>	<b>807,502</b>	<b>697,265</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Borrowings	-52,288,596	-9,180,670
Capital	35,000,000	0
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>-17,288,596</b>	<b>-9,180,670</b>
<b>NET CHANGES IN CASH AND CASH EQUIVALENT (A+B+C)</b>	<b>18,405,937</b>	<b>420,736</b>
Cash and Cash Equivalents (Opening)	1,385,311	964,575
Cash and Cash Equivalents (Closing)	19,791,248	1,385,311

**ATTENDANCE SLIP****BARODA EXTRUSION LIMITED**

**Regd Office :** Survey No. 65-66, Village Garadiya, Jarod-Samalaya Raod,  
Taluka Savli, Dist : Vadodara.

I/We hereby record my/our presence at the Eighteenth Annual General Meeting of the Company held on Wednesday, the 30th day of September 2009 at 11.00 a.m. at the Registered Office of the Company, Situated at Survey No. 65-66, Village Garadiya, Jarod-Samalaya Road, Taluka Savli, Dist : Vadodara.

1. Full Name of the member(s) or :  
Proxy/Proxies (In block letters) :
2. Ledger Folio No. :
3. No. of Equity Shares held :
4. Signature of the Shareholder or :  
Proxy attending the meeting :
5. Full Name of Member & Folio No. on :  
Whose behalf attending the meeting  
(applicable to Proxy/ies)

Note : Please fill in this attendance slip and hand it over at the Entrance.

( Tear here )

**BARODA EXTRUSION LIMITED****PROXY FORM**

**Regd Office :** Survey No. 65-66, Village Garadiya, Jarod-Samalaya Raod,  
Taluka Savli, Dist : Vadodara.

I/We \_\_\_\_\_ of \_\_\_\_\_  
being a member/members of \_\_\_\_\_ hereby appoint \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us  
and on my/our behalf at the 18th Annual General Meeting of the Company to be held  
on Wednesday, the 30th day of September, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2009.

Please  
affix  
Rs. 1/-  
Revenue  
Stamp

**Note :** The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

**BOOK-POST**

To,

If undelivered please return to  
**BARODA EXTRUSION LIMITED**  
Regd. Office : Survey No. 65-66, Village Garadiya  
Jarod-Samalaya Road, Taluka Savli, Dist : Vadodara.