

15th Annual Report  
2008-2009



# AGARWAL

## INDUSTRIAL CORPORATION LIMITED



**BOARD OF DIRECTORS:**

MR. JAIPRAKASH AGARWAL	- <i>Managing Director</i>
MR. RAMCHANDRA AGARWAL	- <i>Director</i>
MR. MAHENDRA AGARWAL	- <i>Director</i>
MR. LALIT AGARWAL	- <i>Director</i>
MR. BHAVIN SHAH	- <i>Director</i>
MR. JASWANT D.SHARMA	- <i>Director</i>
MR. HARIKRISHNA PATNI	- <i>Director</i>
MR. RAJKUMAR MEHTA	- <i>Director</i>
MR.JAWAHAR D. PATIL	- <i>Director</i>

**BANKERS:**

STATE BANK OF BIKANER & JAIPUR  
BANK OF BARODA  
UNION BANK OF INDIA  
IDBI BANK  
INDUSIND BANK  
DEVELOPMENT CREDIT BANK  
DOMBIVALI NAGRIK SAHAKARI BANK LTD

**AUDITORS:**

ANIL K.LODHA & CO  
Chartered Accountants

**REGISTERED OFFICE:**

Unit No. 4, B - Wing,  
Sita Estate, Ground Floor,  
Aziz Baug, Mahul Road,  
Chembur, Mumbai - 400 074

**REGISTRARS & SHARE TRANSFER AGENT:**

ANKIT CONSULTANCY PRIVATE LIMITED  
2nd Floor, Alankar Point,  
Gita Bhawan Chouraha,  
A. B. Road, Indore (M. P.)

**NOTICE**

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of **AGARWAL INDUSTRIAL CORPORATION LIMITED** will be held on Wednesday, 30th September, 2009 at the Registered Office of the Company at Unit No. 4, B-Wing, Sita Estate, Aziz Baug, Mahul Road, Chembur, Mumbai - 400 074 at 11.00 A.M. to transact the following business:

**AS ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2009 and Profit & Loss Account for the year ended 31st March, 2009 along with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Lalit Agarwal who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Bhavin Shah, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Rajkumar Mehta, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

Place: Mumbai.

For and on behalf of the Board

Dated: 01/09/2009

**REGISTERED OFFICE:**

Unit No-4, B-Wing,  
Sita Estate, Aziz Baug,  
Mehul Road, Chembur,  
Mumbai- 400 074

**JAIPRAKASH AGARWAL**  
Managing Director

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. The proxy may not be a member of the Company. The proxies to be in order must be duly stamped and signed and delivered at the registered office of the company at least 48 hours before commencement of the meeting.
2. The Register of the Members & Share Transfer Books of the company will remain closed from Wednesday, 26th September, 2009 to Wednesday, 30th September, 2009 (Both days inclusive)
3. Member who wants to seek any information or clarification on the Accounts are requested to send in written queries to the company at least one week before the date of the Annual General Meeting.
4. The Annual Report and Attendance Slip will not be distributed at the Annual General Meeting Shareholders are requested to bring the same along with them.
5. Members are requested to intimate the change, if any, in their Registered Address directly to the company's Registrar & share transfer agents.

**DETAILS OF DIRECTORS, PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT, SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING, IS AS FOLLOWS:**

Name of the Director	Mr. Lalit Agarwal,	Mr. Bhavin Shah,	Mr. Rajkumar Mehta
Date of Birth	12.09.1968	21.09.1966	04.08.1957
Expertise in Specific Functional Areas	Finance	Administration	Liasioning
Qualifications	B.Com, M. Com	D.E.E. & D.B.M.	B.A.
List of other companies in which directorship Held on as 31st March 2009	Agarwal Petrochem Pvt. Ltd.	—	R.K. Bulk Movers (i) Pvt. Ltd.
Chairman / Member Of the Committee of The Board of other Companies in which Committee he is a Director as on 31'st March 2009	Members of Audit, Remuneration, Committee & Share Holders Grievances Committee.	—	—
No of Shares held	302000	NIL	NIL

Place: Mumbai.

For and on behalf of the Board

Dated: September 2nd, 2009

**JAIPRAKASH AGARWAL**  
Managing Director

# AGARWAL INDUSTRIAL CORPORATION LIMITED

(Formerly known as Bombay Baroda Roadways (India) Ltd.)

## DIRECTOR'S REPORT

The Director's have great pleasure in presenting this Fifteenth Annual Report and Audited Statement of Accounts for the Year ended March 31<sup>st</sup>, 2009

	FINANCE REVIEW 2008-2009 (Rs. In Lacs)	FINANCIAL YEAR 2007-2008 (Rs. In Lacs)
Total Income	1436.20	933.80
Total Expenditure	978.85	621.17
Profit before Interest & Depreciation	457.35	312.62
Interest	93.37	89.03
Depreciation	195.63	121.01
Profit Before Tax	168.35	102.57
Provision for taxation		
a) Current tax	19.07	11.64
b) FBT	0.98	0.98
c) Deferred tax	22.61	(293.02)
Profit after Tax	125.69	382.97
Balance brought forward from earlier year	160.15	(222.84)
Balance carried to Balance sheet	285.84	160.15

## DIVIDEND:

To enable the company to augment and conserve money for long term working capital requirement, the Board of Directors do not recommend Dividend this year.

## PERFORMANCE OF THE COMPANY:

The Company has recorded a profit of 168.35 lacs which shows an increase of 64.13% as compared to last year. The company has a set up of Authorised Service Centre of Ashok Leyland at National Highway no.3 village Asangaon in the district of Thane which is getting a very good response.

The Company is setting up a factory at Belgaum in the state of Karnataka for Manufacturing of Bitumen's products, which includes Paving Grade Bitumen, Industrial Grade Bitumen, Modified Bitumen (CRMB/PMB), Bitumen Felts, Bitumen Emulsions, Expansion Jointing Boards and other Waterproofing compounds. The cost of the project including working capital will be around Rs.1000 lacs.

The Company is also planning to add 15 new Bitumen Tankers into its fleet worth Rs.300 lacs.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

Management discussion and Analysis Report as required under clause 49 of the listing agreement is annexed as Annexure III forming part of this report.

## PUBLIC DEPOSITS:

The Company has not accepted any deposits from the public during the year.

## LISTING OF SHARES:

The equity shares of the company are listed on the Stock Exchange, Mumbai. (BSE code 531921) the listing fees for the year 2009-10 have been duly paid.

## CORPORATE GOVERNANCE:

In terms of clause 49, of the listing agreement, the Corporate Governance report is annexed hereto and forms part of this report.

**DIRECTOR'S RESPONSIBILITY STATEMENT:**

Pursuant to section 217 (2AA) of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that:

1. In the preparation of annual accounts for the year ended, March 31, 2009 the applicable Accounting Standards have been followed. There are no material departures from the applicable accounting standards;
2. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year under review and of the profit of the Company for that year;
3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

The Directors have prepared the attached statement of accounts for the year ended March 31, 2009 on a going concern basis.

**INDUSTRIAL RELATIONS:**

Industrial relation continued to be cordial during the year.

**DIRECTORS:**

Mr. Lalit Agarwal, Mr. Bhavin Shah and Mr. Rajkumar Mehta retire by rotation at the forth coming Annual General Meeting and being eligible offer themselves for re-appointment.

**AUDITORS:**

The Auditors of your company M/s. ANIL K. LODHA & CO. Chartered Accountants retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office, if re-appointed.

**CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:**

**(A) Conservation of Energy and Technology Absorption:**

The information required to be given U/s 217(i)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 is not applicable since the company is not engaged in manufacturing business.

**(B) Foreign Exchange Earning and Outgo:**

During the year under review, the company did not have any Foreign Exchange Earning or Outgo.

**PARTICULARS OF EMPLOYEES:**

There are no employees of the Company for whom the provisions of section 217(2A) of the Companies Act, 1956 are applicable.

**ACKNOWLEDGMENT:**

The Directors wish to express their gratitude to the Banks, Clients and all the business associates for their continuous support to the company and to the shareholders for the confidence reposed in the Company's Management. The Directors also convey their appreciation to the employees at all levels for their enormous personal efforts as well as collective contribution.

Place: Mumbai.

FOR AND ON BEHALF OF THE BOARD.

Dated: September 2nd, 2009

**JAIPRAKASH AGARWAL.**

Managing Director

# AGARWAL INDUSTRIAL CORPORATION LIMITED

(Formerly known as Bombay Baroda Roadways (India) Ltd.)

## ANNEXURE-II TO THE DIRECTORS' REPORT

### CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Corporate Governance.

Your Company's Corporate Governance system is based on certain key principles, including fairness and integrity, transparency and disclosure, accountability, equal treatment of all shareholders, and social responsibility. Corporate Governance extends beyond corporate laws. Its Fundamental objective is not the mere fulfillment of the requirements of law, but also the institution of, and adherence to systems and procedures ensuring commitment of the Board in managing a company in a transparent manner for the maximization of long-term shareholder value.

Your company has adopted an appropriate Corporate Governance framework to ensure timely and accurate disclosure of all material matters, including financial position, performance, ownership, and governance. Significantly, your company adopted Corporate Governance and Disclosure practices much before these became applicable to it.

Your Company's policies and practices relating to corporate Governance are discussed in the following sections.

2. Board of Directors

(i) Composition of the Board

The Board of Directors of your Company has an optimum combination of Executive and Non-Executive Directors so as to have a balanced Board Structure. The Board has nine Directors, four of them are Executive Director and the rest five, Non Executive Directors. Of the nine, four are Non Executive and Independent Directors and one is Non Executive and Non Independent director. The number of Independent Directors is more than one-third the total number of Directors. The number of Non-Executive Directors is more than 50% of the total number of Directors.

None of the Directors on the Board of your Company is a member of more than 10 Committees and Chairman of more than five Committees (in compliance with Clause 49 of the Listing Agreement), considering all the companies in which they are Directors.

The composition of the Board of Directors of your Company along with the other Directorships(if any) held by each of the Directors is brought out in the following tables.

Category & Designation	Name of Director	No. of Other Directorship & Committee membership / Chairmanship.			
		Public Co. Membership	Pvt. Co. Membership	Committee Chairmanship	Committee Membership
Promoter & Executive	Mr. Jaiprakash Agarwal Managing Director		1		
Whole Time Director	Mr. Lalit Agarwal Director	2	1		3
Whole Time Director	Mr. Ramchandra Agarwal Director		1		
Whole Time Director	Mr. Jawahar D. Patil Director		1		
Non Independent Non Executive	Mr. Mahendra Agarwal Director		1		
Independent Non Executive	Mr. Bhavin A. Shah Director				
Independent Non Executive	Mr. Jaswant D. Sharma Director				
Independent Non Executive	Mr. Harikrishna Patni Director				
Independent Non Executive	Mr. Rajkumar Mehta Director		1		

**(ii) Board Meetings and Annual General Meeting:**

During the financial year 2008-09, Seven Board Meetings were held on 28<sup>th</sup> May 08, 28<sup>th</sup> June 08; 31<sup>st</sup> July, 3<sup>rd</sup> Nov. 08, 30<sup>th</sup> January 09, 6<sup>th</sup> March 09 and 31<sup>st</sup> March 09.

The last Annual General Meeting of the company was held on 30<sup>th</sup> September 2008. The details of attendance of Directors in Board Meetings and the last Annual General Meeting are as follows:-

Director	No of meetings		Attended last AGM
	Held	Attended	
Shri Jaiprakash Agarwal	7	7	Yes
Shri Lalit Agarwal	7	6	Yes
Shri Mahendra Agarwal	7	5	Yes
Shri Ramchandra Agarwal	7	5	Yes
Shri.Bhavin. Shah	7	7	Yes
Shri.Jaswant D.Sharma	7	5	Yes
Shri.Harikrishna Patni	7	5	Yes
Shri.Rajkumar Mehta	7	5	Yes
Shri Jawahar D. Patil	7	5	Yes

**(iii) Board Membership Criteria**

The members of the Board of Directors of your Company are expected to possess the required expertise, skill and experience to effectively manage and direct your company so that it can attain its organizational goals. They are expected to be persons with vision, leadership qualities, a strategic bent of mind, proven competence, and integrity.

Each Member of the Board of Directors of your Company is expected to ensure that his personal interest does not run in conflict with your Company's interests. Moreover, each member is expected to sue his professional judgment to maintain both the substance and appearance of independence and objectivity.

**(iv) Membership Term and Retirement Policy**

According to the Articles of Association of your company, at every Annual General meeting, one-third of such of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.

The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Director on the same day those who are to retire shall ( unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

**3. Code of Conduct**

The Board has laid down a code of conduct for all Board members and senior management of the company.

The Company has obtained the confirmation of the Compliance with the Code from all its Board members and senior management personnel. As required by Clause 49 of the Listing Agreement, the declaration on compliance of the Company's code of conduct signed by Whole-Time Director forms a part of this Annual Report.

**4. Board Committees**

In compliance with both the mandatory and non-mandatory requirements under the listing Agreement, and the applicable laws, the Board of Directors of your Company has constituted the following Committees:

Audit Committee

Remuneration Committee

Shareholder's/Investor's Grievance Committee

The Chairman of the Board, in consultation with the respective Chairman of these Committees, determines the Frequency of the meetings of these Committees. The recommendations of the Committees are submitted to the Board for approval.

## AGARWAL INDUSTRIAL CORPORATION LIMITED

(Formerly known as Bombay Baroda Roadways (India) Ltd.)

### (I) Audit Committee

The Audit Committee of the Board of Directors of your Company consists of Four Non Executive Directors of whom three are Independent Directors. The Audit Committee of the Board met five times during the year 2008-09: on 28<sup>th</sup> May 08, 28<sup>th</sup> June 08, 31<sup>st</sup> July 08, 3<sup>rd</sup> November 08, and 31<sup>st</sup> January 09.

The following table presents the details of attendance at the Audit Committee meetings held during the year 2008-09

Director	No of Meetings Held	No of Meetings Attended
Mr. Rajkumar Mehta	5	4
Mr. Bhavin Shah	5	4
Mr. Jaswant D. Sharma	5	3
Mr. Jawahar D. Patil	5	2

The terms of reference/Scope of the Audit Committee include:

- Oversight of the company's financial reporting process, disclosure of financial information, to ensure accuracy of information.
- Recommending to the Board, the appointment, reappointment, replacement, removal of statutory auditors and fixation of audit fees.
- Approval of payment to statutory auditors for any other service so rendered.
- Reviewing, with the management, the annual financial statement before submission to the Board for approval, with particular reference to:

Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report under Section 217 (2AA) of the Companies Act, 1956 Changes, if any, in accounting policies and practices and the reasons for the same.

Major accounting entries involving estimates based on the exercise of judgment by management, Significant adjustments made in the financial statement arising out of audit findings, Compliance with listing and other legal requirements relating to financial statements, Disclosure of any related –party transactions, and

Reviewing with the management, the quarterly financial statement before submission to the Board, performance of statutory and internal auditors, and adequacy of internal control.

The Audit Committee shall mandatorily review the following information:

Management discussion and analysis of financial condition and results of operation.

Statement of significant related –party transactions.

Management letters/letters of internal control weakness issued by statutory auditors,

Internal audit report relating to internal control weakness and Appointment, removal and terms of remuneration of internal auditor.

### (II) Remuneration Committee

The Remuneration Committee consists of four Non Executive Directors, and they met one time during the year 2008-09 on 3<sup>rd</sup> November 2008.

The following table presents the details of attendance at the Remuneration Committee meetings held during the year 2008-09.

Director	No of Committee Meetings Held	No of Meetings Attended
Mr. Harikrishna Patni	1	1
Mr. Bhavin Shah	1	1
Mr. Jaswant D.Sharma	1	1
Mr. Rajkumar Mehta	1	1



(III) **Remuneration Policy**

The Remuneration Committee of the Board constituted in compliance with the SEBI guidelines has framed the compensation structure for the working Directors and the Committee reviews the same from time to time based on certain performance parameters, like growth in business as well as profitability and in line with the best practices prevailing in the industry.

Details of Remuneration, Commission and Sitting fees paid to all Directors in financial year 2008-2009.

1) **Whole-time Directors**

The details of payment to the Whole-time Directors for the financial year 2008-09 are as follows:

Whole-time Director	Salary	Commission
Mr. Jaiprakash Agarwal	10,80,000 p. a.	NIL

2) **Non Whole-time Directors**

The details of payment to the Non-Whole-time Directors for the financial year 2008-09 are as follows:

Director	Salary	Commission
Mr. Lalit Agarwal	6,00,000 p.a.	NIL
Mr. Ramchandra Agarwal	6,00,000 p.a.	NIL
Mr. Jawahar D. Patil	2,40,000 p.a.	NIL

3) **Sitting Fees paid to the all Non Executive Directors Rs.24,000/-**

5. **SHAREHOLDER/INVESTOR GREIVANCE TRANSFER COMMITTEE:**

The Shareholder's/Investor's Grievance Committee of the Board of Directors of your Company is headed by a Non Executive Director. The Committee consists of :

Mr. Rajkumar Mehta

Mr. Bhavin Shah

Mr. Jawahar D. Patil

Mr. Harikrishna Patni

The Shareholder's/Investor's Grievance Committee oversees redressal of shareholder and invest complaints on matters such as transfer of shares, non-receipt of shares, and non-receipt of declared dividends, ensures expeditious transfer of shares and issue of duplicate share certificates, approves sub-division/transmission of shares, etc.

There were no complaints received from shareholders/investors during the financial year 2008-09 and there were no pending shareholder/investor complaints as on March 31, 2009

6. **GENERAL MEETING**

Details of Annual general Meetings

a) The particulars of last three Annual General Meeting of the company are as under.

Date & Year	Time	Location
30/09/2008	11.00 A.M	Unit – 4, B Wing, Aziz Baug, Mahul Road, Chembur, Mumbai – 400 074
29/09/2007	11.00 A.M	Unit – 4, B Wing, Aziz Baug, Mahul Road, Chembur, Mumbai – 400 074
31/08/2006	11.00 A.M	Unit – 4, B Wing, Aziz Baug, Mahul Road, Chembur, Mumbai – 400 074

b) Whether special resolutions were put through postal ballot last year? - No

c) Are votes proposed to be conducted through postal ballot this year? - No

7. **DISCLOSURE**

(i) **Related-Party Transactions:**

There have been no materially significant related-party transactions, pecuniary transactions or relationship between your company and the Directors, management, subsidiary or relatives except for those disclosed in the financial statements for the year ended March 31, 2009.

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(Formerly known as Bombay Baroda Roadways (India) Ltd.)

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(ii) Details of Non-Compliance:

None

(iii) Whistle Blower Policy:

The question of instituting a formal policy in this respect may be considered after considering all relevant aspects, including the General Corporate Practice in India and also elsewhere.

(iv) Corporate Governance Report:

Your Company has complied with all the mandatory requirements of Clause 49 of the Listing agreement and has also complied with the non-mandatory requirement relating to constitution of Remuneration Committee.

(v) Management Discussion and Analysis Report:

The Management Discussion and Analysis Report is annexed and forms part of the Director's Report.

## 8. AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

Auditor's certificate with respect to compliance with Clause 49 of the listing Agreement relating to corporate Governance has been annexed to the Director's Report.

## 9. CEO/CFO CERTIFICATION

As required under Clause 49 of the Listing Agreement, the CEO/CFO certificate has been annexed to the Director's Report.

## 10. General Shareholder's Information

- |  |   |
|--|---|
| 1 Annual General Meeting   | September 30, 2009 at 11.00 hours   |
| Venue  | 4-B, Sita Estate, Aziz Baug, Mahul Road, Chembur, Mumbai.   |
| 2 Financial Year   | Financial Year is April 1 to March 31   |
| Quarterly results will be declared as per the Following tentative schedule:                  |   |
| * Un-audited Financial results for the quarter ending June 30, 2009.                         | Will be published in July, 2009   |
| * Un-audited/Audited results for the quarter/half year ending September, 2009.               | Will be published in October, 2009  |
| * Un-audited results for the quarter ending December 31, 2009.                               | Will be published in January, 2010  |
| * Audited results for the year ending March 31, 2010.  | Will be published in June, 2010   |
| 3. Means of Communication  |   |
| * Newspapers in which the results are published :  | Business Standard & Mumbai Lakshadeep   |
| * Website on which the Results are Uploaded is :   | www.agarwalsgroup.com   |
| 4: Dates of Book Closure   | September 26,2009 to September 30,2009  |
| 5 Listing on Stock Exchanges   | The Shares of your Company are listed on<br>* Bombay Stock Exchange Limited<br>Floor 25, P. J. Towers, Dalal Street,<br>Mumbai – 400 001. |
| Your Company has paid the annual listing fee for the Financial year 2008-09 to the exchange. |   |
| 6 Stock Code   | Bombay Stock Exchange Limited: 531921<br>ISIN : INE204E01012  |

7 Market price Data and Performance:

Month	High	Low
April 2008	70.55	70.55
May 2008	92.20	92.20
June 2008	62.05	62.05
July 2008	62.30	61.70
August 2008	119.00	114.05
September 2008	100.95	91.80
October 2008	47.05	44.70
November 2008	31.70	28.70
December 2008	45.45	42.00
January 2009	44.00	42.75
February 2009	49.35	44.70
March 2009	65.50	60.90

- 8 Registrar and Share Transfer Agent  
ANKIT CONSULTANCY PVT LTD  
2<sup>nd</sup> Floor, Alankar Point,  
Gita Bhawan Chouraha, A.B.Road,  
Indore (M.P)
- 9 Share Transfer System  
The Board has delegated the power of Share Transfer to your Company's Registrar and Share Transfer Agent, ANKIT CONSULTANCY PVT LTD (address mentioned above) for processing of Share transfer.
10. Compliance Officer  
Mr. Bhavin A.Shah,  
Non Executive & Independent Director  
B/4, Sita Estate, Aziz baug, Mahul Road,  
Chembur, Mumbai.Tel:25549202/25541469  
Email:bhamash@vsnl.net
11. Dematerialisation of shares and Liquidity  
40.27% shares of your Company are held in the electronic mode.
12. Investor Complaints to be addressed to  
Registrar and Share Transfer Agent or to Mr. Bhavin A. Shah, Compliance officer at the addresses mentioned earlier.
13. Shareholding Pattern as on March 31,2009  
**Categories of shareholding as on 31<sup>st</sup> March, 2009**

Category	No of Shareholders	% of Shares held	No of Shareholding	% of
Individual	2511	97.70	5456107	98.97
Bodies Corporate	58	2.26	55593	1.01
Non Resident Bodies	NIL	NIL	NIL	NIL
Corporate	NIL	NIL	NIL	NIL
FIs	NIL	NIL	NIL	NIL
NRI/OCBs	NIL	NIL	NIL	NIL
Mutual Funds	NIL	NIL	NIL	NIL
Bank, Financial Institution & Insurance Companies	1	0.04	1200	0.02
<b>Total</b>	<b>2570</b>	<b>100</b>	<b>5512900</b>	<b>100</b>
Promoters	57	2.22	2966700	53.81
Non-Promoters	2513	97.78	2546200	46.19
<b>Total</b>	<b>2570</b>	<b>100</b>	<b>5512900</b>	<b>100</b>

# AGARWAL INDUSTRIAL CORPORATION LIMITED

(Formerly known as Bombay Baroda Roadways (India) Ltd.)



## DISTRIBUTION OF SHAREHOLDING AS ON MARCH, 31 2009

No. of Equity Shares Held	No. of Shareholders	% of Shareholders	Shares Amount in Rs.	% of Shareholding
Upto 1000	322	12.53	171390	0.31
1001 - 2000	60	2.33	104840	0.19
2001 - 3000	35	1.36	92780	0.17
3001 - 4000	326	12.68	1298080	2.35
4001 - 5000	336	13.07	1676910	3.04
5001 - 10000	1316	51.21	11732800	21.28
10001 - 20000	26	1.01	392520	0.71
20001 - 30000	35	1.36	895850	1.63
30001 - 40000	4	0.16	147440	0.27
40001 - 50000	7	0.27	331210	0.60
50001 - 100000	40	1.56	3311990	6.01
100000 ABOVE	63	2.45	34973190	63.44
<b>Total</b>	<b>2570</b>	<b>100.00</b>	<b>55129000</b>	<b>100.00</b>

## CODE OF CONDUCT DECLARATION

Pursuant to Clause 49 I (D) of the Listing Agreement entered into with the Stock Exchanges, I hereby declare that the Company has obtained affirmative compliance with the code of conduct from all the Board members and senior management personnel of the Company.

**Mr. Jaiprakash Agarwal**  
*Managing Director*

Place : Mumbai  
Date : September 1, 2009

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members  
Agarwal Industrial Corporation Ltd

We have examined the compliance of the conditions of Corporate Governance by Agarwal Industrial Corporation Ltd for the year ended on 31<sup>st</sup> March 2009, as stipulated in clause 49 of the Listing agreement of the said company with the Stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we Certify that the company has complied in all material respect with the conditions of the Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievances pending for a period excluding one month against the company as per the records maintained by the Shareholders/Investors Grievance Committee.

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

Place: Mumbai  
Date: September 2nd, 2009

**For ANIL K. LODHA & CO**  
*Chartered Accountant*

**ANIL K. LODHA**  
*Proprietor*  
M. B. No. 83983

## **ANNEXURE-III OF THE DIRECTOR'S REPORT**

### **Management Discussion and Analysis :**

The Management of Agarwal Industrial Corporation Ltd is pleased to present Management Discussion and Analysis report for the year ended 31<sup>st</sup> March'2009

### **INDUSTRY SCENE AND FUTURE GROWTH :**

The Economy of the Country is rapidly growing and in accordance also the industrial growth. Logistic being the main activity of the Company, there will be a corresponding growth. The present trend of economic growth of the country is poised to be in the range of 6.5%. The Company is diversifying their activities by setting up bitumen & bituminous products manufacturing plant. Company is further exploring the field of non-conventional energy resources apart from the wind mills. Company is considering the fields of Bio-Diesel, Bio-Mass Power Generation. The Company is having very good support from its existing cliental and further new potential growth promises overall progress for the Company. The change in sentiment with the advent of the new Government at the centre is proving to be new impetus for the economy. Your Company is expecting the growth rate parallel to the industrial growth of the country.

The Group is having proper infrastructure to provide satisfactory services to the clients and has its own offices at the strategic locations like Mumbai, Thane, Baroda and Jodhpur and has skilled and dedicated staff.

### **FINANCIAL PERFORMANCE AND OPERATIONS :**

The key indicators of the Company's financial performance for the year ended March 31, 2009 are presented in the accompanying financial statements, which have been prepared in accordance with the requirements of the Companies Act, 1956 and the Generally Accepted Accounting Principles (GAAP) and Accounting Standards prevailing in India.

Your Directors are pleased to report that during the Financial year 2008-2009 your Company has made a net profit before tax of Rs.168.35 Lacs on a Turnover of Rs.1436.20 Lacs as compared to Profit before Tax of Rs.102.57 lacs and on a turnover of Rs.933.80 lacs in the previous accounting year. Thus the Company has registered substantial growth on both the fronts. Looking at the current market conditions, Company is envisaging a turnover of around 3500 Lacs during the coming Financial year 2009-2010.

### **SEGMENT-WISE/PRODUCT-WISE PERFORMANCE :**

Presently the company's operations are related to Logistic, Authorised Service Centre and power generation through Windmill.

### **RISKS AND CONCERNS :**

Risk is intrinsic to Business and it is the de-risking ability of the company which brings success to the company.

### **OPPORTUNITIES AND THREATS :**

Your Company continues to enjoy increasing confidence from its valued customers for providing quality service. In the changing economic scene of the country, your company is adopting a combination of alternative business models to navigate competition and opportunity to its advantages. Since the company has already undertaken appropriate steps for diversification in to other field the threat of overdependence on a single activity has insignificant role to play.

### **FUTURE PERSPECTIVE :**

The Company is setting up a factory at Belgaum in the state of Karnataka for manufacturing of Bituminous products, which includes Paving Grade Bitumen, Industrial Grade Bitumen, Modified Bitumen, (CRMB/PMB), Bitumen Felts, Bitumen Emulsions, Expansion Jointing Boards and other waterproofing compounds. The cost of the project including working capital will be around Rs.1000 lacs.

The Company is also planning to add 15 new Bitumen Tankers into its fleet worth Rs.300 lacs.

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY :**

The Company has appropriate internal control and management information systems which are focused towards achieving efficiency in operations, optimum utilization of resources, financial reporting, safeguarding of assets and compliance with policies, applicable laws and regulations. These systems are IT enabled which facilitate effective checks and tight monitoring of all parameters and control on a continuous basis.

The Audit Committee of Directors actively reviews the adequacy and effectiveness of internal control systems. It also suggests improvement for strengthening them from time to time. Regular internal audits and checks by professional firms of Chartered Accountants ensure that responsibilities are executed effectively. Risk assessment reports received from various departments are reviewed periodically and steps are initiated for mitigation wherever needed.

### **HUMAN RESOURCES :**

During the year under report, your company maintained harmonious and cordial industrial relations with its staff and employees.

### **SAFETY, HEALTH AND ENVIRONMENT :**

In order to sustain human capital and social development, the Company actively pursue Safety, Health and Environmental issue in a continuous manner.

### **CAUTIONARY STATEMENT :**

Certain statements in this report on "Management's Discussion and Analysis" are forward looking statements and have been issued as required by applicable Securities Laws and Regulations. There are several factors which would be beyond the control of Management and as such, may affect the actual results which could be different from that is envisaged.

# AGARWAL INDUSTRIAL CORPORATION LIMITED

(Formerly known as Bombay Baroda Roadways (India) Ltd.)

## AUDITOR'S REPORT

### AUDITORS' REPORT TO THE MEMBERS OF THE AGARWAL INDUSTRIAL CORPORATION LIMITED.

We have audited the attached Balance sheet of **Agarwal Industrial Corporation Limited** (the Company) as at 31<sup>st</sup> March, 2009, and also the Profit and Loss account and the Cash Flow Statement for the year ended on that date annexed thereto. These Financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on test basis, evidence supporting the amounts and disclosure 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.

As required by the Companies (Auditors' Report) Order, 2003 (CARO) issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclosed in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said order.

Further to our comments in the Annexure referred to in paragraphs 3 above, we report that:

- a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of the audit;
- b) In our opinion, proper books of accounts as required by law have been kept by the Company, so far as it appears from our examination of these books;
- c) The Balance Sheet and Profit & Loss Accounts and Cash Flow Statement dealt with by this report are in agreement with the books of account.
- d) In our opinion, the Balance sheet and Profit & Loss Account and cash flow statement dealt with by this report comply with the Accounting Standards referred in sub-section (3C) of section 211 of the Companies Act, 1956.
- e) On the basis of written representations received from the directors of the Companies as at 31<sup>st</sup> March 2009, and taken on record by the Board of Directors, we report that no director is disqualified as on 31<sup>st</sup> March 2009 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956; and
- f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts 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 31<sup>st</sup> March, 2009.
  - (ii) In the case of the Profit & 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.

Place: Mumbai  
Date: September 2nd, 2009

For ANIL K. LODHA & CO  
Chartered Accountants  
**(ANIL K. LODHA)**  
Proprietor

## ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 3 of our Report of even date)

1. Fixed Assets :
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situations of fixed assets.
  - b) Fixed assets are physically verified by the management at reasonable intervals having regard to size of the company and nature of its assets. No material discrepancies were noticed during such verification during year.
  - c) The company has not disposed off any part of fixed assets during the year and accordingly going concern is not affected.
2. Inventories :
  - a) As explained to us, physical verification of inventory was carried out at reasonable intervals by the management.
  - b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventory followed by the management, are reasonable and adequate, in relation to size of the company and the nature of its business.
  - c) In our opinion, and according to the information and explanation given to us, the company has maintained proper records of its inventory, and the discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been properly dealt with in the books of account.
3. Loans & Advances :
  - a) According to the information and explanations given to us, the company has taken interest free, unsecured loan from one Ptry covered in the register maintained under section 301 of the Companies Act, 1956 which is repayable on demand. The maximum amount outstanding during the year is Rs.38,60,392(P.Y.Nil) & outstanding balance at year end is Rs.38,60,392 (Nil).
  - b) The terms and conditions of loan taken by the Company are prima facie not prejudicial to the interest of the company.
  - c) The payments term of the principal amount has not been started yet.
4. Internal Controls :

In our opinion and according to the information and explanations given to us, the internal control system needs to be strengthened with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. during the course of Audit, no major weakness has been noticed in the internal controls.

5. Contracts & Arrangements with parties Covered under section 301 of the Act :
- In our opinion and according to the information and explanation given to us, the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section.
  - In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs.5 lakh in respect of any party during the year, have been made at prices which is prima facie reasonable having regard to prevailing market prices at the relevant time.
6. Deposits :  
According to the information and explanations given to us the company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of section 58A and 58AA of the Companies Act, 1956 and the rules framed therein.
7. Internal Audit System :  
In our opinion, the internal audit functions carried out during the year by a firm of Chartered Accountants appointed by the management have been commensurate with the size of the Company and nature of its business.
8. Cost records :  
As explained to us the Central Government has not prescribed maintenance of cost records under section 209(1) (d) of the Companies Act, 1956, for any of the products of the company.
9. Statutory Dues :
- According to records of the company and information and explanation given to us the company has been regular depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income-tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, cess and other material statutory dues applicable to it with appropriate authorities during the year. According to the information and explanation giving to us no undisputed amount payable in respect of above were in arrears, as at 31<sup>st</sup> March, 2009 for a period of more than six months from the date they became payable.
  - According to the information and explanations given to us, there were no dues of sales tax, Income Tax / Customs Duty / Wealth Tax / Excise duty/Cess which have not been deposited by the company on account any dispute.
  - According to the records of the company, the dues of sales tax, income-Tax, Customs, Wealth-Tax, Service Tax, Exice Duty, Cess, Which have not been deposited an account of disputes and the forum where the dispute is pending are as under:

Sr.No.	Nature of the Statute	Nature of the Dues	Amount Pending (Rs in Lacs)	Forum Where Dispute is pending
1.	Income Tax Act	Income Tax Demand	20.25	IT AT (Ass.Year 2003-04)
2.	Income Tax Act	Income Tax Demand	17.50	Rectification (Ass.Year 2004-05)

Other Matters :

- The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses during the financial year covered by our audit and immediately preceding financial year.
- On the basis of our examination and according to the information and explanation given to us, the company has not defaulted in repayment of dues to any bank or financial institution .The Company has not obtained any borrowing buy way of debentures.
- Based on our examination of records & the information and explanation given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- In our opinion the company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provision of clause 4(xiii) of the order are not applicable.
- In our opinion the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provision of clause 4 (XIV) of the Order relating to maintenance of proper records, timely entries and holding investment in own name are not applicable.
- According to the information and explanation given to us and examined by us, the Company has not given any guarantee for loans taken by others from banks or financial institutions, the terms and conditions whereof are prejudicial to the interest of the Company.
- In our opinion and according to the information and explanation given to us, the company has applied the term loans for the purpose for which they were obtained.
- In our opinion, and on the basis of our examination and according to the information and explanation given to us, and on an overall examination of the balance sheet of the Company, we report that the company has not, prima facie used the funds borrowed on short term basis during the year for long term investment and vice versa.
- In our opinion considering the nature of activities carried on by the company during the year, the provision of any special statute applicable to chit fund! nidhi/mutual benefit fund! societies are not applicable to it.
- On the basis of san overall examination of the balance sheet of the company, in our opinion and according to the information and explanation given to us, there are no funds on short terms basis which have been used for long term investment.
- The company has not made any preferential allotment of shares or issued debentures or public issue during the year and according clauses (xviii),(xix) and (xx) of the order are not applicable.
- To the best of our knowledge and belief and according to information and explanations given to us, there have been no cases of fraud on or by the company noticed or reported during the year.

Place: Mumbai  
Date: September 2nd, 2009

For ANIL K. LODHA & CO  
Chartered Accountants

ANIL K. LODHA  
Proprietor  
M.B. No.83983

**AGARWAL INDUSTRIAL CORPORATION LIMITED**

(Formerly known as Bombay Baroda Roadways (India) Ltd.)

**BALANCE SHEET AS AT 31ST MARCH'2009****RUPEES**

	SCHE- DULE	AS AT 31/03/2009	AS AT 31/03/2008
<b>SOURCES OF FUNDS :</b>			
<b>SHAREHOLDERS FUNDS</b>			
Share Capital	A	49,140,000.00	49,140,000.00
Reserve & Surplus	B	28,584,107.00	16,015,278.00
<b>LOAN FUNDS</b>			
Secured Loans	C	79,514,964.00	98,216,999.00
Unsecured Lons	D	3,860,392.00	-
Deferred Tax Liability		6,631,458.00	4,370,173.00
<b>TOTAL FUNDS EMPLOYED</b>		<b>167,730,921.00</b>	<b>167,742,450.00</b>
<b>APPLICATION OF FUNDS :</b>			
<b>FIXED ASSETS</b>			
Gross Block	E	264,241,855.00	235,151,744.00
Less : Depreciation		99,774,651.00	81,916,498.00
Net Block		164,467,204.00	153,235,246.00
<b>INVESTMENTS</b>	F	5,000.00	5,000.00
<b>CURRENT ASSETS, LOANS &amp; ADVANCES</b>			
Inventories	G	1,220,985.00	709,471.00
Sundry Debtors		20,028,863.00	7,354,518.00
Cash and Bank Balances		3,279,311.00	5,570,466.00
Other current assets		70,701.00	43,482.00
Loans , Advances & deposits.		12,757,485.00	19,408,219.00
		37,357,345.00	33,086,156.00
<b>LESS : CURRENT LIABILITIES &amp; PROVISIONS</b>	H		
Current Liabilities		29,126,147.00	15,511,648.00
Provisions		4,972,481.00	3,072,304.00
		34,098,628.00	18,583,952.00
<b>NET CURRENT ASSETS</b>		<b>3,258,717.00</b>	<b>14,502,204.00</b>
<b>TOTAL APPLICATION OF FUNDS</b>		<b>167,730,921.00</b>	<b>167,742,450.00</b>
<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS</b>			
	M		

Schedules 'A' to 'H' & 'M' form an integral part of the Balance Sheet  
This is the Balance Sheet referred to in our report of even date

For **ANIL.K. LODHA & Co**  
Chartered Accountants

**ANIL.K. LODHA**  
Proprietor

Place : Mumbai  
Date: September 2nd, 2009

For and on behalf on Board of Directors

**JAIPRAKASH AGARWAL**  
Managing Director

**MAHENDRA AGARWAL**  
Director

**LALIT AGARWAL**  
Director



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

**RUPEES**

	SCH- DULE	AS AT 31/03/2009	AS AT 31/03/2008
<b>INCOME</b>			
Gross Revenue	I	143,620,591.00	93,379,997
<b>TOTAL INCOME</b>		<b>143,620,591.00</b>	<b>93,379,997</b>
<b>EXPENDITURE</b>			
Purchases		919,846.00	-
Vehicle running & maintenance exps.		65,144,401.00	37,779,393.00
Freight Paid		24,553,457.00	18,441,627.00
Employment cost	J	4,297,441.00	3,282,441.00
Administrative & Other Expenses	K	2,969,058.00	2,579,498.00
Financial charges	L	9,337,682.00	8,938,104.00
Depreciation		19,563,623.00	12,101,852.00
<b>TOTAL EXPENDITURE</b>		<b>126,785,508.00</b>	<b>83,122,915.00</b>
Profit for the year before taxation		16,835,083.00	10,257,082.00
Provision for taxation			
-Current Tax		1,907,415.00	1,162,127.00
-Fringe Benefit Tax		97,554.00	98,595.00
-Deferred Tax		2,261,285.00	1,356,606.00
		12,568,829.00	7,639,754.00
Add: Prior Period Deferred Tax			30,659,574.00
Profit after tax		12,568,829.00	38,299,328.00
Add : Balance brought forward		16,015,278.00	22,284,050.00
<b>Balance transfer to Balance Sheet</b>		<b>28,584,107.00</b>	<b>16,015,278.00</b>
Earning Per Share (Basic/Diluted)		2.56	7.79

**SIGNIFICANT ACCOUNTING POLICIES  
AND NOTES ON ACCOUNTS**

M

Schedules 'I' to 'L' & M form an integral part of the Profit & Loss A/c  
This is the Profit & Loss Account referred to in our report of even date

For **ANIL.K. LODHA & Co**  
Chartered Accountants

**ANIL.K. LODHA**  
Proprietor

Place : Mumbai  
Date: September 2nd, 2009

For and on behalf on Board of Directors

**JAIPRAKASH AGARWAL**  
Managing Director

**MAHENDRA AGARWAL**  
Director

**LALIT AGARWAL**  
Director

**AGARWAL INDUSTRIAL CORPORATION LIMITED**

(Formerly known as Bombay Baroda Roadways (India) Ltd.)

**SCHEDULE FORMING PART OF THE BALANCE SHEET AS AT MARCH 31,2009**

	AS AT 31/03/2009	AS AT 31/03/2008
<b>SCHEDULE "A"</b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
60,00,000 Equity Share of Rs.10/- Each	60,000,000.00	60,000,000.00
<b>ISSUED</b>		
55,12,900 Equity Share of Rs.10/- Each	55,129,000.00	55,129,000.00
<b>SUBSCRIBED &amp; PAID UP</b>		
55,12,900 Equity Share of Rs.10/- Each fully called-up	55,129,000.00	55,129,000.00
Less : Allotment Money in arrears	5,989,000.00	5,989,000.00
	49,140,000.00	49,140,000.00
<b>SCHEDULE "B"</b>		
<b>RESERVE &amp; SURPLUSE</b>		
Profit & Loss Account		
Profit/(Loss) B/f	16,015,278.00	(22,284,050.00)
Add: Profit During the year	12,568,829.00	38299,328.00
	28,584,107.00	16,015,278.00
<b>SCHEDULE "C"</b>		
<b>SECURED LOANS</b>		
<b>TERM LOAN FROM</b>		
State Bank of Bikaner & Jaipur		
Agnst. Windmills (Secured by first Mortgage and charge on all the immovable and movable assets, present and future of the company and personal guarantee of prompter director)	40,337,588.00	56,823,110.00
*ICICI Bank	18,687,127.00	9,612,773.00
*City Bank	14,069,429.00	22,581,814.00
* HDFC Bank Ltd.	6,057,409.00	9,199,302.00
* Bsnk Of Baroda	363,411.00	-
(*Secured against hypothecation of Specific vehicle financed)		
	79,514,964.00	98,216,999.00

**SCHEDULE - D - FIXED ASSETS.**

Sr. No.	Description	GROSS BLOCK (AT COST)			DEPRECIATION			NET BLOCK			
		As At 31.03.2008	Add during the year	Ded during the year	As at 31.03.2009	As at 31.03.2008	For the year adjustment for the year	As at 31.03.2009	As at 31.03.2008		
1	Commercial vehicals and tanks (LPG,Biiumen&Propane tanks)	109,493,190.00	27,627,537.00	(1,705,470.00)	135,415,257.00	56,022,347.00	12,873,528.00	67,190,405.00	68,224,852.00	53,470,843.00	
2	Furniture & Fixtures.	225,391.00	20,623.00	-	246,014.00	129,049.00	14,267.00	143,688.00	102,326.00	96,342.00	
3	Computers & Printers	655,220.00	320,264.00	-	975,484.00	638,895.00	29,041.99	664,310.00	311,174.00	16,325.99	
4	Office & Other Equipments	554,528.00	136,620.23	-	691,148.23	208,595.00	28,454.00	240,103.00	451,045.23	345,933.00	
5	Other Vehicles	6,825,029.00	616,650.00	-	7,441,679.00	1,715,509.00	601,714.00	2,387,919.00	5,053,760.00	5,109,520.00	
6	Wind Mill	111,988,750.00	-	-	111,988,750.00	23,195,487.00	5,913,006.00	-29,108,493.00	82,880,257.00	88,793,263.00	
7	New Plot At GIDC (Hariza)(HO)	725,551.00	3,340.00	-	728,891.00	-	-	-	728,891.00	725,551.00	
8	Workshop At Asangaon(HO)	940,183.00	2,028,922.00	-	2,969,105.00	6,616.00	6,616.00	38,742.00	2,930,363.00	933,567.00	
9	Land at Karaliya Dist. Pokhian	3,743,902.00	-	-	3,743,902.00	-	-	-	3,743,902.00	3,743,902.00	
10	Hydrolic Mobile Floor Crane	-	41,625.00	-	41,625.00	-	991.00	991.00	40,634.00	-	
<b>TOTAL</b>		235,151,744.00	30,795,581.23	(1,705,470.00)	264,241,855.23	916,498.00	19,563,623.00	(1,705,470.00)	99,774,651.00	164,467,204.23	153,235,246.00
<b>PREVIOUS YEAR</b>		193,082,293.00	50,534,765.00	(8,465,314.00)	235,151,744.00	279,959.92	12,101,851.99	(8,465,314.00)	81,916,497.91	153,235,246.09	114,802,333.08

**AGARWAL INDUSTRIAL CORPORATION LIMITED**

(Formerly known as Bombay Baroda Roadways (India) Ltd.)

**SCHEDULE FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2009**

	AS AT 31/03/2009	AS AT 31/03/2008
<b>SCHEDULE "D"</b>		
<b>UNSECURED LOANS</b>		
SHORT TERM		
From Others	3,860,392.00	-
	<u>3,860,392.00</u>	<u>-</u>
<b>SCHEDULE "F"</b>		
<b>INVESTMENTS</b>		
7 Years National Saving Certificate (Lodged with Govt.Dept as Security)	5,000.00	5,000.00
	<u>5,000.00</u>	<u>5,000.00</u>
<b>SCHEDULE "G"</b>		
<b>CURRENT ASSETS, LOANS &amp; ADVANCES</b>		
<b>INVENTORIES</b>		
(As taken, valued and certified by the management)		
Tyres & Tubes Account	-	46,289.00
Stores & Parts	1,220,985.00	663,182.00
(a)	<u>1,220,985.00</u>	<u>709,471.00</u>
<b>SUNDRY DEBTORS</b>		
(Unsecured & consider good)		
Debts o/s for a period exceeding six months	564,990.00	1,304,201.00
Others	19,463,873.00	6,050,317.00
(b)	<u>20,028,863.00</u>	<u>7,354,518.00</u>
<b>CASH &amp; BANK BALANCES</b>		
Cash on hand	105,379.00	975,245.00
Balances with Schedule Banks		
In Current Account	1,936,744.00	4,155,421.00
In Fixed Deposit Account	1,237,188.00	439,800.00
(c)	<u>3,279,311.00</u>	<u>5,570,466.00</u>
<b>OTHER CURRENT ASSETS</b>		
Accrued interest on fixed deposit	70,701.00	43,482.00
(d)	<u>70,701.00</u>	<u>43,482.00</u>
<b>LOANS, ADVANCES &amp; DEPOSITS.</b>		
(Unsecured & consider good)		
Advance recoverable in cash or in kind or for value to be received	5,203,657.00	14,502,103.00
Security Deposit	2,046,942.00	1,871,575.00
Others	5,506,886.00	3,034,541.00
(e)	<u>12,757,485.00</u>	<u>19,408,219.00</u>
TOTAL(a+b+c+d+e)	<u>37,357,345.00</u>	<u>33,086,156.00</u>

**SCHEDULE FORMING PART OF THE BALANCE SHEET AS AT MARCH 31,2009**

	AS AT 31/03/2009	AS AT 31/03/2008
<b>SCHEDULE "H"</b>		
<b>CURRENT LIABILITIES &amp; PROVISIONS</b>		
<b>1. CURRENT LIABILITIES</b>		
Sundry creditors for freight and expenses	27,830,029.00	12,952,343.00
Other current liabilities	1,296,118.00	2,559,305.00
a)	<u>29,126,147.00</u>	<u>15,511,648.00</u>
<b>2. PROVISIONS</b>		
Income Tax	4,641,782.00	2,734,367.00
Fringe Benefit Tax	196,149.00	98,595.00
Audit Fees Payable	134,550.00	239,342.00
b)	<u>4,972,481.00</u>	<u>3,072,304.00</u>
TOTAL (a+b)	<u><u>34,098,628.00</u></u>	<u><u>18,583,952.00</u></u>
<b>SCHEDULE "I"</b>		
<b>GROSS REVENUE</b>		
<b>Revenue from Transportation &amp; Windmail</b>		
Vehical freight income	101,087,883.00	53,227,184.00
Wind Mill Energy Income	13,379,415.00	20,851,976.00
Freight Income	26,074,205.00	18,883,471.00
Misc.Income	454,396.00	285,230.00
Interest on FDR	65,165.00	11900.00
Interest on Others	7392.00	120,236.00
<b>Revenue from Service Centre</b>		
Sales of Spare Parts	1,948,980.00	
Labour Charges Recd.	603,155.00	
	<u>143,620,591.00</u>	<u>93,379,997.00</u>
<b>SCHEDULE "J"</b>		
<b>EMPLOYMENT COST</b>		
Directors' remuneration	2,520,000.00	1,980,000.00
Salaries,wages and bonus	1,731,008.00	1,278,560.00
Staff welfare expenses	46,433.00	23,881.00
	<u>4,297,441.00</u>	<u>3,282,441.00</u>

# AGARWAL INDUSTRIAL CORPORATION LIMITED

(Formerly known as Bombay Baroda Roadways (India) Ltd.)

## SCHEDULE FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2009

	AS AT 31/03/2009	AS AT 31/03/2008
<b>SCHEDULE "K"</b>		
<b>ADMINISTRATIVE &amp; OTHER EXPENSES</b>		
Conveyance & Travelling Expenses	170,079.00	83,351.00
Car & Scooter Expenses	353,153.00	538,816.00
Rent, Rates & Taxes	60,000.00	223,192.00
Electricity and Water Charges	324,479.00	281,176.00
Postage, Telegram and Telephone charges	321,102.00	215,961.00
Printing and Stationery Expenses	112,454.00	92,919.00
Professional, legal and consultancy charges	487,755.00	363,680.00
Computer consultancy & Repairing charges	37,656.00	9,322.00
Repairs & Maintenance charges	156,324.00	-
Office security charges	184,635.00	74,160.00
Miscellaneous Office Expenses	219,261.00	109,173.00
Membership & Sitting Fees	22,950.00	24,000.00
Secretarial Charges	49,594.00	3,000.00
Share Transfer expenses	102,328.00	237,460.00
Stock Exchange Listing Fees	15,000.00	15,000.00
Advertisement and publicity expenses	88,375.00	25,311.00
Business and booking promotion expenses	97,213.00	132,977.00
Audit Fees	166,700.00	150,000.00
	<u>2,969,058.00</u>	<u>2,579,498.00</u>
<b>SCHEDULE "L"</b>		
<b>FINANCIAL CHARGES</b>		
Bank commission and charges	30,166.00	34,508.00
<u>Interest on Loan</u>		
Windmills	5,394,439.00	7,157,639.00
Others	3,913,077.00	1,745,957.00
	<u>9,337,682.00</u>	<u>8,938,104.00</u>

## SCHEDULE "M" : Annexed to and forming part of the accounts for the year ended 31st March, 2009.

### (A) Significant Accounting Policies :

#### I. Accounting Conversion

The Financial statements are prepared under the historical cost conversion, on accrual basis of accounting in accordance with the Companies Act, 1956 and in accordance with generally accepted accounting principles (India GAAP) are in compliance with the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI).

#### II. Fixed Assets & Depreciation:

Fixed Assets are stated at original cost (including pre-operative expenses) less accumulated depreciation.

Depreciation in respect of all assets is provided on straight-line basis at the rates prescribed under Schedule XIV of the Companies Act, 1956. Depreciation on assets added during the year has been provided on pro-rata basis with reference to the date of addition/asset put to use. No depreciation has been provided on the fixed assets, which have not been used and sold during the year.

#### III. Inventories :

Inventories consisting of stores and spare parts, tyres & tubes are valued at cost.

#### IV. Investments

Investments are unquoted and stated at cost. Income from investments is accounted for when received. The decline in the value of the unquoted investment other than temporary is provided whenever necessary.

V. Revenue :

Revenue is recognised as rendering of Transportation services, Service Centre and Power Generation through Wind Mill.

VI. Miscellaneous Expenditure :

Public issue expenses are fully written off over a period of 10 years.

(B) Notes on Accounts :

- 1 There is no contingent liabilities during this year as well as in the previous year.
- 2 The accounts of the sundry debtors, sundry creditors and certain Loan & Advances are subject to confirmation and reconciliation, if any. The difference as may notice on reconciliation will be duly accounted for on completion thereof. In the option of management, the ultimate difference will not be material.
- 3 Provision for gratuity has not been made in the books of accounts since none of the employees has completed the qualifying period of service.
- 4 In the opinion of the Board and to the best of their knowledge and belief, the value of realisation of current assets, loans and advances, in the ordinary course of business would not be less than the amount at which they are stated in the Balance-Sheet and provision for all known and determined liabilities is adequate and not in excess of amount reasonable required.
5. The Company has started a Authorised Service Centre at Asangaon, Dist. Thane which is a part of Transportation business & it is included in the transportation business activity in the segment reporting.
- 6 Segment Reporting

The Company's operations relate to the business segments namely transportation and Power Generation by Windmill. These business segments represents primary basis of information set out in the financial statements. In accordance with the Accounting Standard 17 on Segment Reporting issued by the ICAI, the segment information for the year ended March 31,2009 is as follows:

Segment assets include all operating assets used by a segment and consist primarily of debtors, current assets and fixed assets net of provisions and allowances. Segment liabilities include all operating liabilities and consist principally of creditors and other payables.

Particulars	Transportation Rupees	Windmill Rupees	Total Rupees
Revenue			
Segment Revenue	129,714,223.00	13,379,415.00	143,093,638.00
Result			
Segment Results	14,236,160.00	2,071,970.00	16,308,130.00
Operating Profit	14,236,160.00	2,071,970.00	16,308,130.00
Other Income	526,953.00		526,953.00
Net Profit Before Tax	14,763,113.00	2,071,970.00	16,835,083.00
Taxation			4,266,254.00
Net Profit			12,568,829.00
Other Information			
Segment Assets	81,586,947.00	82,880,257.00	164,467,204.00
Total Assets	81,586,947.00	82,880,257.00	164,467,204.00
Segment Liabilities	39,177,376.00	40,337,588.00	79,514,964.00
Total Liabilities	39,177,376.00	40,337,588.00	79,514,964.00
Capital Employed	42,409,571.00	42,542,669.00	84,952,240.00

7 Deferred Taxation:- Computation of Deferred Tax Asset/(liability) are set out below:-

	Closing as at March 31,2009	Closing as at March 31,2008
Deferred Tax Liability	6,631,458.00	4,370,173.00
Depreciation		
Net Deferred Tax Liability	6,631,458.00	4,370,173.00

8 Earning per Share

The computation of earning per share is set out below.  
Rupees except per share data

	Financial Year 2008-2009	Financial Year 2007-2008
Basic and Diluted weighted average no. of equity share outstanding (nos.)	49,140,000.00	49,140,000.00
Net Profit / (Loss)	12,568,829.00	38,299,328.00
Earning Per Share	2.56	7.79
Nominal Value Per Share	10.00	10.00

# AGARWAL INDUSTRIAL CORPORATION LIMITED

(Formerly known as Bombay Baroda Roadways (India) Ltd.)

## 9 RELATED PARTIES DISCLOSURES:

### I RELATED PARTIES

#### A Key Management Personnel

Mr. Jaiprakash Agarwal, Managing Director

#### B Relatives of the Key Management Personnel

Mr. Lalit Agarwal

Mr. Ramchandra Agarwal

Related parties relationships as stated in (A) to (B) above are identified by the Company as required under accounting Standard 18(AS-18) and related upon by the Auditors

## II TRANSACTIONS WITH RELATED PARTIES

(Rs.in .Lacs)

	Related Parties			
	Referred in 1(A) above During the year	Closing Balance Debit/Credit(-)	Referred in 1(B) above During the year	Closing Balance Debit/Credit(-)
Remuneration	10.8	-	.12	-
Sitting Fees	(9.0)	-	(10.8)	-
			0.02	-
			(0.02)	-
Rent Paid			0.6	-
			(0.36)	-
10	Managerial Remuneration under section 198 of the Companies Act, 1956.			
		2008-2009	2007-2008	
Remuneration to Managing Director		1,080,000.00	900,000.00	
Remuneration to Director		1,440,000.00	1,080,000.00	
<b>TOTAL</b>		<b>2,520,000.00</b>	<b>1,980,000.00</b>	
11	Remuneration to Auditors			
		2008-2009	2007-2008	
Audit Fees		75,000.00	50,000.00	
Tax Audit Fees		35,000.00	25,000.00	
Certification Work		10,000.00	5,000.00	
Service Tax		14,832.00	9,792.00	
Out of Pocket Expenses		15,168.00	15,000.00	
		<b>150,000.00</b>	<b>104,792.00</b>	

12 The Company has not appointed a Company Secretary as per provisions of section 383 A of the Companies Act, 1956.

13 Additional information pursuant to the provision of paragraph 3, 4 C and 4 D of Part II of Schedule VI of the Companies Act, 1956 are not applicable to the company.

14 (A) Previous year figures have been regrouped whenever necessary .

(B) Figures in bracket are of the previous year .

Schedule A to M have been signed by the Board of Directors and Auditors and form an integral part of of Balance Sheet and Profit & Loss Account .

For ANIL.K. LODHA & Co  
Chartered Accountants

For and on behalf on Board of Directors

ANIL.K. LODHA  
Proprietor

JAIPRAKASH AGARWAL  
Managing Director

Place : Mumbai .  
Dated :September 2nd, 2009

MAHENDRA AGARWAL  
Director

LALIT AGARWAL  
Director



**Additional information as required under part IV to the Companies Act , 1956**  
**BALANCE SHEET ABSTRACT AND COMPANIES GENERAL BUSINESS PROFILE**

<b>I. Registration No.</b>	11 - 84618	State Code	11
Balance Sheet Dated	31st March 2009		
<b>II. Capital raised during the year</b>			
Public Issue	NIL	Right Issue	NIL
Bonus Issue	NIL	Private Issue	NIL
<b>III. Position of Mobilisation and Development of Funds. (Amount Rs. in thousand )</b>			
Total Liabilities	167,730.92	Total Assets	167,730.92
<i>Sources of funds</i>		<i>Application of funds</i>	
Paid up Capital	49,140.00	Fixed Assets	164,467.20
Reserves & Surplus	28,584.11	Investment	5.00
Secured Loan	79,514.96	Net Current Assets	3,258.72
Unsecured Loan	3,860.39	Misc. Expenditure	NIL
Accumulated Loses & Deferred Tax	6,631.46		
Liabilities	167,730.92	Assets	167,730.92
<b>IV. Performance of Company</b>			
Turnover	143,620.59	Total Expenditure	126,785.51
Profit/ (loss) before tax	16,835.08	Profit after tax and Deferred tax	12,586.83
Earning per share (Rs. )	2.56	Dividend Rate	NIL
<b>V. Generic Names of Three Principal Products/ service of the company</b>			
(as per monetary Term )			
Item Code No. (ITC code)	N.A.		
Product Description	N.A.		

As per our Report of even date annexed

**For ANIL.K. LODHA & Co.**  
*Chartered Accountants*

**ANIL.K. LODHA**  
*Proprietor*

Place : Mumbai .  
Dated : September 2nd, 2009

**For and on behalf on Board of Directors**

**JAIPRAKASH AGARWAL**  
*Managing Director*

**MAHENDRA AGARWAL**  
*Director*

**LALIT AGARWAL**  
*Director*

**AGARWAL INDUSTRIAL CORPORATION LIMITED**

(Formerly known as Bombay Baroda Roadways (India) Ltd.)

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

	For the year ended 31st March, 2009 (Rupees)		For the year ended 31st March, 2008 (Rupees)	
<b>A. CASH FLOW ARISING FROM OPERATING ACTIVITIES</b>				
Net Profit/ (Loss) before tax and extraordinary items	16,835,083.00		10,257,082.00	
Add : (a) Depreciation	19,563,623.00		12,101,852.00	
(b) Financial charges	9,337,682.00	45,736,388.00	8,938,104.00	31,297,038.00
Less : (a) Other income	526,953.00	526,953.00	417,366.00	417,366.00
<b>Operating profit before change in working capital</b>		<b>45,209,435.00</b>		<b>30,879,672.00</b>
Adjustment for :				
Trade and other receivables	(6,050,830.00)		(7,355,241.00)	
Inventories	(511,514.00)		1,267,293.00	
Trade payable and other current liabilities	13,509,707.23	6,947,363.23	12,719,119.00	6,631,171.00
<b>Cash generated from operations</b>		<b>52,156,798.23</b>		<b>37,510,843.00</b>
Less : (a) Financial charges		9,337,682.00		8,938,104.00
<b>Net cash from operating activities</b>	<b>(A)</b>	<b>42,819,116.23</b>	<b>(A)</b>	<b>28,572,739.00</b>
<b>B. CASH FLOW ARISING FROM INVESTING ACTIVITIES</b>				
Purchase of fixed assets ( Including CWIP )		(30,795,581.23)		(50,534,765.00)
Other income		526,953.00		417,366.00
<b>Net cash flow from investing activities</b>	<b>(B)</b>	<b>(30,268,628.23)</b>	<b>(B)</b>	<b>(50,117,399.00)</b>
<b>C. CASH FLOW ARISING FROM FINANCING ACTIVITIES</b>				
Add : (a) Proceeds from long term borrowings (Including interest accrued and due)		(14,841,643.00)		24,969,380.00
Less : (a) Repayment of long term borrowings				
<b>Net cash flow from financing activities</b>	<b>(C)</b>	<b>(14,841,643.00)</b>	<b>(C)</b>	<b>24,969,380.00</b>
Net increase in cash and cash equivalents (A+B+C)		(2,291,155.00)		3,424,720.00
Cash and cash equivalents (As at 01/04/2008)		5,570,466.00		2,145,746.00
<b>Cash and cash equivalents (As at 01/04/2009)</b>		<b>3,279,311.00</b>		<b>5,570,466.00</b>

As per our Report of even date annexed

For **ANIL K.LODHA & Co**  
Chartered Accountants**ANIL K. LODHA**  
ProprietorPlace : Mumbai  
Dated : September 2nd, 2009

For and on behalf on Board of Directors

**JAIPRAKASH AGARWAL**  
Managing Director**MAHENDRA AGARWAL**  
Director**LALIT AGARWAL**  
Director

# AGARWAL INDUSTRIAL CORPORATION LIMITED

(Formerly known as Bombay Baroda Roadways (India) Ltd.)

Regd. Office : Unit No. -4, B- Wing, Sita Estate, Ground Floor, Aziz Baug, Mahul Road, Chembur, Mumbai - 400 074.

## ATTENDANCE SLIP

Regd. Folio No.	_____
DP ID	_____
Client ID	_____
No. of shares held	_____

I hereby record my presence at the Fifteenth Annual General Meeting held at Unit No.4, B-Wing, Sita Estate, Ground Floor, Aziz Baug, Mahul Road, Chembur, Mumbai- 400 074. on Wednesday, the 30th September, 2009, at 11.00 A.M.

1. Full Name of the Member  
(in Block letters) \_\_\_\_\_
2. Full Name of the Joint-holder(s)  
(in Block Letters) \_\_\_\_\_
- 3.\* Full Name of the Proxy  
(in Block Letters) \_\_\_\_\_
4. Signature of the Member/Proxy  
attending the Meeting \_\_\_\_\_

\* To be filled in if the proxy attends instead of the member

Note : Member/Proxy attending the Meeting must fill-in this attendance Slip and hand it over at the entrance of the venue of the meeting.

# AGARWAL INDUSTRIAL CORPORATION LIMITED

(Formerly known as Bombay Baroda Roadways (India) Ltd.)

Regd. Office : Unit No. -4, B- Wing, Sita Estate, Ground Floor, Aziz Baug, Mahul Road, Chembur, Mumbai - 400 074.

## PROXY FORM

Regd. Folio No.	_____
DP ID	_____
Client ID	_____
No. of shares held	_____

I/We \_\_\_\_\_ of \_\_\_\_\_ being

a Member/Members of Agarwal Industrial Corporation Limited hereby appoint \_\_\_\_\_ of \_\_\_\_\_

or failing him/her \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and vote for me/us and on my/our behalf at the Fifteenth Annual General Meeting of the said Company to be held at 11.00 A.M. on Wednesday, 30th September, 2009 and at any adjournment thereof.

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

Affix Re. 1  
Revenue  
Stamp

Signature(s)

- Notes :
1. The form should be signed across the stamp as per specimen signature recorded with the Company.
  2. The Proxy form duly completed must reach the Registered Office of the Company at Mumbai not less than 48 hours before the aforesaid Meeting.
  3. A Proxy need not be a Member of the Company.



**AGARWAL GROUP**

