



**BDH**  
Industries Ltd.

## Twenty Second Annual Report 2011-2012

*Seven decades of tradition...*

*built on care...*

*quality and reputation...*



STAR EXPORT HOUSE



WHO-GMP Accreditation



ISO 9001:2008

Pharmaceutical Company engaged in Health Care World wide

## BDH : Quality Policy

Our Vision is  
to care for Health and Quality of Life  
for Mankind-Globally.

We are committed to  
provide safe, effective and Quality Medicines  
at economical price and also to  
percolate value added services to  
the patients through our network worldwide.

We shall strive this  
by enhancing quality and efficacy of medicines  
through continued improvement in our  
design, manufacturing and processes.

*Care*



*Quality*



*Reputation*

## BDH : Commitment

*Health Care \* Mankind \* Worldwide*

- Wide Range of Products in several Therapeutical Applications
- Products at Economical Rates with value Added Services
- Assist ROW - MOH / DHS at Affordable Rates
- Strengthen International NGOs at Reasonable Rates
- Global Reach - Exporting to more than 30 countries



## BDH INDUSTRIES LIMITED

<b>BOARD OF DIRECTORS</b>	:	<b>Mrs. Jayashree Nair</b> <b>Chairperson &amp; Managing Director</b> <b>Mr. S. C. Kachhara</b> <b>Executive Director</b> <b>Mrs. Karthika Nair</b> <b>Mr. A. V. Menon</b> <b>Dr. Dinesh Variar</b> <b>Mr. Bhagirath Singh Sihag</b>
<b>COMPANY SECRETARY</b>	:	<b>Ms. Nikita Phatak</b>
<b>AUDITOR</b>	:	<b>M/s. L. J. Kothari &amp; Co.</b> Chartered Accountants Mumbai.
<b>BANKER</b>	:	<b>Central Bank of India</b>
<b>REGISTERED OFFICE</b>	:	Nair Baug, Akurli Road, Kandivli (East), Mumbai – 400 101.
<b>REGISTRARS &amp; TRANSFER AGENT</b>	:	<b>TSR DARASHAW LIMITED</b> 6-10, Haji Moosa, Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011

**TWENTY SECOND ANNUAL GENERAL MEETING at Swagath Bageecha,  
Bageecha Complex, Marve Road, Malad West, Mumbai 400 095 on Friday,  
28th September, 2012 at 3.00 p.m.**

## 22nd Annual Report 2011-2012

### NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of BDH INDUSTRIES LIMITED will be held on Friday, 28th September, 2012 at Swagath Bageecha, Bageecha Complex, Marve Road, Malad (West), Mumbai - 400095 at 3.00 p.m., to transact the following business :-

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2012 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Directors' and Auditors' thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2012.
3. To appoint a Director in place of Mr. A. V. Menon, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Dr. Dinesh Variar, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Statutory Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at remuneration as may be fixed by the Board of Directors.

FOR AND ON BEHALF OF THE BOARD

**Jayashree Nair**

*Chairperson & Managing Director*

Place : Mumbai.

Date : 30th July 2012

#### Registered Office :

Nair Baug, Akurli Road,

Kandivli (East), Mumbai - 400 101.

#### NOTES:

1. The relevant details of persons seeking re-appointment as Director under Item No. 3 and Item No. 4 of the notice pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchange is annexed hereto.
2. 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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The proxy form duly completed, stamped and signed should be deposited at the Registered Office of the Company at least Forty-Eight hours before the commencement of the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 22nd September, 2012 to Friday, 28th September, 2012 (both days inclusive).
5. Shareholders are requested to intimate the Company the change, if any, in their Registered Address.
6. Members / Proxies are requested to bring duly filled Attendance Slip along with their copy of the Annual Report to the Annual General Meeting.
7. Corporate members are requested to send a duly certified copy of the board of directors' resolution / power of attorney authorizing their representative to attend and vote at the Annual General Meeting.
8. Members are requested to trade in the Equity Shares in the Dematerialized form only. The ISIN No. allotted for the Company's shares is INE278D01018.
9. Members having any questions on Accounts are requested to write their queries at least ten days prior to the Annual General Meeting to the Company at its registered office address so as to enable the Management to keep the information ready at the meeting.
10. Your Company is concerned about the environment. Towards this end, the Company supports the 'Green Initiative' of Ministry of Corporate Affairs under which service of Annual Report can be effected by sending the same through electronic mode to the registered e-mail addresses of the shareholders. To support this green initiative of Government, members who would like to receive Annual Report in electronic mode are requested to do so by sending a request to Company's Registrar and Share Transfer Agent, mentioning therein their folio number and email address to which Annual Report can be sent.

#### ANNEXURE

**Particulars of Directors seeking re-appointment at the ensuing Annual General Meeting pursuant to Clause 49 of the Listing Agreement.**

#### ITEM NO 3.

Mr. A.V. Menon, Director retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. His qualifications include B.A. (Hons.), M.A. and LL.B. He is an Advocate of High Court. He is not Director of any other Public Limited Company.

#### ITEM NO 4.

Dr. Dinesh Variar, Director retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. His qualifications include M.B.B.S. (Bom.). He is not Director of any other Company.



## DIRECTORS' REPORT

To,  
THE MEMBERS,  
BDH INDUSTRIES LIMITED.

Your Directors have pleasure in presenting Twenty Second Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2012.

### FINANCIAL RESULTS :

Particulars	(₹ in Lakhs)	
	2011-2012	2010-2011
Sales (Gross)	4165.64	3840.05
Sales (Net)	4015.04	3731.86
Other Income	13.92	0.08
Total Income	4028.96	3731.94
Profit before Interest and Depreciation	349.95	270.02
Less : Interest	93.02	95.22
Depreciation	96.17	72.14
Profit before tax	160.76	102.66
Less : Provision for Taxation	60.47	31.72
Deferred Taxation	(8.31)	(6.70)
Net Profit After Tax	108.60	77.64
Add : Surplus Brought Forward from the previous year	716.49	672.42
Balance available for Appropriation	825.09	750.06
Less : Transfer to General Reserve	5.43	---
Less : Provision for Dividend	34.54	28.79
Less : Tax on Dividend	5.60	4.78
Less : Provisions no longer required	(0.11)	---
Balance carried forward to Balance Sheet	779.63	716.49

### REVIEW OF OPERATIONS :

During the year 2011-12 Company achieved Sales (Net) of ₹ 4015.04 Lakhs as compared to ₹ 3731.86 Lakhs in the previous year registering growth by 8% over previous year.

The Operating Profit of the Company i.e. Profit before Interest and Depreciation has increased from ₹ 270.02 lakhs in previous year to ₹ 349.95 lakhs in 2011-12. The Company earned Net Profit of ₹ 108.60 lakhs during the year against ₹ 77.64 lakhs as in previous year thereby showing growth of 40% in Net Profit after Tax.

After adding the surplus brought forward from previous year of ₹ 716.49 lakhs, ₹ 779.63 lakhs is carried to the Balance Sheet as surplus in Profit & Loss A/c.

### DIVIDEND :

Your Directors are pleased to recommend dividend of ₹ 0.60/- per equity share of ₹ 10/- each (previous year ₹ 0.50/- per share) for financial year ended 31st March, 2012. The dividend on Equity Shares is subject to the approval of the shareholders at the Annual General Meeting. The total cash outflow on account of dividend payment, including distribution tax will be ₹ 40.14 lakhs. The dividend is tax free in the hands of shareholders.

### SHARE LISTING :

The Equity shares of the Company are listed on Bombay Stock Exchange. The Listing fee for year 2012-2013 has been paid by the Company.

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### **FUTURE PROSPECTS :**

Your Company is accredited with WHO GMP Certificate. The Company has received ISO 9001-2008 Certificate from SGS United Kingdom Limited.

The implementation of modern technology in the production processes shall yield better results. Consistent efforts are made to introduce technology upgradation and comply with guidelines relating to Good Manufacturing Practices.

We have been registering products with various countries. Also there are visits by various MOH (Ministry of Health) of various Governments as well as customers. Our manufacturing facilities are monitored and approved by regulatory authorities.

Pharma business has detailed procedure for registration and it takes nearly 6 months to 24 months for completing the registration and beginning of business. The gestation period is high due to various stages of operation by every country in their own way.

The medicines are marketed at the lowest prices in the world at the same time high standard is maintained. Being in pharma sector, inspite of limitations the future growth in business is expected in Domestic as well as Export markets.

### **FIXED DEPOSIT :**

The Company has not invited / accepted any deposits from the Public within the meaning of Section 58A of the Companies Act, 1956 during the year under review.

### **CONSERVATION OF ENERGY AND TECHNOLOGY UPGRADATION:**

Pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies' (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 particulars of energy conservation, technology absorption and foreign exchange earnings and outgo are appended hereto as Annexure and forms part of the Annual Report.

### **INSURANCE :**

The properties and assets of your Company are adequately insured.

### **INDUSTRIAL RELATION :**

The Company has maintained cordial and harmonious relations with all employees.

### **PERSONNEL :**

None of the Directors/Executives/Employees are drawing remuneration / salaries in excess of ₹ 60,00,000/- p.a. or ₹ 5,00,000/- per month if employed for the part of the year and thus no separate disclosure is required to be made under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

### **COST AUDIT :**

M/s. Ketki D. Visariya & Co., Cost Accountants is being appointed as the Cost Auditors to conduct audit of cost records of Company for financial year ended 31st March, 2012.

### **ENVIRONMENT, HEALTH & SAFETY :**

Our manufacturing facility remains compliant with applicable environmental regulations. Our facility has achieved certification such as ISO 9001:2008. The Company organizes various health related medical check-up programs for employees. The Company has taken initiatives to enhance safety standards at its manufacturing facility and office premises.

### **RESEARCH AND DEVELOPMENT :**

The regular R&D activities are carried out in-house to improve upon the existing process and development of new products. We also improve upon packaging and make products more patient friendly. We also strengthen our need for R&D by taking co-operation from various research institutes.

### **BOARD OF DIRECTORS :**

Mr. A. V. Menon, Director of the Company, retires by rotation at the forthcoming Annual General Meeting, being eligible and offers himself for re-appointment. Accordingly, the Board recommends his re-appointment.

Dr. Dinesh Variar, Director of the Company, retires by rotation at the forthcoming Annual General Meeting, being eligible and offers himself for re-appointment. Accordingly, the Board recommends his re-appointment.



Brief resume of the Directors being reappointed is provided in the notice convening the Annual General Meeting of the Company.

**DIRECTOR'S RESPONSIBILITY STATEMENT :**

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors confirm that :

In the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same.

Such accounting policies have been selected and consistently applied and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2012 and of the profit of the Company for the year ended 31st March 2012.

To the best of knowledge and information, proper and sufficient care has been taken for 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 annual accounts have been prepared on a going concern basis.

**CORPORATE GOVERNANCE :**

As per the listing agreement with the stock exchange, the Company has complied with the requirements of Corporate Governance. A report on Corporate Governance together with a certificate from Statutory Auditor forms part of this report.

**AUDITORS AND AUDITORS' REPORT :**

M/s. L. J. Kothari & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. Your Directors recommend their re-appointment. The Auditors Report read with the notes to financial statements are self-explanatory.

**APPRECIATION :**

Your Directors thank Central Bank of India, Food & Drugs Control Administration, Director General of Foreign Trade and other Government authorities for their continued support to the Company.

Your Directors place on record their sincere appreciation for the dedicated service rendered by the employees of the Company at all levels and above all acknowledge with gratitude the co-operation of the shareholders.

FOR AND ON BEHALF OF THE BOARD

**Jayashree Nair**

*Chairperson & Managing Director*

Place : Mumbai.

Date : 30th July, 2012

**Registered. Office:**

Nair Baug, Akurli Road,

Kandivli (East), Mumbai - 400 101.

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### ANNEXURE TO THE DIRECTORS' REPORT

Particulars required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 :

#### I. CONSERVATION OF ENERGY

##### A. POWER AND FUEL CONSUMPTION :

Particulars	2011-12	2010-11
<b>1. Electricity</b>		
a. Purchased		
Units (in kwh)	1318578	1209807
Total Amount (in ₹)	9166632	8208034
Average Rate/Unit (₹)	6.95	6.78
b. Own Generation		
Through Diesel Generators	---	---
Through Steam Turbine/Generators	---	---
<b>2. Coal (specify quality and where used)</b>	---	---
<b>3. Furnace Oil</b>	---	---
<b>4. Others</b>		
a. L.D. Oil		
Quantity (Litres)	74500	84055
Total Cost (₹)	4006802	3798303
Average Rate/Unit (₹ per litre)	53.78	45.19

##### B. CONSUMPTION PER K.G. OF PRODUCTION:

Since the company is manufacturing several varieties of formulations in different batches and pack size, it is not practical to apportion the electricity consumption and cost thereof to each unit of Production.

#### II. TECHNOLOGY ABSORPTION

##### 1. Research & Development:

i) Specific areas in which R & D carried out by the Company:

Development of Products and Processes in the areas of Dermatology, Trichology and Rheumatoid Arthritis formulations.

ii) Benefits derived as a result of the above R & D:

New products are in process of development and shall be added to strengthen the existing range.

iii) Future Plan of Action:

To Work on additional products in NSAID products. Also modify/ design new products and improve drug delivery system on various products.

iv) Expenditure on R & D:

	(₹ in lakhs)	
	2011-2012	2010-2011
a. Capital	5.52	21.62
b. Recurring	16.26	15.73
<b>TOTAL</b>	<b>21.78</b>	<b>37.35</b>
Total R & D Expenditure as a percentage of total revenue.	0.52%	0.97%

##### 2. Technology Absorption, Adaptation and Innovation :

1. Efforts in brief made towards Technology Absorption, Adaptation and Innovations:

Updated manufacturing process and Quality assessment techniques are being used.

2. Benefits derived as a result of the above efforts:

Improvement in Product Profile, quality and cost effective modifications.

3. Technology imported during the last 5 years:

No technology has been imported.

##### III. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year, foreign exchange earnings were ₹ 2098.31 lakhs as against outgo of ₹ 885.73 lakhs.

FOR AND ON BEHALF OF THE BOARD

**Jayashree Nair**

*Chairperson & Managing Director*

Place : Mumbai.

Date : 30th July, 2012

**Registered Office :**

Nair Baug, Akurli Road,  
Kandivli (East), Mumbai - 400 101.





## CORPORATE GOVERNANCE REPORT

Your Company has complied, in all material respects, with the features of Corporate Governance Code as per Clause 49 of the Listing Agreement with the Stock Exchanges.

A report on the implementation of the Corporate Governance Code of the Listing Agreement by the Company is furnished below.

### CORPORATE PHILOSOPHY

Good Corporate Governance leads to long term shareholders value and enhances interest of other stakeholders. Fairness, transparency, accountability and responsibility are the essential elements of Corporate Governance to which your Company continues to remain committed to facilitate effective management and control of business. The Company emphasizes on good Corporate Governance and believes in maintaining ethical conduct in all its activities.

### BOARD OF DIRECTORS

#### a) Composition

The composition of the Board of Directors of the company is in conformity with the Clause 49 of the Listing Agreement. The present Board of Directors of your Company comprises of a Chairperson & Managing Director, one Executive Director, one Non-Executive Director and three Independent Directors.

The present composition of the Board is as follows:

Sr. No.	Name of Directors	Designation / Category
1.	Mrs. Jayashree Nair	Chairperson & Managing Director
2.	Mr. S. C. Kachhara	Executive Director
3.	Mrs. Karthika Nair	Non-Executive Director
4.	Mr. A. V. Menon	Independent Director
5.	Dr. Dinesh Variar	Independent Director
6.	Mr. Bhagirath Singh Sihag	Independent Director

#### b) Board Meetings

During the financial year 2011-2012, Five Board Meetings were held on 27th April 2011, 29th July 2011, 28th September 2011, 10th November 2011 and 3rd February 2012.

All operational and statutorily required information was placed before the Board. All significant events were also reported to the Board.

At Board Meeting following the Audit Committee meeting, the Company Secretary makes a report confirming statutory compliances for the said quarter of Listing Agreement. Also, at such meetings the Managing Director confirms to the Board of all the Statutory Compliances.

The Board Meetings are governed by a structured agenda. The Board Meetings are held at regular intervals at registered office of the Company. The Company Secretary in consultation with the Chairperson, drafts and finalizes the agenda of the Board Meeting. All Agenda items are backed by relevant details and comprehensive background information are circulated to all the Directors, well in advance of the date of the Board Meeting to enable the Board of Directors to take appropriate decisions. The Members of the Board are at liberty to bring up any matter for discussions at the Board Meetings. The Managing Director, at the Board Meeting keeps the Board apprised of the overall performance of the Company.

Sr. No.	Name of Directors	Attendance at Board Meetings	Attendance at Last AGM	No. of Directorships of other Companies(*)	No. of memberships of Board Sub- Committees
1.	Mrs. Jayashree Nair	5	Yes	—	2 #
2.	Mr. S. C. Kachhara	5	Yes	—	2
3.	Mrs. Karthika Nair	5	Yes	—	2 #
4.	Mr. A.V. Menon	5	Yes	—	1 #
5.	Dr. Dinesh Variar	5	Yes	—	1
6.	Mr. Bhagirath Singh Sihag	5	Yes	3	1

\* Excluding Private Limited Companies, Foreign Companies and Companies constituted under Section 25 of the Companies Act, 1956.

# Including Chairmanship of one Committee.

#### c) Remuneration of Directors

i) The remuneration paid to the Chairperson & Managing Director and Executive Director is within the ceiling as per the resolution approved by the shareholders. Details of remuneration paid to the Chairperson & Managing Director and Executive Director for the year ended 31st March, 2012 are given below :-

Name	Position	Salary ₹	Commission ₹	Contribution to PF & other Funds (₹)	Perquisites ₹
Mrs. Jayashree Nair	Chairperson & Managing Director	18,00,000	—	3,02,538	2,70,000
Mr. S. C. Kachhara	Executive Director	18,00,000	—	3,02,538	2,70,000

ii) Payments to Non Executive Directors :-

The remuneration to Non Executive Directors consists only of sitting fees for attending Board Meetings of the Company. Except sitting fees, no other payment is made to Non- Executive Directors.

The details of amount paid as Sitting Fees to the Non-Executive Directors during the year 2011-12 are as follows :-

Sr. No.	Name of Director	Sitting Fees paid - ₹
1.	Mrs. Karthika Nair	20,000/-
2.	Mr. A.V. Menon	20,000/-
3.	Dr. Dinesh Variar	20,000/-
4.	Mr. Bhagirath Singh Sihag	20,000/-

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### iii) Details of shareholding of Non Executive Directors :-

Mrs. Karthika Nair, Non Executive Director of Company holds 448980 (7.80%) Equity Shares of ₹ 10 each of the Company as on 31st March 2012. Mr. Bhagirath Singh Sihag, Non Executive Director of Company holds 5000 (0.09%) Equity Shares of ₹ 10/- each of the Company as on 31st March 2012. The other Non Executive Directors i.e. Mr. A. V. Menon and Dr. Dinesh Variar do not hold any shares in the Company.

### d) Code of Conduct

The Board of Directors of the Company has laid down a Code of Conduct for the Board members and Senior Management Personnel of the Company. All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration to this effect signed by the Chairperson & Managing Director of the Company is given in this Annual Report.

### BOARD COMMITTEES

The Board Committees play a vital role in the governance of the Company and deal with specific areas which concern the Company and need a closer review. The Board has established the following Committees :-

#### a) Audit Committee

The Board of Directors have constituted the Audit Committee as required under Section 292A of the Companies Act, 1956 read with provisions of Clause 49 of the Listing Agreement with the Stock Exchange.

During the financial year 2011-12, four meetings of the Audit Committee were held on 27th April 2011, 29th July 2011, 10th November 2011 and 3rd February 2012.

Name of the Members of Audit Committee along with their attendance in the meeting is given below :-

Sr. No.	Name of Director	Designation	No. of Committee Meeting Attended
1.	Mr. A.V. Menon	Chairman	4
2.	Dr. Dinesh Variar	Member	4
3.	Mr. Bhagirath Singh Sihag	Member	4

The Audit Committee meetings were attended by the Audit Committee members as stated above and the Statutory Auditors also attended. The Company Secretary is the Secretary to the Committee.

The Audit Committee discussed the Company's accounts before it was placed before the Board of Directors and also overview the Company's financial reporting process. The Committee has also reviewed the Company's financial and risk management policies.

#### b) Shareholders / Investors Grievance Committee:

The Shareholders/ Investors Grievance Committee consist of the following members:-

Mrs. Karthika Nair - Chairperson

Mrs. Jayashree Nair - Member

Mr. S. C. Kachhara - Member

Meetings of the Shareholders/ Investors Grievance Committee were held during the year 2011-2012 to review the complaints received from the investors/shareholders. There has been no complaint from any investor/shareholder, which has not been redressed.

There are no complaints from shareholders, which were pending as on 31st March, 2012.

#### c) Share Transfer Committee

The Company has also constituted Share Transfer Committee. The members of the Share Transfer Committee are Mrs. Jayashree Nair - Chairperson, Mr. S. C. Kachhara - Member and Mrs. Karthika Nair - Member. The Share Transfer Committee meets frequently to consider matter relating to the transfer / transmission of shares, issue of duplicate / new share certificates, sub-division and consolidation of share certificates etc.

### DISCLOSURES:

#### a) Related Party Transactions

Transactions with related parties are disclosed in Notes to the Financial Statements. There were no material significant transactions with the Directors or the management or subsidiaries or relatives that have any potential conflict with the interest of the Company.

#### b) Statutory Compliances, penalties, strictures

No penalties, strictures have been imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last 3 years.

### SUBSIDIARY COMPANY

The Company does not have any Subsidiary company.

### MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion & Analysis Report is a part of the Annual Report.

### DETAILS OF DIRECTORS TO BE RE-APPOINTED

The details of Directors seeking Re-appointment, to be provided pursuant to Clause 49 of the Listing Agreement are furnished alongwith the Notice of the Annual General Meeting.

### CEO/CFO CERTIFICATION

The Chairperson & Managing Director and the Executive Director have certified to the Board as per the requirement of Clause 49 of the Listing Agreement.

**MEANS OF COMMUNICATION:**

The Company has reported all material information including unaudited quarterly results, half yearly results and audited annual results and press release to the Bombay Stock Exchange where the Company's securities are listed. The unaudited quarterly results, half yearly results and audited annual results were communicated to the shareholders by way of advertisement in a National daily and in vernacular language newspapers, namely, Free Press Journal and Navshakti. The Company has designated the email id viz., investor.bdh@mtnl.net.in for investor servicing. The website of the Company is www.bdhind.com.

**GENERAL BODY MEETINGS**

The Twenty Second Annual General Meeting of Company for the financial year 2011-12 shall be held on Friday, 28th September 2012 at 3.00 p.m. at Swagath Bageecha, Bageecha Complex, Marve Road, Malad (West), Mumbai-400 095.

The last three Annual General Meetings were held as under :-

A.G.M.	Financial Year	Date of A.G.M.	Time	Location
21st	2010-2011	28-09-2011	3.00 p.m.	Garden Court Banquets, Bageecha Complex, Marve Road, Malad West, Mumbai - 400 095
20th	2009-2010	24-09-2010	3.00 p.m.	Garden Court Banquets, Bageecha Complex, Marve Road, Malad West, Mumbai - 400 095
19th	2008-2009	25-09-2009	3.00 p.m.	Garden Court Banquets, Bageecha Complex, Marve Road, Malad West, Mumbai - 400 095

No Extra-ordinary General Meeting was held in the last three financial years.

No Special Resolution was passed in the 19th, 20th and 21st Annual General Meeting.

**GENERAL SHAREHOLDERS INFORMATION**

Day, date, time and venue of 22nd A.G.M.	Friday, 28th September 2012 at 3.00 p.m. Swagath Bageecha, Bageecha Complex, Marve Road, Malad (West), Mumbai - 400095.
Date of Book Closure	From 22nd September 2012 to 28th September 2012
Listing on Stock Exchanges	Bombay Stock Exchange (BSE)
ISIN No.	INE278D01018
BSE Stock Code	524828
Registered Office / Address for Correspondence	Nair Baug, Akurli Road, Kandivli (E), Mumbai 400101
Registrar & Share Transfer Agent	TSR Darashaw Ltd., 6-10, Haji Moosa, Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400011.
Compliance Officer	Ms. Nikita Phatak Nair Baug, Akurli Road, Kandivli (E), Mumbai 400101
Share Transfer System	The Company's shares are traded in the stock exchanges compulsorily in demat mode. Shares sent for physical transfer or dematerialisation requests are registered promptly within 15 days from the date of receipt of completed and validly executed documents.
Dividend Payment Date	On or after 29th September, 2012
Dematerialisation of shares	As on 31-03-2012, 80.61% of the Company's shares representing 46,41,090 shares were held in dematerialised form.
Plant Location	Nair Baug, Akurli Road, Kandivli-East, Mumbai - 400 101

**Financial Calendar (Tentative):**

Financial Year of the Company	: 01-04-2012 to 31-03-2013
Financial Reporting for :-	
Quarter ending June, 2012	: On or before 14th August, 2012
Quarter ending September, 2012	: On or before 14th November, 2012
Quarter ending December, 2012	: On or before 14th February, 2013
Quarter/Year ending March, 2013	: On or before 30th May, 2013

**Categories of Shareholders as on 31st March, 2012:**

Category	No. of shares	% of Shareholding
Directors, Relatives & Promoters	3140863	54.56
Companies/ Bodies Corporate	375179	6.52
General Public	2205981	38.31
NRI's	35277	0.61
<b>TOTAL</b>	<b>5757300</b>	<b>100.00</b>

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### Distribution of shareholding as on 31st March, 2012:

Shareholding of nominal value (in ₹)	Shareholders		Share Amount	
	Number	% to Total	In ₹	% to Total
1	2	3	4	5
Upto 5000	3340	82.47	7188330	12.49
5001 - 10000	359	8.86	3071790	5.33
10001 - 20000	169	4.17	2642960	4.59
20001 - 30000	61	1.51	1601310	2.78
30001 - 40000	21	0.52	753540	1.31
40001 - 50000	30	0.74	1413140	2.45
50001 - 100000	30	0.74	2290040	3.98
100001 and above	40	0.99	38611890	67.07
<b>Total</b>	<b>4050</b>	<b>100</b>	<b>57573000</b>	<b>100</b>

### Stock Market price data for the year 2011-2012.

#### Bombay Stock Exchange (BSE)

Month	High (₹)	Low (₹)	Month	High (₹)	Low (₹)
April, 2011	24.65	16.30	May, 2011	21.80	15.00
June, 2011	22.10	14.55	July, 2011	19.75	15.70
August, 2011	18.75	13.00	September, 2011	20.30	13.30
October, 2011	21.40	16.70	November, 2011	20.60	14.00
December, 2011	16.65	13.15	January, 2012	18.90	14.65
February, 2012	17.95	15.25	March, 2012	18.30	15.05

#### Certification under Clause 49 (I)(D) of the Listing Agreement

All the Board Members and the Senior Management personnel have affirmed compliance with the Code of Conduct for BDH Industries Limited for the financial year ended 31st March, 2012.

FOR AND ON BEHALF OF THE BOARD

Place: Mumbai.  
Date: 30th July, 2012

**Jayashree Nair**  
Chairperson & Managing Director

#### CEO / CFO Certification

The Board of Directors  
BDH Industries Limited

We hereby certify that :

- (a) The financial statements and the cash flow statement for the year have been reviewed and that to the best of our knowledge and belief :
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that the effectiveness of internal control systems of the company pertaining to financial reporting have been evaluated and disclosure has been made to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For BDH Industries Limited,  
Jayashree Nair                      S. C. Kachhara  
Chairperson & Managing Director      Executive Director

Place: Mumbai  
Date: 30th July, 2012



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Industry Status

Pharmaceutical industry plays a vital role in the economic development of the nation. The Indian pharmaceutical industry, over the years, has shown tremendous progress in terms of infrastructure development, technology base creation as well as product usage. It also experiences a challenging business environment due to regulatory controls on products, requirement of continuous improvement in manufacturing facilities and price control regime, the rising cost of research and high amounts of continued investments in updating facilities with ever changing high standards.

The Indian pharmaceutical industry is having on the one hand opportunities in the developed markets, while on the other, the domestic market is becoming increasingly competitive. With changing disease profile in India, the pattern of demand for medicines is also shifting. The Indian pharmaceutical industry continues to deal with the problems of infectious diseases and also experiences a rapid upsurge in chronic diseases such as diabetes and cardiovascular ailments due to lifestyle factors. The recent regulatory changes have lead the Indian Pharmaceutical industry towards exploring newer avenues of drug discovery & development, thus requiring higher capital investment in the pharmaceutical industry in coming time. The increased focus on reducing healthcare costs in developed markets, has also generated sales opportunities for Indian drug manufacturers with approved facilities and sound knowledge of patent and regulatory issues.

India has world renowned capacity in producing low cost and high quality drugs. The Indian pharmaceutical industry registered growth of about 15% during the year. This growth is marked due to improved per capita income, increased access and rising awareness of modern medicines and strengthening of healthcare infrastructure.

### Outlook on Opportunities

The business environment continues to remain challenging characterized by intense competition, margin pressures and regulatory interventions. These features pose many challenges and opportunities to companies operating in this environment. Growth in emerging markets like India, China, Brazil and Russia is driven by increasing domestic consumptions on the back of high economic growth, strengthening of healthcare infrastructure and greater healthcare awareness. The robust growth in the emerging pharmaceuticals market has outpaced growth of developed markets like US, UK and Japan. This shift from developed markets to emerging markets would create new growth dynamics. The growth of Indian pharmaceutical industry is largely driven by chronic disease segments viz. cardiovascular, diabetes, asthma, cancer and largely influenced by changing lifestyle. There are signs that health awareness has increased due to higher disposable incomes, urbanization and greater health insurance coverage which could improve further with acceleration in Government spending on healthcare infrastructure.

Our Company is registered with the Pharmaceutical Export Promotion Council (PHARMEXCIL), Govt. of India and is engaged in participation in relevant events and conferences in India and internationally. Our Company has multi product manufacturing capabilities with an established market presence and a reasonable number of the company's products are registered in Overseas Countries, enabling the company to export the same to a wider geographical market.

### Outlook on Risks, Concerns & Threats

The Indian pharmaceutical industry operates in a dynamic environment. The industry continues to remain under price control. Every company has to comply with a broad range of regulatory controls and compliance related issues. Other key risks faced by the Company includes rising costs of raw materials, manufacturing expenses and significant changes in the economic environment.

India is known as pharmacy capital of the world not only for its quality and range but also for its prices. India enjoys lowest prices of medicines in the world - cheaper than Bangladesh, Pakistan, Indonesia etc. There are multiple producers of the same drug and intense competition ensures that the prices remain at reasonable levels. The adoption of intellectual property rights has encouraged innovation. The challenges ahead for the Indian pharmaceutical industry lie in not only increasing the sales in existing areas, but the development of new products. Even though low cost manufacturing capability is strength for Indian pharmaceutical companies, it is also vital for those targeting exports to regulated markets to maintain systems and processes that ensure product quality, thus increasing the investment requirement of the company. Maintaining a profitable product pipeline, keeping in view the manufacturing complexities and competitive pressures, remains a challenge.

Our proactive approach has been instrumental in overcoming the threats in the past and allowed us to maintain consistent growth performance yet contract manufacturing has its own inherent threat.

### Performance Review

During the financial year 2011-12, Export Sales increased to ₹ 2044.54 lakhs as compared to ₹ 1504.10 lakhs in the financial year 2010-11. The Company achieved Domestic Sales of ₹ 2070.80 lakhs as compared to ₹ 2271.17 lakhs in financial year 2010-11. The profit after tax in financial year 2011-12 improved to ₹ 108.60 lakhs as compared to ₹ 77.64 lakhs in financial year 2010-11.

### Internal Control Systems & Adequacy

The Company has adequate internal control systems including suitable monitoring procedures commensurate with its size and nature of business. The internal control systems provide for well-defined policies, guidelines, authorizations and approval procedures and ensure optimum use and protection of resources and compliance with the policies and procedures. The Company has a well defined system of management reporting and periodic review of business to ensure timely decision-making. The Company endeavors to review and update these as an ongoing practice.

### Human Resources

The human resource plays an important and vital role in the growth and success of an organization. The Company recruits, develops and employs suitably qualified, capable and experienced persons, as per requirement. The Company has maintained cordial and harmonious relations with all employees. The Company has Reward and Recognition Programme.

## 22nd Annual Report 2011-2012

### AUDITORS' REPORT

To the members of  
**BDH INDUSTRIES LIMITED**

1. We have audited the attached Balance Sheet of BDH INDUSTRIES LIMITED (hereinafter called as "The Company") as at 31st March, 2012 and the Statement of Profit and Loss and the Cash Flow Statement of the Company for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with standards of auditing generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 (hereinafter referred to as the "Act"), we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we state that: -
  - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - d. In our opinion, the Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this report have been prepared in compliance with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
  - e. On the basis of the written representation received from the Directors and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2012 from being appointed as a director of the Company 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 together with Significant Accounting Policies and Notes thereon give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
    - (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012,
    - (b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date, and
    - (c) In respect of Cash Flow Statement, of the cash flows for the year ended on that date.

**For L. J. KOTHARI & CO.**

Chartered Accountants  
Firm Registration No.105313W

Place: Mumbai

Date: July 30, 2012

**Lalit Kothari**  
*Proprietor*

Membership No.30917

### ANNEXURE REFERRED TO IN PARAGRAPH 3 OF AUDITORS' REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2012 OF BDH INDUSTRIES LIMITED

On the basis of such checks as were considered appropriate and according to the information and explanations given to us during the course of audit, we state that:

- I. In respect of Fixed Assets
  - (a) The Company has maintained proper records, showing full particulars including quantitative details and situation of fixed assets.
  - (b) The fixed assets have been physically verified by the management at reasonable intervals during the year. No discrepancies were noticed on such verification.
  - (c) During the year the Company has not disposed off substantial part of fixed assets and the going concern status of the Company is not affected.
- II. In respect of Inventories
  - (a) The inventory has been physically verified by the management during the year. In our opinion the frequency of the verification is reasonable.
  - (b) In our opinion, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been adequately dealt with in the books of account.



- III. In respect of Loans
- (a) The rate of interest and other terms and conditions of unsecured loans continued by the company from its directors are prima facie not prejudicial to the interest of the company.
- (b) The Company has neither taken nor given any loans, secured or unsecured, during the year from / to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (c) The Company is regular in repaying the principal amounts as stipulated wherever applicable.
- IV. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business for purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanation given to us during the course of audit, no major weakness has been noticed in these internal control systems.
- V. In respect of transaction covered under section 301 of the Companies Act, 1956:
- (a) In our opinion, the transactions that need to be entered into the register maintained under section 301 of the Act have been so entered.
- (b) In our opinion, the transaction of sale of goods made in pursuance of Contract or arrangement entered in the Register maintained u/s 301 of the Companies Act, 1956 as exceeding the value of ₹ 5,00,000/- (Rupees Five Lacs only) or made in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at relevant time.
- VI. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of section 58A, 58AA or any other relevant provisions of Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.
- VII. In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.
- VIII. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 in respect of its products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the accounts and records with a view to determine whether these are accurate or complete.
- IX. In respect of Statutory Dues:
- (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education Protection Fund Employees' State Insurance, Income Tax, Wealth Tax, service Tax, Sales Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Customs Duty and Cess were outstanding as at March 31, 2012 for a period of more than six months from the date they became payable,
- (c) According to the information and explanations given to us, the dues in respect of Income Tax, Wealth Tax, Sales Tax, Customs Duty Excise Duty and Cess on account of dispute are as follows:

Nature of Statute	Nature of Dues	Amount (₹ In Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act	Income Tax	78.44	1998-1999, 1999-2000, 2000-2001, 2001-2002, 2002-2003, 2003-2004	Appellate Authorities at various stages

- X. The Company has no accumulated losses. The company has not incurred any cash loss during the year covered by our audit and the immediately preceding financial year.
- XI. In our opinion, the Company has not defaulted in repayment of dues to a financial institution or bank.
- XII. In our opinion, the Company has not granted any loans on the basis of security by way of pledge of shares, debentures or other securities.
- 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. In our opinion, the company is not dealing in or trading in shares, securities, debentures or other investments. Therefore the provisions of clause 4 (xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- XV. In our opinion, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- XVI. The Company has not availed any term loan during the year.
- XVII. On the basis of overall examination of Balance Sheet of the Company, we are of the opinion that no funds raised on short term basis have been utilized for long term investment. No long term funds have been used to finance short term assets except permanent working capital.
- XVIII. The Company has not made any preferential allotment of shares during the year.
- XIX. The Company has not issued any debentures during the year.
- XX. The Company has not made any public issue during the year therefore the provisions of clause 4 (xx) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- XXI. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

**For L. J. KOTHARI & CO.**  
Chartered Accountants

Firm Registration No.105313W

**Lalit Kothari**  
Proprietor

Membership No.30917

Place: Mumbai

Date: July 30th, 2012

## 22nd Annual Report 2011-2012

### BALANCE SHEET AS AT 31st MARCH, 2012

Particulars	Note No.	As at 31.03.12 ₹ in Lakhs	As at 31.03.11 ₹ in Lakhs
<b>EQUITY AND LIABILITIES</b>			
<b>I Shareholders' funds</b>			
(a) Share Capital	1	593.94	593.94
(b) Reserves and Surplus	2	1,492.13	1,424.94
<b>II Non-current liabilities</b>			
(a) Long Term Borrowings	3	-	110.88
(b) Deferred Tax Liabilities (Net)	4	68.55	76.86
(c) Long Term Provisions	5	53.93	52.67
<b>III Current liabilities</b>			
(a) Short Term Borrowings	6	604.77	763.68
(b) Trade Payables	7	504.15	309.28
(c) Other Current Liabilities	8	87.54	23.11
(d) Short Term Provisions	9	40.14	33.57
<b>TOTAL</b>		<b>3445.15</b>	<b>3388.93</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>I Fixed assets</b>			
(i) Tangible Assets	10	1,527.10	1,611.17
(ii) Capital Work-in-Progress	10	1.82	-
<b>II Current assets</b>			
(a) Inventories	11	368.88	517.07
(b) Trade Receivables	12	741.96	887.29
(c) Cash and Cash Equivalents	13	608.65	71.68
(d) Short Term Loans and Advances	14	196.74	301.72
<b>TOTAL</b>		<b>3445.15</b>	<b>3388.93</b>
Significant Accounting Policies and Notes form part of the Financial Statements.	22		

As per our attached report of even date

**For L. J. Kothari & CO.**

Firm Registration Number:105313W  
Chartered Accountants

**L.J. KOTHARI**  
Proprietor  
Membership No.30917

For and on Behalf of the Board

**JAYASHREE NAIR**  
Chairperson & Managing Director

**S. C. KACHHARA**      **KARTHIKA NAIR**  
Executive Director      Director

**NIKITA PHATAK**  
Company Secretary

Mumbai, July 30th 2012





**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2012**

Particulars	Note No.	2011-12	2010-11
		₹ in Lakhs	₹ in Lakhs
<b>I. Revenue from operations (Gross)</b>	15	4,165.64	3,840.05
Less : Excise Duty		150.60	108.19
<b>Revenue from operations (Net)</b>		<b>4,015.04</b>	<b>3,731.86</b>
<b>II. Other income</b>	16	13.92	0.08
<b>III. Total Revenue (I + II)</b>		<b>4,028.96</b>	<b>3,731.94</b>
<b>IV. Expenses:</b>			
Cost of materials consumed	17	2,656.61	2,385.12
Changes in inventories of finished goods and work-in-progress	18	120.10	356.04
Employee benefits expense	19	322.49	310.23
Finance costs	20	93.02	95.22
Depreciation	10	96.17	72.14
Other expenses	21	579.81	410.53
<b>Total expenses</b>		<b>3,868.20</b>	<b>3,629.28</b>
<b>V. Profit before tax</b>		<b>160.76</b>	<b>102.66</b>
<b>VI. Tax expense:</b>			
(1) Current tax		60.47	31.72
(2) Deferred tax		(8.31)	(6.70)
<b>VII. Profit for the period (V-VI)</b>		<b>108.60</b>	<b>77.64</b>
<b>VIII. Earnings per equity share:</b>			
Basic & Diluted		<b>1.89</b>	<b>1.35</b>
Significant Accounting Policies and Notes form part of the Financial Statements.	22		

As per our attached report of even date  
**For L. J. Kothari & CO.**  
 Firm Registration Number: 105313W  
 Chartered Accountants

For and on Behalf of the Board

**L.J. KOTHARI**  
 Proprietor  
 Membership No. 30917

**JAYASHREE NAIR**  
 Chairperson & Managing Director

**S. C. KACHHARA**      **KARTHIKA NAIR**  
 Executive Director      Director

**NIKITA PHATAK**  
 Company Secretary

Mumbai, July 30th, 2012

## 22nd Annual Report 2011-2012

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2012

PARTICULARS	2011-12 ₹ in Lakhs	2010-11 ₹ in Lakhs
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
PROFIT BEFORE TAX AND EXTRA ORDINARY ITEMS	160.76	102.66
ADD: LOSS ON SALE OF TANGIBLE ASSETS	-	7.88
LESS : PROFIT ON SALE OF TANGIBLE ASSETS	0.17	-
ADD: PROVISION FOR GRATUITY	5.30	5.29
	165.89	115.83
<b>ADJUSTMENTS</b>		
DEPRECIATION	96.17	72.14
INTEREST PAID	93.02	95.22
MISC. EXPENDITURE WRITTEN OFF	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	355.08	283.19
<b>ADJUSTMENTS</b>		
(INCREASE)/DECREASE TRADE AND OTHER RECEIVABLES	235.67	184.41
(INCREASE)/ DECREASE INVENTORIES	148.19	330.83
INCREASE/ (DECREASE) TRADE PAYABLES	264.35	(135.17)
CASH GENERATED FROM THE OPERATIONS	1,003.29	663.26
INTEREST PAID	(93.02)	(95.22)
DIRECT TAX PAID	(46.00)	(30.50)
CASH FLOW BEFORE EXTRA ORDINARY ITEMS	864.27	537.54
EXTRA ORDINARY ITEMS	-	-
NET CASH FROM OPERATING ACTIVITIES	864.27	537.54
<b>B) CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
PURCHASE OF FIXED ASSETS	(15.38)	(152.04)
SALE OF FIXED ASSETS	0.26	2.04
NET CASH FROM INVESTMENT ACTIVITIES	(15.12)	(150.00)
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
PROCEEDS FROM BORROWINGS - SHORT TERM	(158.91)	(404.19)
REPAYMENT OF TERM LOAN	(110.88)	-
DIVIDEND PAID (Includes Dividend Distribution Tax)	(33.57)	-
	(303.36)	(404.19)
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	545.79	(16.65)
CASH AND CASH EQUIVALENTS OPENING BALANCE	62.87	79.52
CASH AND CASH EQUIVALENTS CLOSING BALANCE	608.65	62.87

#### Notes

- The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Accounting Standard - 3 issued by the Institute of Chartered Accountants of India.
- Figures in brackets reflect cash outflows

As per our attached report of even date  
**For L. J. KOTHARI & CO.**  
 Firm Registration Number 105313W  
 Chartered Accountants

**L.J.KOTHARI**  
 Proprietor  
 Membership No.30917  
 Mumbai, July 30th 2012

For and on Behalf of the Board

**JAYASHREE NAIR** Chairperson & Managing Director

**S.C. KACHHARA** Executive Director

**KARTHIKA NAIR** Director

**NIKITA PHATAK** Company Secretary


**Note No. 1  
SHARE CAPITAL**

(₹ in Lakhs)

PARTICULARS	As at	
	31.03.12	31.03.11
<b>Authorised</b>		
75,00,000 Equity Shares of ₹ 10 each	<b>750.00</b>	<b>750.00</b>
<b>Issued</b>		
61,21,500 Equity Shares of ₹ 10 each (57,57,300 Equity Shares of ₹ 10 each and 3,64,200 Equity Shares of ₹ 10 each, ₹ 5 paid up)	<b>593.94</b>	<b>593.94</b>
<b>Subscribed and Paid Up</b>		
57,57,300 Equity Shares of ₹ 10 each	575.73	575.73
Add : Forfeited Shares 3,64,200 Equity Shares of ₹ 10 each, paid up to the extent of ₹ 5 each	18.21	18.21
<b>TOTAL</b>	<b>593.94</b>	<b>593.94</b>

**a) Terms and Rights attached to Equity Shares :**

The company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets after discharging all liabilities of the Company, in proportion to their shareholding. For the year ended 31st March, 2012 the amount of dividend recognized as distribution to equity shareholders is ₹ 0.60 per share (Previous year - ₹ 0.50 per share) as proposed dividend.

**b) Shares in the company held by each shareholder holding more than 5% shares :**

Name of Shareholder	As at 31/03/2012		As at 31/03/2011	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Jayashree Nair	1,265,240	21.98%	1,265,240	21.98%
Laxmi Nair	464,380	8.07%	464,380	8.07%
Karthika Nair	448,980	7.80%	448,980	7.80%
Padma Kaimal	332,120	5.77%	332,120	5.77%

**Note No.2  
RESERVES & SURPLUS**

(₹ in Lakhs)

PARTICULARS	As at	
	31.03.12	31.03.11
<b>Capital Reserves</b>	121.79	121.79
<b>Share Premium Account</b>	409.32	409.32
<b>Revaluation Reserve</b>		
Opening Balance	148.77	174.04
Written Off in during the year	(1.39)	(25.27)
Closing Balance	<b>147.38</b>	<b>148.77</b>
<b>General Reserve</b>		
Opening Balance	28.57	13.57
Transferred during the year	5.43	15.00
Closing Balance	<b>34.00</b>	<b>28.57</b>
<b>Surplus in Statement of Profit &amp; Loss</b>		
Opening Balance	716.49	672.42
Net Profit For the year	108.60	77.64
Proposed Dividend	(34.54)	(28.79)
Tax on Proposed Dividend	(5.60)	(4.78)
Transferred to General Reserves during the year	(5.43)	-
Provisions no longer required	0.11	-
Closing Balance	<b>779.63</b>	<b>716.49</b>
<b>TOTAL</b>	<b>1,492.13</b>	<b>1,424.94</b>

## 22nd Annual Report 2011-2012

### Note No.3

#### LONG TERM BORROWINGS

(₹ in Lakhs)

PARTICULARS	As at 31.03.12	As at 31.03.11
<b>Secured</b>		
Term Loan from Bank (Secured by assets acquired on Term Loan)	-	110.88
<b>TOTAL</b>	<b>-</b>	<b>110.88</b>

### Note No. 4

#### DEFERRED TAX LIABILITY (NET)

(₹ in Lakhs)

PARTICULARS	As at 31.03.12	As at 31.03.11
<b>Deferred Tax Liability on account of</b>		
- Depreciation	86.05	93.95
<b>Deferred Tax Asset on account of</b>		
- Provision for Gratuity	17.50	17.09
<b>TOTAL</b>	<b>68.55</b>	<b>76.86</b>

Deferred Tax Asset and Deferred Tax Liability have been offset as they relate to the same governing taxation laws.

### Note No.5

#### LONG TERM PROVISIONS

(₹ in Lakhs)

PARTICULARS	As at 31.03.12	As at 31.03.11
<b>Provision for Gratuity (Non Funded)</b>	<b>53.93</b>	<b>52.67</b>
<b>TOTAL</b>	<b>53.93</b>	<b>52.67</b>

### Note No.6

#### SHORT TERM BORROWINGS

(₹ in Lakhs)

PARTICULARS	As at 31.03.12	As at 31.03.11
<b>Secured</b>		
a) <b>Loans repayable on Demand from Banks</b>		
- FBC / EBP / EBD	336.74	238.88
- Letter of Credit	65.63	201.94
- Overdraft	23.16	1.20
- Packing Credit & Cash Credit	165.43	307.85
	<b>590.96</b>	<b>749.87</b>
<b>Unsecured</b>		
b) <b>Loans and advances from related parties</b>		
- Loans from Directors	13.81	13.81
<b>TOTAL</b>	<b>604.77</b>	<b>763.68</b>

#### Notes :

- i) FBC / EBP / EBD is secured by Export bills sent for collections / purchased and discounted.
- ii) Letter of Credit is secured by goods purchased thereunder.
- iii) Overdraft is secured by book debts of the company.
- iv) Packing Credit and Cash Credit is secured by hypothecation of stock.

**Note No.7****TRADE PAYABLES**

(₹ in Lakhs)

PARTICULARS	As at	As at
	31.03.12	31.03.11
Trade payables	504.15	309.28
<b>TOTAL</b>	<b>504.15</b>	<b>309.28</b>

The company has initiated the process of collecting the information from the creditors relating to registration status of suppliers under Micro, Small and Medium Enterprises Development Act, 2006.

**Note No.8****OTHER CURRENT LIABILITIES**

(₹ in Lakhs)

PARTICULARS	As at	As at
	31.03.12	31.03.11
Unpaid Dividend	2.47	-
Duties & Taxes	47.93	2.98
Advance received from customers	28.97	11.96
Deposits	8.17	8.17
<b>TOTAL</b>	<b>87.54</b>	<b>23.11</b>

Unpaid Dividend does not include any amount to be credited to Investor Education and Protection Fund.

**Note No.9****SHORT TERM PROVISIONS**

(₹ in Lakhs)

PARTICULARS	As at	As at
	31.03.12	31.03.11
Proposed Dividend	34.54	28.79
Provision for Tax on Proposed Dividend	5.60	4.78
<b>TOTAL</b>	<b>40.14</b>	<b>33.57</b>

**Note No.10****FIXED ASSETS**

(₹ in Lakhs)

PARTICULARS	GROSS BLOCK			DEPRECIATION						NET BLOCK		
	As at 01.04.11	Additions	Disposal	As at 31/03/12	Upto 31/03/11	On Opening Balance	On Additions	On Disposal	On Depreciation For the Year	As At 31/03/12	As At 31/03/12	As at 31/03/11
Land	601.80	-	-	601.80	-	-	-	-	-	-	601.80	601.80
Leasehold Land (Waluj)	10.65	-	-	10.65	-	-	-	-	-	-	10.65	10.65
Leasehold Land(Kudal)	2.28	-	-	2.28	-	-	-	-	-	-	2.28	2.28
Shed at Umbergaon	6.53	-	-	6.53	-	-	-	-	-	-	6.53	6.53
Building	439.82	-	-	439.82	183.31	14.69	-	-	14.69	198.00	241.83	256.51
Plant & Machinery	707.75	11.61	0.54	718.82	259.07	33.59	0.30	0.02	33.91	292.98	425.84	448.23
Punches ,Dies, blokes	40.48	-	-	40.48	21.23	19.25	-	-	19.25	40.48	-	19.25
Laboratory Apparatus	67.39	0.16	-	67.55	27.59	3.20	0.01	-	3.21	30.80	36.75	39.80
Air Conditioners	189.32	0.17	-	189.49	71.97	8.99	0.01	-	9.00	80.96	108.52	117.36
Motor Car	21.48	-	-	21.48	11.22	2.04	-	-	2.04	13.26	8.22	10.27
Furniture & Fixtures	38.17	-	-	38.17	32.64	2.42	-	-	2.42	35.05	3.11	5.53
Electrical Installation	149.56	-	-	149.56	69.39	7.10	-	-	7.10	76.50	73.06	80.17
Office Equipments	19.72	0.54	-	20.26	11.88	0.94	0.01	-	0.95	12.83	7.42	7.84
Computers	40.66	1.09	-	41.76	35.71	4.96	0.03	-	4.99	40.70	1.06	4.96
<b>TOTAL</b>	<b>2,335.62</b>	<b>13.57</b>	<b>0.54</b>	<b>2,348.65</b>	<b>724.01</b>	<b>97.18</b>	<b>0.36</b>	<b>0.02</b>	<b>97.56</b>	<b>821.55</b>	<b>1,527.10</b>	<b>1,611.17</b>
<b>Previous Year</b>	<b>2,183.58</b>	<b>152.04</b>	<b>-</b>	<b>2,335.62</b>	<b>650.92</b>	<b>70.30</b>	<b>3.23</b>	<b>-</b>	<b>73.53</b>	<b>724.45</b>	<b>1.82</b>	<b>-</b>
<b>CWIP</b>											<b>1.82</b>	<b>-</b>
<b>TOTAL</b>											<b>1,528.92</b>	<b>1,611.17</b>

Leasehold land at Waluj and Kudal are under agreement with MIDC.

## 22nd Annual Report 2011-2012

### Note No.11

#### INVENTORIES

(₹ in Lakhs)

PARTICULARS	As at 31.03.12	As at 31.03.11
Raw Material	178.07	147.13
Packing Material	69.17	128.20
Work In Progress	33.72	129.98
Finished Goods	87.92	111.76
<b>TOTAL</b>	<b>368.88</b>	<b>517.07</b>

### Note No.12

#### TRADE RECEIVABLES

(₹ in Lakhs)

PARTICULARS	As at 31.03.12	As at 31.03.11
<b>Outstanding for more than Six Months</b>		
Unsecured, Considered Good	70.42	380.31
<b>Others</b>		
Secured, Considered Good	254.33	168.15
Unsecured, Considered Good	417.21	338.83
<b>TOTAL</b>	<b>741.96</b>	<b>887.29</b>

### Note No.13

#### CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

PARTICULARS	As at 31.03.12	As at 31.03.11
Cash on Hand	0.08	0.72
<b>Balances with Banks</b>		
- In Current Accounts	28.58	5.45
- Unpaid Equity Dividend Account	2.47	-
<b>Fixed Deposits with Bank</b>		
- Upto 12 months	506.41	-
- More than 12 months	71.11	65.51
<b>TOTAL</b>	<b>608.65</b>	<b>71.68</b>

Fixed Deposits worth ₹ 71.11 Lakhs (previous year ₹ 65.51 Lakhs) are under lien with banks.

### Note No.14

#### SHORT TERM LOANS AND ADVANCES

(₹ in Lakhs)

PARTICULARS	As at 31.03.12	As at 31.03.11
<b>Security Deposits</b>		
Unsecured, Considered Good	21.57	30.26
<b>Advance given to Suppliers</b>		
Unsecured, Considered Good	61.92	37.61
<b>Balances with Government Authorities</b>	61.35	92.37
(Balances in Excise Records)		
Advance Income Tax (Net of Provisions)	34.37	37.34
<b>Prepaid Expenses</b>	9.03	5.84
<b>Export Incentive Receivable</b>	6.00	92.54
<b>Others</b>	2.50	5.75
<b>TOTAL</b>	<b>196.74</b>	<b>301.72</b>

**Note No.15****REVENUE FROM OPERATIONS**

(₹ in Lakhs)

<b>PARTICULARS</b>	<b>2011-12</b>	<b>2010-11</b>
<b>Sale of Products</b>		
- Domestic	2,070.80	2,271.17
- Export	2,044.54	1,504.10
<b>Sale of Services</b>		
Job Work Receipts	5.27	4.95
<b>Other Operating Revenue</b>		
Export Incentive	44.12	58.87
Miscellaneous Income	0.91	0.96
<b>TOTAL</b>	<b>4,165.64</b>	<b>3,840.05</b>

**DETAILS OF SALE OF PRODUCT**

(₹ in Lakhs)

<b>PARTICULARS</b>	<b>2011-12</b>	<b>2010-11</b>
Pharmaceutical Formulations like Tablets, Capsules, Ointment and Others	4,115.34	3,775.26

**Note No.16****OTHER INCOME**

(₹ in Lakhs)

<b>PARTICULARS</b>	<b>2011-12</b>	<b>2010-11</b>
Interest on FDR and Deposits	13.75	0.08
Profit on sale of Machinery	0.17	-
<b>TOTAL</b>	<b>13.92</b>	<b>0.08</b>

**Note No.17****COST OF MATERIAL CONSUMED**

(₹ in Lakhs)

<b>PARTICULARS</b>	<b>2011-12</b>	<b>2010-11</b>
<b>Raw Material</b>		
Opening Stock	147.13	127.10
Add : Purchases		
- Indigenous	1,336.74	1,109.22
- Imported	923.47	958.68
	2,260.21	2,067.90
Less : Closing Stock	178.07	147.13
<b>Sub-Total (A)</b>	<b>2,229.27</b>	<b>2,047.87</b>
<b>Packing Material</b>		
Opening Stock	128.20	123.02
Add : Purchases	368.31	342.43
Less : Closing Stock	69.17	128.20
<b>Sub-Total (B)</b>	<b>427.34</b>	<b>337.25</b>
<b>TOTAL (A+B)</b>	<b>2,656.61</b>	<b>2,385.12</b>

## 22nd Annual Report 2011-2012

### DETAILS OF MATERIALS CONSUMED

(₹ in Lakhs)

PARTICULARS	2011-12	2010-11
Sulphasalazine	494.85	531.38
Others	2,161.76	1,853.74
<b>TOTAL</b>	<b>2,656.61</b>	<b>2,385.12</b>

### Note No.18

### CHANGE IN INVENTORIES

(₹ in Lakhs)

PARTICULARS	2011-12	2010-11
<b>Work in Progress</b>		
Opening	129.98	363.12
Less : Closing	33.72	129.98
<b>Sub-Total (A)</b>	<b>96.26</b>	<b>233.14</b>
<b>Finished Goods</b>		
Opening	111.76	234.66
Less : Closing	87.92	111.76
<b>Sub-Total (B)</b>	<b>23.84</b>	<b>122.90</b>
<b>TOTAL (A+B)</b>	<b>120.10</b>	<b>356.04</b>

### Note No.19

### EMPLOYEE BENEFIT EXPENSES

(₹ in Lakhs)

PARTICULARS	2011-12	2010-11
Salaries & Wages	256.93	246.36
Contribution to PF, Pension Fund, ESIS & Others	33.55	32.10
Staff Welfare Expenses	32.01	31.77
<b>TOTAL</b>	<b>322.49</b>	<b>310.23</b>

### Note No.20

### FINANCE COST

(₹ in Lakhs)

PARTICULARS	2011-12	2010-11
Bank Charges	66.78	55.99
Bank Interest	26.24	39.23
<b>TOTAL</b>	<b>93.02</b>	<b>95.22</b>



**Note No.21****OTHER EXPENSES**

(₹ in Lakhs)

<b>PARTICULARS</b>	<b>2011-12</b>	<b>2010-11</b>
Books, Stationery, Subscription	9.80	7.24
Commission	140.51	39.28
Conveyance & Motor Car Expenses	6.32	2.72
Export General Expenses	44.29	32.41
Freight & Transport Charges	56.29	63.72
General Expenses	10.74	8.53
Insurance	8.03	10.86
Legal & Professional Charges	9.87	6.90
Postage and Telephone Expenses	6.28	7.19
Power, Fuel & Water Charges	133.98	123.47
Rates & taxes	11.73	6.85
Rent	0.40	0.12
Research, Development & Laboratory Expenses	16.26	15.73
Sales Tax	90.33	35.39
Travelling Expenses	3.41	3.19
Loss on Sale of Plant and Machinery	-	7.88
Share Listing Fees	0.25	0.15
Sitting Fees	0.80	0.54
<b>Repairs and Maintenance</b>		
Repairs to Building	8.75	18.11
Repairs to Machineries	13.24	11.67
Repairs - Others	6.57	6.76
<b>Auditors Remuneration</b>		
Audit Fees	1.15	0.90
Tax Audit Fees	0.25	0.22
Certification Fees	0.20	0.29
Reimbursement of Expenses	0.06	0.11
VAT Audit Fees	0.30	0.30
<b>TOTAL</b>	<b>579.81</b>	<b>410.53</b>

## 22nd Annual Report 2011-2012

### 22 NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

#### 1 GENERAL INFORMATION

BDH INDUSTRIES LIMITED is a public limited company engaged in manufacturing of therapeutic formulations covering wide range of pharmaceuticals. Its shares are listed on the Bombay Stock Exchange. The company caters to both domestic as well as international market.

#### 2 SIGNIFICANT ACCOUNTING POLICIES

##### i) BASIS FOR ACCOUNTING

a) The financial statements have been prepared to comply in all material respects with the notified accounting standards by the Companies (Accounting Standards) Rules 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention, on an accrual basis of accounting.

The classification of assets and liabilities of Company is done into current and non-current based on operating cycle of the business of the Company. The operating cycle of the business of the company is less than twelve months and therefore all current and non-current classifications are done based on status of realisability and expected settlement of the respective asset and liability within a period of twelve months from the reporting date as required by Revised Schedule VI to the Companies Act, 1956

b) The accounting policies adopted in the preparation of financial statements are consistent with those used in previous year.

##### ii) USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual result could differ from these estimates.

##### iii) FIXED ASSETS

Fixed Assets are recorded at cost of acquisition or construction less CENVAT/Service Tax/VAT credit availed.

##### iv) DEPRECIATION

Depreciation on fixed assets has been provided on the straight line method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

##### v) INVENTORIES

###### a) RAW MATERIAL

Raw Materials are valued at lower of cost or net realizable value.

###### b) PACKING MATERIAL

Packing Materials are valued at lower of cost or net realizable value.

###### c) WORK IN PROCESS

Work in Process are valued at cost. The cost of stock-in-process comprises of cost of purchases, cost of conversion and other cost incurred in bringing the inventories to its present location and condition.

###### d) FINISHED GOODS

Finished Goods are valued at lower of cost or net realizable value. The cost of Finished Goods comprises of cost of purchases, cost of conversion and other cost incurred in bringing the inventories to its present location and condition. Net realisable value is the estimate of the selling price in ordinary course of business as applicable.

##### vi) EMPLOYEE BENEFITS

a) Retirement benefit in the form of provident fund is a defined contribution scheme and contributions are charged to Statement of Profit and Loss for the year/period when the contributions are due.

b) Gratuity being a defined benefit obligation is provided at the end of each year/period.

##### vii) FOREIGN CURRENCY TRANSACTIONS

Transactions denominated in foreign currency are recorded at the exchange rate on the date of transaction. The exchange gain/loss on settlement/negotiation during year is recognised in the Statement of Profit and Loss.



### viii) REVENUE RECOGNITION

- a) Revenue from sale of product net of returns is recognized on transfer of all significant risk and rewards of ownership of the products on to the customers, which is generally on dispatch of goods and reflected in the accounts at gross realisable value i.e. inclusive of Excise Duty and VAT.
- b) Interest income is recognised on time proportion method basis taking into account the amounts outstanding and the rate applicable.

### ix) TAXATION

#### a) CURRENT TAX

Current Tax is calculated as per the provisions of Income Tax Act, 1961.

#### b) DEFERRED TAX

Deferred Tax is recognized on timing differences being the differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable rights exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities related to the taxes on income levied by same governing taxation laws.

The tax effect is calculated on the accumulated timing difference at the year end based on the tax rates and laws enacted or substantially enacted on balance sheet date.

### x) EXCISE DUTY, SERVICE TAX AND CENVAT

CENVAT credit utilised during the year is accounted in Excise Duty and unutilised balance at the year end is considered as advance excise duty.

### xi) CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents includes Cash in hand, demand deposits with bank and interest accrued thereon.

### xii) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is recognised when an enterprise has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

### xiii) PROPOSED DIVIDEND

Dividend proposed by the Board of Directors is provided in books of account, pending approval of members in Annual General Meeting.

## 3 Notes on Accounts

### i) Disclosure as required by Accounting Standard - AS 17 "Segment Reporting" issued by Institute of Chartered Accountants of India

The entire operations of the Company relate only to one segment viz. pharmaceuticals. As such, there is no separate reportable segment under Accounting Standard - AS 17 on Segment Reporting.

### ii) Disclosure as required by Accounting Standard - AS 18 "Related Parties" issued by Institute of Chartered Accountants of India

#### a) Key Management Personnels

##### Name of Related Party

Mrs. Jayashree Nair (Chairperson and Managing Director)

Mr. S.C.Kachhara (Executive Director)

Mrs. Karthika Nair (Non - Executive Director)

#### b) Relatives of Key Management Personnels

##### Name of Related Party

Mr. G.L.Kachhara

Mr. Ankit Kachhara

#### c) Others

Karthika Nair Smarak Samithi

## 22nd Annual Report 2011-2012

### d) Details of Transactions relating to persons referred to in A, B & C above

(₹ in Lakhs)

PARTICULARS	2011-12	2010-11
<b>i) Details of Transactions relating to Key Management Personnels :</b>	47.45	42.75
1) Remuneration	0.20	0.14
2) Sitting Fees		
3) Loans Taken by Company	13.81	13.81
Opening Balance	0.00	0.00
Repaid during the year	0.00	0.00
Taken during the year		
	<u>13.81</u>	<u>13.81</u>
Closing Balance	0.00	0.00
4) Interest on Loan for the year		
<b>ii) Details of Transactions relating to Relatives of Key Management Personnels :</b>	1.50	1.09
1) Amount paid for Professional Services	3.89	2.95
2) Amount paid for Remuneration		
<b>iii) Details of Transactions relating to Others</b>	0.40	0.12
1) Rent paid		
<b>iii) Disclosure as required by Accounting Standard - AS 20 "Earning Per Share" issued by Institute of Chartered Accountants of India</b>		
Earning Per Share is calculated by dividing the profit after tax by the number of equity shares.		

PARTICULARS	2011-12	2010-11
Profit after Tax (₹ in Lakhs)	108.60	77.64
No. of Shares	5,757,300	5,757,300
Basic EPS	1.89	1.35
Diluted EPS	1.89	1.35
Nominal Value per Share	₹ 10/-	₹ 10/-

### iv) Earnings in Foreign Exchange

PARTICULARS	2011-12	2010-11
FOB Value of Exports	2098.31	1457.35

### v) Expenditure in Foreign Exchange

PARTICULARS	2011-12	2010-11
Travelling Expenses	3.09	2.27
Commission on Exports	47.18	22.41

### vi) CIF Value of Imports

PARTICULARS	2011-12	2010-11
Raw Materials	829.94	834.52
Capital Goods	5.52	18.77

### vii) Contingent liabilities not provided for :

PARTICULARS	2011-12	2010-11
i) Bank Guarantees	147.07	77.40
ii) Appeals filed in respect of disputed demands by government authorities against the company		
- Income Tax	78.44	91.04

viii) The Company has reclassified the published previous years figures to conform to the norms of the Revised Schedule VI. The adoption of Revised Schedule VI does not impact recognition and measurement principles followed for preparation of the financial statements. However, it significantly impacts presentations and disclosures made in the financial statements.



# BDH INDUSTRIES LIMITED

Registered Office : Nair Baug, Akurli Road, Kandivli (East), Mumbai - 400 101.

## ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL  
(Joint Shareholders may obtain additional attendance slips on request)

D.P. Id*	
----------	--

Folio No.	
-----------	--

Client Id*	
------------	--

No. of share(s) held	
----------------------	--

NAME OF THE SHAREHOLDER
-------------------------

NAME OF THE PROXY
-------------------

I hereby record my presence at the Twenty Second Annual General Meeting of the Company at Swagath Bageecha, Bageecha Complex, Marve Road, Malad (West) Mumbai - 400 095 on Friday the 28th September 2012 at 3.00 p.m.

**SIGNATURE OF THE ATTENDING MEMBER/PROXY**

\*Applicable for investors holding shares in electronic form.

**NOTE : THIS ATTENDANCE SLIP IS VALID IN CASE SHARES ARE HELD ON THE DATE OF MEETING.**



# BDH INDUSTRIES LIMITED

Registered Office : Nair Baug, Akurli Road, Kandivli (East), Mumbai - 400 101.

## PROXY FORM

D.P. Id*	
----------	--

Folio No.	
-----------	--

Client Id*	
------------	--

No. of share(s) held	
----------------------	--

I / We \_\_\_\_\_

of \_\_\_\_\_ in the district of \_\_\_\_\_ being a

Member(s) of the above named company, hereby appoint \_\_\_\_\_

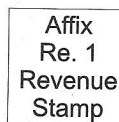
of \_\_\_\_\_ in the district of \_\_\_\_\_

or failing him \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ in the district of \_\_\_\_\_

as my/our Proxy to attend and vote for me/us and on my/our behalf at the TWENTY SECOND ANNUAL GENERAL MEETING of the Company held on Friday, the 28th September, 2012 at 3.00 p.m. and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2012



\* Applicable for investors holding shares in electronic form.

Signature (s) of the Shareholder (s)

- Note :
1. The Proxy Form duly completed should be deposited at the Registered Office of the Company at Mumbai not later than 48 hours before the time of the meeting.
  2. Company reserves the right to ask for identification of the proxy.
  3. Proxy cannot speak at the meeting.

## BDH : Product Range

- Analgesic/Antipyretic
- Acaricide
- Antiprotozoal
- Antiseptics
- Anti-Tuberculosis
- Antiasthmatics / Broncodilators
- Anticancer
- Antidiabetics
- Antifungal
- Antispasmodics

- Antiviral
- Anxiolytic / Antidepressants Sedative
- NSAID
- Narcotic-Analgesic
- Trichological
- Antacids
- Anthelmintics
- Anti-Glaucoma
- Anti-Psychotics
- Anti-Allergics

- Antibacterial
- Anticonvulsants
- Anti-Emetics
- Antimalarial
- Antiulcer
- Corticosteroids
- Cardiovascular
- Diuretics
- Vitamins & Minerals
- Skin Protective



Headache



Back and Muscular Pain

FOR EXTERNAL APPLICATION IN

- ➔ HEADACHE
- ➔ COUGH
- ➔ LUMBAGO

- ➔ COLD
- ➔ SPRAINS
- ➔ NEURALGIA



Head and Chest colds



FORTE PAIN BALM

### **Alkay - ER**

Potassium Chloride Extended Release  
Tablets U.S.P. 600 mg

### **ERYC EES**

ERYTHROMYCIN ETHYL SUCCINATE  
FOR ORAL SUSPENSION U.S.P.

## BOOK-POST

To,



When you deal with **BDH INDUSTRIES LIMITED** you are backed by a proven and successful company that can deliver a wide range of pharmaceutical and healthcare products you can trust.



**BDH**  
Industries Ltd.

Nair Baug, Akurli Road, Kandivli (East), Mumbai- 400101, India.

Tel.No.: +91-22-61551234, Fax No.: +91-22-28868349

E-mail: [info@bdhind.com](mailto:info@bdhind.com) / [bdhind@vsnl.com](mailto:bdhind@vsnl.com). Website : [www.bdhind.com](http://www.bdhind.com)