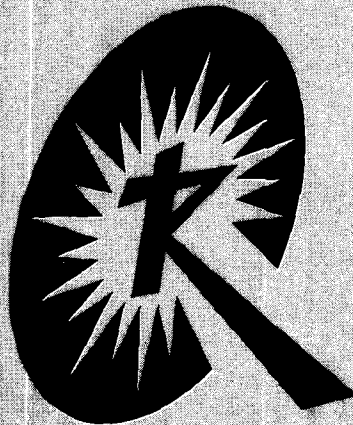


BNR UDYOG LIMITED



**15th Annual Report
2008-2009**



BNR UDYOG LIMITED

Board of Directors	: Shri B. N. Rathi - Chairman Shri J. Vikramdev Rao Shri T. Bharadwaj Dr. B. Priyadarshini Shri Kamal Rathi - Managing Director
Auditors	: M/s. Laxminiwas & Jain, Chartered Accountants, Station Road, Nampally, Hyderabad - 500 001.
Bankers	: HDFC Bank Ltd. Canara Bank Ltd. The A.P. Mahesh Co-op. Urban Bank Ltd.
Registered Office	: 218, 2nd Floor, Maheshwari Chambers, Somajiguda, Hyderabad - 500 082 Ph. : 23375791, 23375793
Registrar & Share Transfer Agents	: Karvy Computer Share Private Limited "Karvy House", 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad - 500 034
Stock Exchanges (Listed)	: Bombay Stock Exchange Ltd. Phiroze, Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001



BNR UDYOG LIMITED

NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of the Members of BNR Udyog Limited will be held on Thursday, the 10th day of September 2009, at 10-30 a.m. at Rajasthani Graduates Association, 5-4-790/1, 1st Floor, Abids, Hyderabad - 500 001 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2009 Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Shri J. Vikramdev Rao who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri T. Bharadwaj who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint the Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

NOTES:

1. A member entitled to attend and vote at the Meeting is also entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a Member of the Company.
2. The instrument of proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than **48 hours before the commencement of the Meeting.**
3. The Register of members and the Share Transfer Books will remain closed from 1st September, 2009 to 10th September, 2009 (both days inclusive).
4. Dividend on equity shares as recommended by the Directors for the financial year 31st March, 2009 when declared at the meeting will be paid on or after 25th September, 2009 to those shareholders whose names stand on the company's Register of Members as at the opening hours of 1st September, 2009.
5. Members are requested to notify immediately any change in their address to the Company/Registrar.
6. Members/Proxies should bring the attendance slip duly filled in alongwith the Annual Report for attending the Meeting.

BY ORDER OF THE BOARD,

Place : Hyderabad
Date : 29.07.2009

KAMAL RATHI
Managing Director



BNR UDYOG LIMITED

A brief resume of Shri J. Vikramdev Rao and Shri T. Bharadwaj as per clause 49 of the Listing Agreement.

Shri J. Vikramdev Rao a Bachelor in Medicine and Science is the director of the company since inception. He has a vast experience in the field of banking and other financial related activity. He is the chairman of the Audit Committee and his guidance and knowledge is essential for the growth of the company. Hence his re-appointment as a Director is recommended.

Shri. T. Bharadwaj, a practicing chartered accountant is the director of the company since 2005. He is also a member of the audit committee and his experience and guidance in the field of taxation is of immense help to the company. Hence, his re-appointment as a director is recommended.

BY ORDER OF THE BOARD,

Place : Hyderabad
Date : 29.07.2009

KAMAL RATHI
Managing Director



BNR UDYOG LIMITED

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting the 15th Annual Report of your company together with the Audited Statement of Accounts for the year ending 31st March, 2009.

1. FINANCIAL RESULTS :

The financial results for the year ended 31st March, 2009 are summarised as under :

		(Rs. in Lakhs)
	<u>2008-09</u>	<u>2007-08</u>
Total Income	213.08	198.09
Total Expenditure	172.16	124.50
Profit before Tax	40.92	73.59
Less : Provision for Taxation	3.08	16.99
Profit after Tax	37.84	56.60
Balance of Profit b/f	103.66	81.63
Profit available for appropriation	141.50	138.23
Less : (i) Proposed Dividend	30.00	21.00
Less : (ii) Tax on Dividend	5.10	3.57
Less : (iii) Transferred to Reserve Fund	5.00	10.00
Balance carried to Balance Sheet	101.40	103.66

2. DIVIDEND :

The Board of Directors have recommended dividend @ 10% on the paid up equity share capital of the company for the year ended 31st March, 2009. The dividend will be paid when declared by the shareholders in accordance with law. The dividend will be free of tax in the hands of shareholders. However, the company will have to pay dividend distribution tax plus applicable surcharge and education cess.

3. OPERATIONS / REVIEW OF PERFORMANCE :

The Performance of the Company was reasonably good for the Financial year 2008-2009. With the recession hitting the global market the company's outsourcing activity is affected to a certain extent. The commodity market is also being affected and is being highly volatile.

4. DIRECTORS:

Shri J. Vikramdev Rao and Shri T. Bharadwaj Directors of the company retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Dr. Sudhir Naik and Shri H.N. Rathi resigned from the Directorship of the company with effect from 20.10.2008 and 01.04.2009 on account of their pre-occupation. The Board while accepting their resignations expressed its appreciation for the services and guidance rendered by them as Directors of the company.

5. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Provisions of Sec.217 (2AA) of the Companies Act, 1956 Directors of your Company hereby confirm that:

- The Annual Accounts of the Company have been prepared in accordance with applicable Accounting Standards.
- The Company has been consistently following selected accounting policies and made judgement 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 the financial year and of the Profit & Loss account of the Company.
- The Company has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safe guarding assets of the Company and for preventing and detecting fraud and other



BNR UDYOG LIMITED

irregularities.

(iv) The Annual Accounts have been prepared on a going concern basis.

6. AUDITORS:

M/s Laxminiwas & Jain, Chartered Accountants retire at the conclusion of the Annual General Meeting and are recommended for re-appointment. The necessary certificate from the Auditors has been received to the effect that their re-appointment if made, would be within the prescribed limits u/s 224 (1B) of the Companies Act, 1956.

7. PARTICULARS OF EMPLOYEES:

None of the employees who are employed throughout the year are covered under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules, 1975 as amended from time to time.

8. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION :

The Provisions of the Companies (disclosure of particulars in report of Board of Directors) Rules, 1988 relating to conservation of energy are not applicable and since the company is not engaged in any manufacturing or processing activities, there is no information to be disclosed under this head.

9. FOREIGN EXCHANGE EARNINGS AND OUTGO :

During the financial year 2008-2009 receipts from Medical Transcription Division of the Company stood at Rs.1,26,46,824/- equivalent to US \$2,71,599.

10. LISTING :

The Equity Shares of your Company are listed at The Bombay Stock Exchange Ltd., and the requisite Annual Listing Fees for the same is paid.

11. FIXED DEPOSIT :

Your Company has not accepted any deposits U/S 58A and as such no amount of Principal or Interest was outstanding on the date of the Balance Sheet.

12. CORPORATE GOVERNANCE :

Your company has complied with the applicable provisions of Corporate Governance as prescribed in the revised Clause 49 of the Listing Agreement with the Stock Exchanges. A separate section on Corporate Governance followed by the Company together with the Certificate from the Auditors of the Company confirming Compliance is set out in the Annexure forming part of this Report.

13. SEGMENTWISE PERFORMANCE :

Your Company considers Medical Transcription, NCDEX and its related activities as the primary segment for reporting.

14. ACKNOWLEDGEMENT :

Your Directors wish to place on record their appreciation for the valuable co-operation and support received from the Government Authorities, Securities and Exchange Board of India, Bombay Stock Exchange Ltd., The National Commodity & Derivatives Exchange Ltd., Reserve Bank of India, STPI and Multi Commodity Exchange of India Ltd. Your Directors also acknowledge the continued support given by Business Associates and the sincere and dedicated services of the employees of the Company at all levels. Your Directors also like to express their thanks to the shareholders for the confidence which they reposed in them.

On behalf of the Board of Directors,

Place : Hyderabad
Date : 29.07.2009

B. N. RATHI
Chairman



BNR UDYOG LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure & Development

BNR Udyog Limited is carrying on Medical Transcription, Construction and Financial activities. It is a Member of the National Commodities and Derivatives Exchange Limited and also Multi Commodity Exchange of India. The company is working for U.S. clients and the company is optimistic of improving further business with some more overseas clients. The company's earnings in the foreign exchange is steady and encouraging.

Opportunities & Strength

Medical Transcription industry has good growth potential inspite of the global recession. The company is negotiating with other companies in U.S.A. and is hopeful to enter into new agreements and tie ups.

Outlook

The company is looking for opportunities in the areas of real estate. No sooner the real estate market recovers the company is hopeful of getting new business and diversify into this activity also.

Risk & Concerns

This industry is depended on overseas companies, trained manpower and global policies. Shortage of Manpower and change in global policies will affect the growth of the company. Any fluctuation in the dollar rate will also affect the company.

Internal control system

The company has adequate internal control systems and procedures. Quarterly Internal Audits, Limited Review by Statutory Auditors and Audit Committee Meetings, ensure the quality of internal checks. There is proper safe guard of assets through internal control system.

Human Resource

The company believes that maintainence of accuracy level and quality of work of its employees is the key to its success in the long run and the company is committed to provide necessary human resources development and training to maintain this.



BNR UDYOG LIMITED

CORPORATE GOVERNANCE REPORT (As on 31.3.2009)

I. Philosophy

BNR Udyog Limited follows the good corporate governance practices to bring about transparency, accountability and equity in its operations and documentary evidence is traceable through minutes of the meetings of the Board/committees. The company believes that all its operations and actions must serve the goal of enhancing company value and retain shareholders trust over a period time. All mandatory compliances are complied and various committees are constituted as per the clause 49 of the Listing Agreement with the stock exchanges.

II. Board of Directors

a) Composition

Category	No. of Directors	Non-Executive	Executive
Promoter Directors	3	2	1
Independent Directors	3	3	-

b) Total No. of Board Meetings During the Year

	Date
First Meeting	29.04.2008
Second Meeting	30.07.2008
Third Meeting	25.10.2008
Fourth Meeting	30.01.2009

c) Attendance of each Director at the Board Meeting during the year and at Last Annual General Meeting including other Directorship

Name of the Director	Attendance		No. of other Directorship	Other outside Committee Membership
	Board Meeting	Last AGM		
Shri B.N.Rathi	4	Yes	3	1
Shri J.Vikram Dev Rao	4	Yes	1	Nil
Dr.Sudhir Naik*	2	Yes	2	Nil
Shri T. Bharadwaj	4	Yes	Nil	Nil
Shri H.N.Rathi*	3	Yes	1	Nil
Dr. B. Priyadarshini	3	Yes	Nil	Nil
Shri Kamal Rathi	4	Yes	1	Nil

*Dr. Sudhir Naik resigned from the company with effect from 20.10.2008

*Shri H.N. Rathi resigned from the company with effect from 01.04.2009



BNR UDYOG LIMITED

III. Audit Committee Composition

Name of Member	Category	Attendance
Shri J. Vikram Dev Rao – Chairman	- Independent Non-Executive	3
Dr. Sudhir Naik* – Member	- Independent Non-Executive	2
Shri T. Bharadwaj – Member	- Independent Non-Executive	4
Dr. B. Priyadarshini – Member	- Independent Non-Executive	3
Shri B.N.Rathi – Member	- Promoter Non-Executive	4

*Dr. Sudhir Naik resigned from the company with effect from 20.10.2008

During the Financial year four Audit Committee meetings were held on 29.04.2008, 30.07.2008, 25.10.2008 and 30.01.2009.

The functions of the Audit Committee include

- review with the management the quarterly, half yearly and annual financial statements before submission to the Board; focusing primarily on
- review with the management the performance of Statutory Auditors, Internal Auditors and the adequacy of Internal control system
- Review the company's accounting policies
- Any changes in accounting policies and practices:
 - reviewing
 - The going concern assumption;
 - Compliance with accounting standards;
 - Compliance with Stock Exchanges and legal requirements concerning; Financial statements;
 - Any related party transactions i.e transactions of the company of material nature with promoters or the management or their subsidiaries or relatives etc, that may have potential conflict with the interests of the company at large;
- i) reviewing the adequacy of the internal audit function, discussion with the internal auditors any significant findings and followup thereon;
- ii) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- iii) discussion with the external auditors before the audit commence nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- iv) reviewing the company's financial and risk management policies;

IV Remuneration Committee

Shri J. Vikramdev Rao	-	Chairman
Shri T. Bharadwaj	-	Member
Shri H.N.Rathi	-	Member

*Shri H.N. Rathi resigned from the company with effect from 01.04.2009



BNR UDYOG LIMITED

The committee did not meet this year since the company has only one Managing Director whose appointment and remuneration was fixed in terms of the resolution passed by the members. None of the other Directors are paid any remuneration except sitting fees.

Details of remuneration of all Directors during the Financial year.

Name	Designation	Sitting fee Rs.	Salary & Benefits Rs.
Shri B.N.Rathi	Chairman	4000	-
Shri J.Vikram Dev Rao	Director	4000	-
Dr.Sudhir Naik	Director	2000	-
Shri H.N.Rathi	Director	3000	-
Shri T. Bharadwaj	Director	4000	-
Dr. B. Priyadarshini	Director	3000	-
Shri Kamal Rathi	Mg. Director	-	6,50,910

*Dr. Sudhir Naik resigned from the company with effect from 20.10.2008

*Shri H.N. Rathi resigned from the company with effect from 01.04.2009

V. Shareholder Investor Grievances Committee

- Name of non-executive director heading the committee : Shri B.N.Rathi
- Name and designation of compliance officer : Mrs. Madhuri Joshi Asst.Co.Secretary
email : bnrul_investor@yahoo.com
- Number of shareholders complaints received so far : ONE
- Number not solved to the satisfaction of share holders: NIL
- Number of pending complaints : NIL

VI. General Body Meetings :

- Location and time, where last three AGMs held :

Date held on	Time	Venue	No. of Special Resolution passed
25.09.2008	9.30 a.m.	Rajasthani Graduates Association 5-4-790/1, 1st Flr. Abids, Hyderabad	02
22.09.2007	10.30 a.m.	Rajasthani Graduates Association 5-4-790/1, 1st Flr. Abids, Hyderabad	Nil
29.09.2006	9.30 a.m.	Hotel Quality Inn, Residency	Nil

Postal Ballot - No special Resolution requiring a postal ballot under section 192A of the Companies Act, 1956 was placed before the last AGM. Similarly no special resolution requiring a postal ballot is being proposed at the ensuing AGM.

VII. Disclosures

No transaction of material nature has been entered into by the company with its Directors or Management and their relatives etc. that may have a potential conflict with the interest of the



BNR UDYOG LIMITED

company. The Register of contracts containing transactions in which directors are interested is placed before the Board regularly.

Disclosure on materially significant related party transactions is made in note 4 under Schedule XII forming part of the accounts in accordance with provisions of accounting standard 18.

No penalties or strictures have been imposed on the company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the period under review.

CEO and CFO Certification : The Managing Director and Chief Financial Officer have given a certificate to the Board as contemplated in Clause-49 of the Listing Agreement.

VIII. Means of Communication

The quarterly, half-yearly and yearly financial results of the company are sent to the Stock Exchanges immediately after they are approved by the Board. These are also published in the prescribed proforma within 48 hours of the conclusion of the meeting of the Board in Business Standard (English) and Andhra Prabha (Telugu) news paper.

These are also electronically filed on the Electronic Data Filing Retrieval (EDIFAR) system of SEBI

Management Discussion and Analysis forms part of the Annual Report.

IX. General Shareholder Information

- i) Annual General Meeting
 - Date : 10th September, 2009
 - Time : 10.30 a.m.
 - Venue : Rajasthani Graduates Association
- ii) Financial Year : 1st April, 2008 to 31st March, 2009
- iii) Date of Book Closure : 1st September, 2009 to 10th September, 2009
- iv) Listing on Stock Exchanges : BSE
- v) Stock Code : 530809-BSE
- vi) Stock Market Data : Insignificant trading with another significantly lower than par value of Rs. 10/- per share.

The details of monthly highest and lowest closing quotations of the equity shares of the company at the Bombay Stock Exchange Ltd. during financial year 2008-2009 are as under :-

Quotation at Bombay Stock Exchange Ltd.

Month	High	Low	Month	High	Low
April	12.21	8.35	October	8.00	7.23
May	12.60	11.75	November	7.05	6.13
June	11.31	9.50	December	7.60	5.83
July	11.79	9.10	January	8.40	7.50
August	10.02	8.16	February	9.55	8.20
September	9.24	8.10	March	8.08	6.28



BNR UDYOG LIMITED

- viii) Registrar & Transfer Agents : Karvy Computer Share Pvt. Ltd.
 ix) Share Transfer System : Processed at Karvy Computer Share Private Ltd.
 Hyderabad and approved by authorised officials
 of the company.

X. Distribution of shareholding

S.No.	Category From To		No.of Cases	% of Cases
01.	1	5000	1181	18.70
02.	5001	10000	11	2.40
03.	10001	20000	06	3.04
04.	20001	30000	04	3.64
05.	30001	40000	05	6.20
06.	40001	50000	02	3.08
07.	50001	100000	11	24.78
08.	100001	& above	05	38.16
Total:			1225	100.00

Share holding Pattern as on 31st March, 2009

Category	No.of shares	Percentage of Holding
Promoters, their family	2210065	73.67
Private, Corporate Bodies	97955	3.27
Indian Public	691980	23.07
Total	3000000	100.00

xi) Dematerialisation of shares

21,57,274 shares are dematerialized as on 31.03.2009. Since the company shares are traded in electronic form.

ISIN : Equity Shares Fully Paid : INE355C01016

xii) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity :

Not applicable as the company has not issued any of the above instrument.

xiii) Address for correspondence and share transfer

M/s Karvy Computer Share Private Limited
 'Karvy House', 46, Avenue 4, Street No.1,
 Banjara Hills, Hyderabad - 500 034



BNR UDYOG LIMITED

Details of Directors seeking re-appointment

Name	Age	Qualifi- cation	Date of Appointment	Area of Expertise	Other Directorship
Shri J. Vikramdev Rao	67 yrs	M.B.B.S	05.06.1995	Accounting & Medicine	Torsion Products Ltd.
Shri T. Bharadwaj	49 yrs	C.A.	30.07.2005	Accounting & Taxation	Nil



BNR UDYOG LIMITED

Auditors Certificate on Compliance with Conditions of Corporate Governance Under Clause 49 of the Listing Agreement

To,
The Members of
BNR Udyog Limited.

We have examined the Compliance with Conditions of Corporate Governance by BNR Udyog Limited for the year ended 31st March, 2009 as stipulated in clause 49 of the Listing Agreement with Stock Exchanges.

The compliance with the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to review the procedures and implementations thereof adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

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

As required by the guidance note issued by the Institute of Chartered Accountants of India, we have to state that no grievances of investor are pending for a period exceeding one month against the Company as per the records maintained by the Company.

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

For **LAXMINIVAS & JAIN**
Chartered Accountants

(**Suresh Kumar Jain**)
Partner
M.No. 018465

Place : Hyderabad
Date : 29.07.2009

DECLARATION :

It is confirmed that all directors and senior management personnel of the company have affirmed compliance with the Code of Conduct of the company for the financial year ended 31st March, 2009 as envisaged in clause 49 of the listing agreement with the stock exchange.

For **BNR UDYOG LIMITED**

Place : Hyderabad
Date : 29.07.2009

KAMAL RATHI
Managing Director



BNR UDYOG LIMITED

COMPLIANCE CERTIFICATE

Registration No. of the company : 18841

Nominal Capital : Rs. 500.00 Lacs

To,
The Members,
BNR UDYOG LIMITED
4-5-173, Hashmat Gunj,
Sultan Bazar, Hyderabad -500 095

We have examined the registers, records, books and papers of BNR UDYOG LIMITED (the Company) as required to be maintained under the Companies Act, 1956, and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the company for the financial year ended on 31st March, 2009 (Financial year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents. We certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure A to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The company has duly filed the forms and the returns as stated in Annexure B to this certificate, with the Registrar of Companies, Regional Director, Central Government, company Law Board or other authorities with the prescribed under the Act and the rules made thereunder.
3. The company being a Public Limited company, comments are not required.
4. The Board of Directors duly met **Four times on 29.04.08, 30.07.08, 25.10.08, 30.01.09** in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the minutes book maintained for the purpose.
5. The company closed its Register of Members, and /or Debenture holder's from 16th September, 2008 to 25th September, 2008 and necessary compliance of section 154 of the Act has been made
6. The Annual General Meeting for the financial year ended 31.03.2008 was held on 25.09.2008 after giving due notice to the members of the company and the resolutions passed thereat were recorded in the Minutes book maintained for the purpose.
7. The company has not advanced any loans to Directors or persons or firms or companies referred to U/s 295 of the Act.
8. The company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
9. The company has made necessary entries in the register maintained under section 301 of the Act.
10. The company has obtained the necessary approval from the Board of directors, members of central government in one instance falling within the pruvieu of section 314 of the Act.
11. The company has not issued any duplicate share certificates during the financial year.



BNR UDYOG LIMITED

12. The company has:
 - a) Delivered the certificates on allotment of securities and on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
 - b) The company has deposited the dividend amount in a separate Bank account as dividend was declared during the financial year.
 - c) The company posted the dividend warrants to all members of the company as dividend was declared during the financial year.
 - d) Duly complied with the requirements of Section 217 of the Act.
13. The Board of Directors of the company is duly constituted. There was one appointment of additional director during the financial year. There was no appointment of alternate directors and directors to fill casual vacancies during the financial year.
14. The company has not appointed any Managing Director/Whole-time Director/Manager during the financial year.
15. The company has not appointed any sole-selling agents during the financial year.
16. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such other authorities prescribed under the various provisions of the Act, during the financial year.
17. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
18. The company has not issued any shares, debentures or other securities during the financial year.
19. The company has not bought back any shares during the financial year.
20. There was no redemption of preference shares or debentures during the financial year.
21. There was no transaction necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
22. The company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
23. The company has not made any borrowing during the financial year ended 31.03.2009
24. The company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
25. The company has not altered the provisions of the Memorandum with respect to the situation of the company's registered office from one state to another during the year under scrutiny.
26. The company has not altered the provisions of the Memorandum with respect to the Objects of the company during the year under scrutiny.
27. The company has not altered the provisions of Memorandum with respect to the name of the company during the year under scrutiny.
28. The company has not altered the provisions of the Memorandum with respect to the Share Capital of the company during the year under scrutiny.



BNR UDYOG LIMITED

29. The company has not altered the Articles of Association of the company during the year under scrutiny.
30. There was/were no prosecution initiated against or show cause notice received by the company and no fines or penalties or any other punishment was imposed on the company during the financial year for offences under the Act.
31. The company has deposited both employees and employer's contribution to Provident Fund with the prescribed authorities.

Place: Hyderabad
Date : 14.07.2009

Sd/-
Name of the Company Secretary : **SAVITA JYOTI**
C.P. NO. : 1796

Annexure A

Registers as maintained by the company:

Statutory Registers:

1. Register of Investments U/s 49
2. Register of Members U/s 150
3. Registers and Returns U/s 163
4. Minutes and Proceedings of General Meeting and of Board Meetings U/s 193(1)
5. Books of Accounts U/s 209(1)
6. Register of Particulars of contracts in which Directors are interested U/s 301
7. Register of Directors, Managing Directors U/s 303(3)
8. Register of Directors' Shareholding U/s 307(1)

Other Registers:

1. Register of Directors Attendance
2. Register of Share Holders' Attendance
3. Register of Proxies
4. Register of Share Transfers
5. Register of Fixed Assets

ANNEXURE B

Forms and Returns as filed by the company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending 31st March 2009.

Form No.	Filed U/s.	For	Remarks
Sch. VI	Sec 220	Audited Accounts of the Company	Filed on time
Sch. V	Sec 159	Annual Returns	Filed on time
Form 32	Sec 260	Appointment of Director	Filed on time
Form 23	Sec 314	Office of Profit	Filed on time
	Sec 260	Appointment of Director	



BNR UDYOG LIMITED

AUDITORS' REPORT

To,

**The Members,
BNR UDYOG LIMITED
4-5-173, Sultan Bazar,
Hyderabad – 500 095.**

We have audited the attached Balance Sheet of **BNR UDYOG LIMITED** as at 31.03.2009, the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with 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.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 we enclose in the Annexure a statement on the matters specified in paragraphs 4 & 5 of the said Order.

1. Further to our comments in the Annexure referred to 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, the 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;*



BNR UDYOG LIMITED

- (e) On the basis of written representations received from the directors, as on 31st March 2009 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st 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;
- (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the Accounting Policies and Notes forming part of accounts appearing in Schedule No. XI 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 the Balance Sheet, of the state of affairs of the company as at 31st March 2009;
 - (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For LAXMINIWAS & JAIN
Chartered Accountants

Suresh Kumar Jain
Partner
Membership No. 018465

Place: Hyderabad
Date: 29.07.2009



BNR UDYOG LIMITED

ANNEXURE TO AUDITOR'S REPORT

Re: BNR UDYOG LIMITED

[Referred to in our report of even date]

(i) (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.

(b) All the assets have been physically verified by the management during the year through a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us, there was no substantial disposal of fixed assets during the year.

(ii) (a) The inventories/investments has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.

(b) In our opinion, the procedures of physical verification of inventories/investments followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) According to the information and explanations given to us, the company is maintaining proper records of inventories/investments. The discrepancies noticed on physical verification of inventories/investments as compared to book records were not material.

(iii) According to the information and explanations given to us, the company has neither granted nor taken any loans secured or unsecured to/from companies firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956, hence clauses iii (a to e) are not applicable.

(iv) 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 with regard to purchase of property, shares, other securities and fixed assets and with regard to sale of property, shares, and other securities and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.

(v) (a) In our opinion and according to the information and explanations given to us, the transactions that need to be entered into the register in pursuance of Section 301 of Companies Act, 1956 have been so entered.

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding value of



BNR UDYOG LIMITED

Rupees five lakhs have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.

(vi) During the year, the company has not accepted deposits from the public within the meaning of Sections 58A and 58AA or any other relevant provision of the Act, and the rules framed there under.

(vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.

(viii) The maintenance of cost records under Section 209(1)(d) of the Act, has not been prescribed by the Central government for the products of the company.

(ix) (a) According to the information and explanations given to us and the records of the company examined by us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.

(b) According to the information and explanations given to us, there are no dues of sales tax, customs duty, wealth-tax, service tax, excise duty and cess which have not been deposited on account of any dispute except Income Tax of Rs. 50,162/- for which petitions are pending with Income Tax Authorities.

(x) In our opinion, the company has no accumulated losses as at 31.03.2009 and it has not incurred any cash losses in the current year and immediately preceding financial year.

(xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.

(xii) In our opinion and according to the information and explanations given to us, the company is properly maintaining adequate documents & records for the loans and advances if any granted on the basis of security by way of pledge of shares, debentures and other securities. During the year the company has not granted any such loans or advances.

(xiii) 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.

(xiv) According to information and explanations given to us, the company has maintained proper records of transactions and contracts in respect of trading in shares, debentures and other securities and timely entries have been made therein. The investments are held by the company in its own name or held with valid transfer forms.

(xv) According to the information and explanations given to us, the company has not given any guarantees for loans taken by others from banks or financial institutions.



BNR UDYOG LIMITED

(xvi) According to the information and explanations given to us, the company has not obtained any term loans. Therefore, the provisions of clause 4(xvi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.

(xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that, no funds raised on a short-term basis have been used for long-term investments.

(xviii) According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act 1956.

(xix) According to the information and explanations given to us, the company has not issued any debentures.

(xx) According to the information and explanations given to us, the company has not raised any money by public issues during the year.

(xxi) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year nor have we been informed of such case by the management.

For LAXMINIWAS & JAIN
Chartered Accountants

Suresh Kumar Jain
Partner
Membership No. 018465

Place: Hyderabad
Date: 29.07.2009



BNR UDYOG LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

(Amount in Rs' 000)

PARTICULARS	2008-2009	2007-2008
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before tax and extraordinary items	4092	7359
Depreciation	1721	1565
Financial Charges	57	68
Loss on sale of Assets	—	101
Operating profit before working capital changes	5870	9093
Adjustments for: Trade and other receivables	(1207)	1384
Inventories	4645	6372
Current Assets	(734)	222
Loans and advances	(53)	1214
Current Liabilities & Provision/Trade payables	129	(1258)
Tax & Fringe Benefit Tax	(59)	(59)
Cash generated from operations	8591	16968
Cash flow before extraordinary items	8591	16968
NET CASH FLOW FROM OPERATING ACTIVITIES	8591	16968
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(740)	(5953)
Sale of Fixed Asset / Govt. Grant received	501	325
Investments (Shares)	861	(9148)
NET CASH FLOW FROM INVESTING ACTIVITIES	622	(14776)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Secured Loans accepted	NIL	NIL
Unsecured Loans accepted	(127)	309
Dividends Paid	(3000)	(2100)
Dividends Tax Paid	(510)	(357)
Financial Charges	(57)	(68)
NET CASH USED IN FINANCING ACTIVITIES	(3694)	(2216)
Net increase/decrease in cash and cash equivalents	5519	(24)
(A+B+C)		
Add: Cash and Cash equivalent as at 01-04-2008	2427	2451
Cash and Cash equivalent as at 31-03-2009	7946	2427

As per our report of even date.
For **LAXMINIWAS & JAIN**
Chartered Accountants

For and on behalf of the Board

Suresh Kumar Jain
Partner
M.NO. 018465
Place : Hyderabad
Date : 29.07.2009

J. VIKRAM DEV RAO
Director

KAMAL RATHI
Managing Director



BNR UDYOG LIMITED

SCHEDULES

(Schedules forming part of Balance Sheet as at 31-03-2009)

	As at 31-03-2009 (Rupees)	As at 31-03-2008 (Rupees)
SCHEDULE - I SHARE CAPITAL		
Authorised Capital :		
50,00,000 Equity Shares of Rs.10/- each	5,00,00,000	5,00,00,000
Issued, Subscribed & Paid up Capital		
30,00,000 Equity Shares of Rs.10/- each.		
Fully paidup	3,00,00,000	3,00,00,000
TOTAL	3,00,00,000	3,00,00,000

SCHEDULE - II RESERVES & SURPLUS

Reserve Fund : Op. Balance	72,00,000	62,00,000
Add: Transfer from P/L A/c.	5,00,000	10,00,000
	77,00,000	72,00,000
Balance in Profit & Loss Account	1,01,39,652	1,03,65,724
TOTAL	1,78,39,652	1,75,65,724

SCHEDULE - III UNSECURED LOANS

Car Loan	1,81,277	3,08,743
TOTAL	1,81,277	3,08,743

SCHEDULE - IV FIXED ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As at 31-3-2008 Rs.	Addition (Deletion) for the year Rs.	As at 31-3-2009 Rs.	Upto 31-3-2008 Rs.	Addition for the year Rs.	Deletion for the year Rs.	Upto 31-3-2009 Rs.	As at 31-3-2009 Rs.	As at 31-3-2008 Rs.
1. Land	45,31,100	----	45,31,100	----	----	---	----	45,31,100	45,31,100
2. Building	12,62,198	(1,12,195)	11,50,003	3,89,750	42,024	---	4,31,774	7,18,229	8,72,448
3. Plant & Machinery	11,88,700	19,800 (26,384)	11,82,116	3,76,898	55,198	---	4,32,096	7,50,021	8,11,802
4. Computers	76,21,051	6,97,620 (2,92,278)	80,26,393	62,50,122	12,81,073	---	75,31,195	4,95,198	13,70,929
5. Furniture & Fixtures	32,30,294	22,220 (70,620)	31,81,894	17,41,114	2,04,599	---	19,45,713	12,36,181	14,89,180
6. Vehicles	14,76,812	----	14,76,812	1,54,791	1,38,202	---	2,92,993	11,83,819	13,22,021
TOTAL	1,93,10,155	2,38,163	1,95,48,318	89,12,674	17,21,096	---	1,06,33,771	89,14,547	1,03,97,480
PREVIOUS YEAR	1,41,48,562	51,61,593	1,93,10,155	77,13,507	15,65,217	3,66,050	89,12,674	1,03,97,480	64,35,056



BNR UDYOG LIMITED

Name of the Company	As at 31-03-2009		As at 31-03-2008	
	Quantity Shares/ Debentures	Amount Rs.	Quantity Shares/ Debentures	Amount Rs.

SCHEDULE - V INVESTMENTS

Long Term Investments (Quoted)

Andhra Sugars Ltd.	1000	2,48,005	1000	2,48,005
Arvind Mills Ltd.	5000	2,78,100	----	----
Assam Company Ltd.	2000	78,562	2000	78,562
Ballarpur Industries Ltd.	8000	2,88,920	----	----
Bharat Forge Ltd.	----	----	500	2,24,260
Bharatiya International Ltd.	1000	1,84,366	1000	1,84,366
Bharat Immunologicals & Biologicals Corp. Ltd.	1000	74,390	1000	74,390
Bosch Ltd. (MICO)	10	37,581	300	10,50,000
Cambridge Solutions	1000	1,95,910	1000	1,95,910
Centurion Bank Ltd.	----	----	14000	9,52,620
DCM Limited	2000	2,43,088	2000	2,43,088
Eldeco Holle Ltd.	----	----	100	44,010
ElectroSteel Castings Ltd.	5000	4,99,961	5000	4,99,961
Facor Steel Ltd.	25000	2,99,000	25000	2,99,000
Fairfield Atlas Ltd.	500	36,295	500	36,295
Frontline Soft Limited	5000	1,13,750	5000	1,13,750
Gilada Fin. & Invest Limited	26000	2,60,000	26000	2,60,000
Global Tele System Limited	----	----	1000	4,17,170
GMR Infrastructure	2000	3,82,000	2000	3,82,000
Goldstone Technologies Limited	1000	37,890	2300	3,19,054
Goldstone Teleservices Limited	2300	3,19,054	----	----
GTL Infrastructure Limited	2500	1,42,010	----	----
Hazoor Multi Projects Ltd.	4265	96,858	4265	96,858
HDIL Ltd.	771	6,18,893	500	5,59,827
Heritage Food Ltd.	300	87,309	300	87,309
Himachal Fut. Com Ltd.	500	25,829	5500	2,64,585
Hindalco Ind. Ltd.	100	25,153	100	25,153
Hind Copper Ltd.	1675	4,53,530	----	----
Hotel Leela Ventures Ltd.	----	----	2000	1,49,560
IFCI Limited	500	15,345	----	----
India Cement Ltd.	300	93,093	300	93,093
ISMT-New (Indian Seamless Metal Tubes)	1000	1,17,393	1000	1,17,393
Ispat Industries Pref.	6000	1,47,900	6000	1,47,900
ITD Cementation India Ltd.	700	3,70,901	700	3,70,901
Jaiprakash Hydro Ltd.	1000	1,11,515	1000	1,11,515
Javelin Technologies Ltd.	2000	1,70,124	2000	1,70,124
JMT Auto Ltd.	700	92,921	700	92,921
Jindal Steels Ltd.	400	1,14,404	----	----
KS Oils Ltd.	1500	1,84,680	2500	2,83,080
KLG System Ltd.	2369	12,21,878	1070	7,06,438
Kingfisher Air Lines (Deccan Aviation Ltd.)	500	1,23,202	500	1,23,202
Larsen and Tubro Ltd.	200	1,67,468	----	----

Name of the Company	As at 31-03-2009		As at 31-03-2008	
	Quantity Shares/ Debentures	Amount Rs.	Quantity Shares/ Debentures	Amount Rs.
Lok Housing Constructions Ltd.	----	----	200	1,15,387
Mahindra & Mahindra Ltd.	----	----	100	86,416
Manali Petro Chemicals Ltd.	8500	1,34,202	8500	1,34,202
Mangalore Chemical Fert. Ltd.	20925	8,85,862	20925	8,85,862
Mcleod Russel Ind. Ltd.	----	----	2000	2,36,098
Matrix Laboratories Ltd.	500	1,27,130	500	1,27,130
Nagarjuna Fer & Chem. Ltd.	6100	3,01,071	11000	5,59,812
NMDC Ltd.	600	1,97,400	----	----
Oil Country Tubular Ltd. (OCTL)	----	----	1000	95,600
Orchid Chemical Limited	----	----	100	37,196
Pentamedia Graphics Limited	900	1,19,800	900	1,19,800
Petronet LNG Ltd.	4000	4,70,591	4000	4,70,591
Pioneer Embroidary Ltd.	10189	9,89,129	1539	3,99,316
Prag Bosimi Synthetics Ltd.	5000	55,900	5000	55,900
Praj Industries Ltd.	500	1,24,885	500	1,24,885
Priyadarshani Spinning	2000	80,820	2000	80,820
PVP Venture Ltd. (SSI Ltd.)	2500	5,37,398	2500	5,37,398
RDB Industries Ltd.	2420	4,69,699	1500	4,35,606
Ranbaxy Laboratories Ltd.	100	27,093	----	----
Reliance Com. Ven.	200	1,61,862	200	1,61,662
Reliance Natural Resources Ltd.	4826	3,86,466	----	----
Reliance Petroleum Ltd.	1500	4,23,405	1500	4,23,405
Rohit Ferro Tech Ltd.	12235	14,76,751	1000	1,13,945
Ruchi Soya Industries	9000	2,55,942	6500	7,35,905
Sark Systems Ltd.	1400	40,750	1400	40,750
Seshachal Tec. (Javelin Technologies Ltd.)	2000	1,70,124	2000	1,70,124
Schenectady Herdilli Ltd.	1000	83,099	1000	83,099
Shree Pre Coated Ltd.	----	----	100	46,917
Silver Line Technologies Ltd.	200	----	200	----
Spicejet Ltd.	4000	3,55,925	4000	3,55,925
TISCO	1100	5,49,713	----	----
Tech Mahindra Ltd.	100	1,97,767	100	1,97,767
Television 18 (India) Debenture	16	2,088	16	2,088
Tourism Finance	----	----	2000	82,981
UB Engineering Ltd.	4000	4,90,260	1000	1,86,940
Ultra Cement Ltd.	100	60,961	----	----
Uttam Galva Steels Ltd.	----	----	7000	3,97,870
Value Mart	10000	1,27,200	10000	1,27,200
Wire & Wireless	5000	3,95,420	7000	5,90,620



BNR UDYOG LIMITED

Name of the Company	As at 31-03-2009		As at 31-03-2008	
	Quantity Shares/ Debentures	Amount Rs.	Quantity Shares/ Debentures	Amount Rs.
Zuari Industries	----	----	2900	11,34,266
Zylog System	----	----	300	1,40,875
Long Term Investments (Unquoted)				
A.P. Mahesh Co-op. Urban Bank	250	5,000	250	5,000
TOTAL		<u>1,74,90,866</u>		<u>1,83,51,734</u>
Aggregate Market Value		<u>43,09,708</u>		<u>1,03,28,431</u>
Other Investments				
Flat at Singapore City		15,17,138		15,17,138
Investment in Partnership firm		37,72,098		37,72,098
TOTAL		<u>2,27,80,102</u>		<u>2,36,40,970</u>



BNR UDYOG LIMITED

	As at 31-03-2009 (Rupees)	As at 31-03-2008 (Rupees)
SCHEDULE - VI CURRENT ASSETS, LOANS AND ADVANCES		
(a) Inventories : (as verified and certified by the Management) Value of landed properties for development & Sale	70,13,543	1,16,58,593
TOTAL	<u>70,13,543</u>	<u>1,16,58,593</u>
(b) Sundry Debtors : A. Debts outstanding for a period exceeding 6 months B. Others Debts (Due by entities in which Directors are interested Rs. Nil)	----- 45,49,426	----- 33,42,215
TOTAL	<u>45,49,426</u>	<u>33,42,215</u>
(c) Cash & Bank Balances : Cash on Hand <u>with Scheduled Banks</u> in Current A/c In Deposits (The above deposit : Rs. 10.62 Lacs (Pre. Yr. Rs. 14.25 Lacs) is pledged for Bank Guarantee)	20,699 68,62,695 10,62,800	8,430 9,75,992 14,43,041
TOTAL	<u>79,46,194</u>	<u>24,27,463</u>
(d) Other Current Assets TOTAL	<u>14,25,785</u>	<u>6,91,870</u>
(e) Loans & Advances : (Unsecured but considered good) 1. Advances recoverable in cash or kind or for value to be received 2. Deposits (Due by entities in which Directors are interested Rs.NIL)	11,01,541 23,72,524	10,43,228 23,77,884
TOTAL	<u>34,74,065</u>	<u>34,21,112</u>

SCHEDULE VII CURRENT LIABILITIES & PROVISIONS

1. Current Liabilities Sundry Creditors other than MSME Due of Small Scale Industrial Undertaking/MSME Dividend Payable Outstanding Expenses Trainee Caution Deposits	40 --- 1,26,224 2,69,884 ---	4,00,563 --- 1,80,194 3,11,572 40,000
	<u>3,96,148</u>	<u>9,32,329</u>
2. Provisions Proposed Dividend Tax on Dividend Provision for Income Tax Provision for FBT	30,00,000 5,09,850 4,36,120 11,897	21,00,000 3,56,895 8,21,500 14,785
TOTAL	<u>43,54,015</u>	<u>42,25,509</u>



BNR UDYOG LIMITED

	As at 31-03-2009 (Rupees)	As at 31-03-2008 (Rupees)
(Schedules forming part of the Profit & Loss Account as on 31-03-2009)		
SCHEDULE VIII INCOME FROM OPERATIONS		
Brokerage from Fixed Deposits / primary mkt.	4,997	4,018
Profit /(Loss) on Shares/Mutual Fund	(14,92,654)	57,20,582
Interest Income	97,986	1,08,350
Dividend Income	1,10,769	1,09,267
Income from Medical Transcription	1,26,46,824	1,33,80,232
Brokerage from NCDEX	1,87,867	2,73,435
Commission	8,00,000	---
Sale of Property	78,20,000	---
TOTAL	2,01,75,789	1,95,95,884
SCHEDULE IX OTHER INCOME		
Rent	1,75,790	1,89,000
Interest on I.T. Refund	5,18,857	---
Profit on Foreign Exchange	4,37,835	---
Miscellaneous income	---	23,991
TOTAL	11,32,482	2,12,991
SCHEDULE X OTHER ADMINISTRATIVE & SELLING EXPENSES		
Travelling and Conveyance	58,415	1,47,498
Rates & Taxes	2,34,107	1,73,310
Insurance	40,497	59,000
Employees Salary & other Benefits	72,37,387	69,96,822
Contribution to PF & Other Funds	1,54,457	2,80,135
Staff Welfare	41,355	66,529
Communication Expenses	3,83,408	4,73,519
Subscriptions	75,144	1,48,973
Auditor's Remuneration		
Audit Fees	30,000	30,000
Tax Audit Fees	15,000	15,000
Advertisement	39,050	56,669
Postage & Telegrams	14,137	23,115
Printing & Stationery	78,271	64,840
Electricity Charges	2,26,555	2,72,520
Professional Charges	38,618	49,978
Business Promotion Expenses	74,938	1,18,728
Repairs & Maintenance		
Building	6,04,617	2,53,568
Machinery	2,41,428	2,09,704
Software Expenses	---	10,800
Directors Sitting Fee	20,000	18,000
Share Transfer Expenses	49,630	48,448
Office, General & Miscellaneous Expenses	83,991	58,544
Loss on Foreign Exchange	---	2,80,464
Loss on Sale of Assets	---	1,00,552
Medical Transcription Out Sourcing	2,92,094	87,117
Donation	---	15,000
NCDEX Expenses	39,190	32,307
TOTAL	1,00,72,289	1,00,91,140



BNR UDYOG LIMITED

SCHEDULE XI NOTES FORMING PART OF THE ACCOUNTS:

1. Significant Accounting Policies :

- (a) **FIXED ASSETS** : Fixed Assets are stated at Cost less depreciation and inclusive of expenses upto Commissioning/putting the assets to use. Cost is reduced by Govt. grant received against particular Assets.
- (b) **DEPRECIATION** : Depreciation on the Fixed Assets has been provided on the Straight line method at the rates provided and in the manner prescribed in the Schedule - XIV of the Companies Act, 1956.
- (c) **INVENTORIES** : Inventories of landed properties are valued at cost of acquisition to the Company or market rate which ever is lower. In respect of construction, works-in-progress, the Company has adopted completed Contract method of accounting and hence carried over the cost of works-in progress.
- (d) **INVESTMENTS** : Investments are valued at Cost, Provision for Diminution in the value of Long Term Investments is made only if, such a decline is permanent in the opinion of the Management.
- (e) **RECOGNITION OF INCOME AND EXPENDITURE** : Items of Income and Expenditure are Recognised on accrual basis except otherwise stated in notes to Accounts or where the same are not in the knowledge in the ordinary course of business.
- (f) **FOREIGN EXCHANGE TRANSACTIONS**: The transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transactions which define to be date of invoice. Monetary Assets & Liabilities denominated in Foreign currency are translated at the rate of exchange at the balance sheet date and resultant gain or loss is recognised in the profit & loss account.
- (g) **IMPAIRMENT OF ASSETS** : The Carrying amounts of assets are reviewed at each Balance Sheet date for any indication of impairment based on internal/external Factors. An asset is treated as impaired when the carrying cost of the assets exceeds its recoverable value. An impairment loss if any, is charged to Profit and Loss Account in the year in which an asset is identified as impaired. Reversal of impairment losses recognised in prior years is recorded when there is an indication that the impairment losses recognised for the assets no longer exist or have decreased.
- (h) **RETIREMENT & OTHER BENEFITS** :
 - (i) Contribution to the Provident Fund are charged to revenue each year.
 - (ii) The company has opted for the Group Gratuity-cum-Life Assurance Fund of the Life Insurance Corporation of India (LIC). The company's contribution to the scheme is charged to the Profit & Loss A/c for the year.
- (i) **TAXES ON INCOME** : The Company is providing and determining current Tax as the amount of tax payable in respect of taxable income for the period. Deferred Tax is recognised on timing difference between taxable income and accounting income subject to prudence.
- (j) **SEGMENT REPORTING** : Segments are identified having regard to the dominant source and nature of risks and returns the internal organisation and management structure. Inter segment revenue are accounted on the basis of transactions which are primarily market led. Revenue and expenses which relate to the enterprise as a whole and are not attributable to segments are included in unallocable expenses.

Contribution to Provident Fund
Medical Reimbursement

56,448
1,14,462
6,50,910

56,448
1,220
5,37,668

3. Segment Reporting - Accounting Standard —17

(Rs. In Lakhs)

A. Primary Segment

		Medical Transcription	NCDEX	Fin. & Others Act.	Total
a.	Segment Revenue Less : Inter Seg. Revenue	130.84	2.74	79.50	213.08
b.	Segment Results Less : Interest Unallocable Expenses	37.44 --- ---	1.23 --- /	4.04 --- ---	42.71 0.29 1.50
		37.44	1.23	4.04	40.92
c.	Segment Assets	116.14	43.16	401.73	561.03
d.	Segment Liabilities	24.84	0.07	57.72	82.63

B. Secondary Segment (Geographical Segment) : The Group's business is organised into key geography segments comprising United States of America (USA) and India

		2009		2008	
		USA	INDIA	USA	INDIA
a.	Segment Revenue	130.84	82.24	133.80	64.29
b.	Segment Assets	116.14	444.89	63.01	450.53

DISCLOSURE IN RESPECT OF RELATED PARTIES PURSUANT TO ACCOUNTING STANDARD 18

A) List of related parties

- I) Parties where control exist - nil
- II) Other parties with whom company entered into transactions during the year - nil
- III) Key Management personnel and enterprises having common key management personnel or their relatives.

Key Management Personnel:

Shri B.N.Rathi – Chairman Shri Kamal Rathi – Managing Director

Enterprises having common Key Management Personnel:

BNR Capital Services Private Limited B.N.Rathi Securities Limited

Relatives of Key Management Personnel

Shri. H.N.Rathi – Son of Shri B.N.Rathi

Shri Sandeep Rathi – Son of Shri.K.N.Rathi Smt. Mayura Rathi – Daughter-in-law of Shri.K.N.Rathi



BNR UDYOG LIMITED

(B) During the year following transactions were carried out with related parties in ordinary course of Business (Amount in Rs.)

Name of Transactions	Key Management Personnel & Relatives of Key Management Personnel		Enterprises / having common Management Personnel	
	2008-2009	2007-2008	2008-2009	2007-2008
1. Purchases sales&services	—	—	5,11,74,326	14,97,59,256
2. Commission	—	—	38,418	1,41,119
3. Managerial Remuneration	6,59,110	5,37,668	—	—
4. Directors Sitting Fees	13,500	15,000	—	—
5. Salary	5,57,400	5,21,000	—	—
6. Investment in Associate	37,72,098	37,72,098	—	—

5. EARNINGS PER SHARE

	2008-2009 Rs.	2007-2008 Rs.
Earnings per share has been calculated as under		
Profit after Taxation	37,83,778	56,59,428
Number of Ordinary shares	30,00,000	30,00,000
Basic & Diluted Earnings per share (Face value Rs. 10/- per share)	1.26	1.89

6. Deferred Tax

(Amount in Rs.)

	Deferred Tax Asset/ (Liability) as at 1-4-2008	Current Year Charges (Credit)	Deferred Tax Asset/(Liability) as at 31-3-2009
1 Deferred Tax Liabilities			
a) Difference in Valuation of inventories / Investments	(29,13,029)	(15,91,898)	(45,04,927)
Total	(29,13,029)	(15,91,898)	(45,04,927)
2 Deferred Tax Assets			
a) Difference between book and tax depreciation.	(5,66,699)	2,54,347	(3,12,352)
b) Unabsorbed Depreciation	—	10,88,560	10,88,560
Total	(5,66,699)	13,42,997	(7,76,208)
Total (1-2)	(34,79,728)	(2,48,991)	(37,28,718)



BNR UDYOG LIMITED

7. EARNINGS IN FOREIGN CURRENCY

(Amount in Rs.)

Particulars	2008-2009	2007-2008
Medical Transcription Income	1,26,46,824	1,33,80,232
Expenditure in Foreign Currency	NIL	NIL

8. CONTINGENT LIABILITIES

(Amount in Rs.)

Particulars	2008-2009	2007-2008
a) Counter Guarantee against Bank Gaurantee	Rs. 8,87,800	Rs. 14,43,041
b) Claims of Income-Tax for the Asst. Years 2004-2005 & 2005-2006 for which petitions are pending with I. T. Authorities (Company is hopeful of getting full relief, hence provision is not made.)	Rs. 50,162	Rs. 50,162

9. EMPLOYEES BENEFITS

Employee Benefits have been provided as per provisions of Revised Accounting Standard 15AS(15) issued by the Institute of Chartered Accountants of India with effect from 01.4.2007.

The disclosure as required under AS-15 regarding the Company's gratuity plan is as follows.

DEFINED CONTRIBUTION PLAN :

31-3-2009
in Rs.

Contribution to Defined Contribution Plan, recognised as expenses for the year are as under :

Employer's Contribution to Provident / pension Fund	1,64,711
Employer's Contribution to Employees State Insurance	26,966

The Company contributes applicable rates of salary of all eligible employees towards Provident Fund and Employees State Insurance managed by the Central Government.

DEFINED BENEFIT PLAN

The employee's gratuity fund scheme managed by LIC Group Gratuity is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Project Unit Credit Method, which recognizes each period of service as giving to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The company is having fair value of plan assets which is more than the present value of obligations. The same is not taken into account considering the prudence.



BNR UDYOG LIMITED

a. Table showing changes in present value of obligations

	As on 31/03/2009	As on 31/03/2008
	Rs.	Rs.
Present value of obligations as at beginning of year	3,79,536	3,50,126
Interest cost	30,363	28,010
Current Service Cost	51,242	50,582
Benefits paid	—	—
Actuarial Gain/Loss on obligations	(1,00,983)	(49,182)
Present values of obligations as at end of year	3,60,158	3,79,536

b. Assumptions

	As on 31/03/2009	As on 31/03/2008
Discount Rate	8.00%	8.00%
Salary Escalation	4.00%	4.00%

c. Table showing fair value of plan assets

	As on 31/03/2009	As on 31/03/2008
	Rs.	Rs.
Fair values of plan assets at beginning of year	5,16,384	4,73,747
Actual return on plan assets	46,475	42,637
Contributions	—	—
Benefits paid	—	—
Fair value of plan assets at the end of year	5,62,859	5,16,384

10. There are no Micro Small and Medium Enterprises to whom the company owes dues, which are outstanding for more than 45 days as at 31st march 2009. This information as required to be disclosed under the Micro, small and medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.
11. Balances shown under Sundry Debtors are subject to Confirmation / reconciliation.
12. Figures of the Previous Years have been re-grouped re- arranged, wherever considered necessary and rounded off to nearest rupee.
13. The company received a sum of Rs. 5,01,477/- as third instalment towards Capital Investments Subsidy for Medical Transcription from the Government of Andhra Pradesh Information Technology Department out of sanctioned Amount of Rs. 12,53,592/- and the same is reduced from the relevant assets of the Company.

As per our report of even date.
For **LAXMINIWAS & JAIN**
Chartered Accountants

For and on behalf of the Board

Suresh Kumar Jain
Partner
M.NO. 018465
Place : Hyderabad
Date : 29.07.2009

J. VIKRAM DEV RAO
Director

KAMAL RATHI
Managing Director



BNR UDYOG LIMITED

**Additional information as required under Part-IV of Schedule VI to the Companies Act, 1956
Balance Sheet Abstract and Company's General Business Profile**

I. Registration No. 18841 **State Code** 01 **Balance Sheet Date** 31st March, 2009

II. CAPITAL RAISED DURING THE YEAR (Amount in Rs.' 000)

Public Issue

Nil

Rights Issue

Nil

Bonus Issue

Nil

Private Placement

Nil

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (Amount in Rs.' 000)

Total Liabilities

51750

Total Assets

51750

SOURCES OF FUNDS

Paid up Capital

30000

Reserves & Surplus

17840

Secured Loans

Nil

Deferred Tax (Liability)

3729

Unsecured Loans

181

APPLICATION OF FUNDS

Net Fixed Assets

8915

Investments

22780

Net Current Assets

20055

Misc. Expenditure

NIL

Accumulated Losses

NIL

Deferred Tax(Assets)

NIL

IV. PERFORMANCE OF COMPANY (AMOUNT IN RS. ' 000)

Turnover (Income)

21308

Total Expenditure

17216

+/- Profit/Loss Before Tax

+ 4092

+/- Profit/Loss After Tax

+ 3783

Earning per Share in Rs.

1.26

Dividend Rate %

10

V. GENERIC NAME OF PRINCIPAL SERVICES OF THE COMPANY

Item Code No. (ITC Code) : NIL

Product description : INVESTMENT/REAL ESTATE DEVELOPMENT /
CONSTRUCTION / MEDICAL TRANSCRIPTION

For and on behalf of the Board

J.Vikram Dev Rao
Director

Place : Hyderabad
Date : 29.07.2009

Kamal Rathi
Managing Director



BNR UDYOG LIMITED

BNR UDYOG LIMITED

Corporate Office: 4-5-173, Hashmat Gunj.
Sultan Bazar, Hyderabad-500 095

ATTENDANCE SLIP

Fifteenth Annual General Meeting - Thursday, 10th September, 2009 at 10.30 a.m. at Rajasthani Graduates Association, 5-4-790/1, 1st Floor, Abids, Hyderabad - 500 001.

Regd.Folio No./Client _ ID.....

No. of Shares

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 15th ANNUAL GENERAL MEETING of the Company. at Rajasthani Graduates Association, 5-4-790/1, 1st Floor, Abids, Hyderabad - 500 001 on Thursday, the 10th day of September, 2009.

Member's/Proxy's name in Block Letter

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the ENTRANCE OF THE HALL

_____(TEAR HEAR)_____

BNR UDYOG LIMITED

Corporate Office: 4-5-173, Hashmat Gunj,
Sultan Bazar, Hyderabad-500 095

FORM OF PROXY

I/We.....
of.....in the district of
being a member/members of the above-named company hereby appoint
or failing himof in the district of as
my/our proxy to vote for me/us on my behalf at the 15th ANNUAL GENERAL MEETING of the
Company to be held on Thursday the 10th day of September, 2009
Signed this day..... 2009

Regd.Folio No./Client _ ID

Signature

1Rupee
Revenue
Stamp



BNR UDYOG LIMITED

PRINTED MATTER
BOOK-POST

/T

If undelivered please return to :

BNR UDYOG LIMITED

Corporate Office : 4-5-173,
Hashmat Gunj, Sultan Bazar,
Hyderabad - 500 095