



BNR UDYOG LIMITED

- Board of Directors** : Shri B. N. Rathi - Chairman
Shri J. Vikramdev Rao
Shri T. Bharadwaj
Dr. B. Priyadarshini
Shri Kamal Rathi - Managing Director
- Auditors** : M/s. Laxminiwas & Jain,
Chartered Accountants,
Station Road, Nampally,
Hyderabad - 500 001.
- Bankers** : HDFC Bank Ltd.
The A.P. Mahesh Co-op. Urban Bank Ltd.
- Registered Office** : 6-3-650, Maheshwari Chambers,
218, 2nd Floor, Somajiguda,
Hyderabad - 500 082
Ph. : 23375791, 23375793
- Registrar & Share Transfer Agents** : Karvy Computer Share Private Limited
17 to 24, Vittal Rao Nagar,
Madhapur,
Hyderabad - 500 081
- Stock Exchanges (Listed)** : The Bombay Stock Exchange Ltd.
Phiroze, Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001



BNR UDYOG LIMITED

NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of the Members of BNR Udyog Limited will be held on Wednesday, the 22nd day of September 2010, at 10-00 a.m. at Rajasthani Graduates Association, 5-4-790/1, 1st Floor, Abids, Hyderabad - 500 001 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2010, Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Shri B.N. Rathi who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Dr. B. Priyadarshini who retires by rotation and being eligible offers herself for re-appointment.
5. To appoint the Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification(s) as may be permissible the following resolution as an ORDINARY RESOLUTION.

"RESOLVED that in accordance with the provisions of sections 198, 269, 309 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 and subject to the approval of the members of the company, Shri Kamal Rathi be and is hereby re-appointed as Managing Director of the company with following remuneration for a period of five years with effect from 18.01.2010 on the following terms and conditions.

- a) Remuneration :- Rs. 60,000/- (Rupees sixty thousand only) per month.
- b) Medical Reimbursement - Medical expenses incurred by the Managing Director for self and family including dependent parents subject to a ceiling of one month's salary per year or three month's salary in block of three years to be reimbursed.
- c) Leave Travel Concession - self and family including dependent parents to and from place in India once in a year in accordance with the rules of the company.
- d) Club Fees - Fees of Club to a maximum of two clubs will be allowed.
- e) Personal Accident - For an amount to cover within the annual insurance premium which does not exceed Rs. 5,000/-
- f) Provident Fund - Company's Provident Fund shall be 12% of the salary. It will not be taken as perquisite.
- g) Gratuity - Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- h) Car - Free use of company's car with driver for company's business. This will not be considered as perquisite.
- i) Telephone at Residence - Free use of telephone at residence for official purpose. This will not be considered as perquisite.
- j) Leave - On full pay and allowance as per rules of the company but more than one month's leave for every eleven months alongwith to be allowed. Leave not availed would be allowed to be encashed.
- k) Entertainment Expenses - The appointee shall be entitled to reimbursement of entertainment expenses actually and properly incurred for the business of the company.



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NOTES:

1. A member entitled to attend and vote at the Meeting is also entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a Member of the Company.
2. The instrument of proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than **48 hours before the commencement of the Meeting.**
3. The Register of members and the Share Transfer Books will remain closed from 13th September, 2010 to 22nd September, 2010 (both days inclusive).
4. Dividend on equity shares as recommended by the Directors for the financial year 31st March, 2010 when declared at the meeting will be paid on or after 7th October, 2010 to those shareholders whose names stand on the company's Register of Members as at the opening hours of 22nd September, 2010.
5. Members are requested to notify immediately any change in their address to the Company/Registrar.
6. Members/Proxies should bring the attendance slip duly filled in alongwith the Annual Report for attending the Meeting.

BY ORDER OF THE BOARD,

Place : Hyderabad
Date : 30.07.2010

KAMAL RATHI
Managing Director

Explanatory statement as required under section 173 of the Companies Act, 1956

ITEM NO. 5

Shri Kamal Rathi was re-appointed as Managing Director of the company as per the provisions of section 198, 269 & 309 read with schedule XIII for a period of 5yrs with effect from 18.01.2010 on a remuneration as mentioned in the resolution. The remuneration committee and the Board thought it fit to increase the remuneration from Rs. 40,000/- to Rs. 60,000/-. The Board is of the view that the knowledge and experience of Shri Kamal Rathi will be of immense help to the company and therefore, recommends the resolution for the approval of the members.

None of the Directors except Shri Kamal Rathi and Shri B.N. Rathi may be deemed to be interested in the above resolution.

A brief resume of Shri B.N. Rathi and Dr. B. Priyadarshini as per clause 49 of the Listing Agreement.

Shri B.N.Rathi is a Bachelor in Arts and is the promoter director of the company. He has a vast experience in the field of capital market and banking related activities. He is the Chairman of the company and his guidance and experience is essential for the growth of the company. Hence his re-appointment as a Director is recommended..

Dr. B. Priyadarshini is a MBBS and Medical Practitioner by Profession. She has a wide experience in the field of Medicine which is of immense help in the Medical Transcription activity of the company. Hence, her re-appointment as a director is recommended.

BY ORDER OF THE BOARD,

Place : Hyderabad
Date : 30.07.2010

KAMAL RATHI
Managing Director



BNR UDYOG LIMITED

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting the 16th Annual Report of your company together with the Audited Statement of Accounts for the year ending 31st March, 2010.

1. FINANCIAL RESULTS :

The financial results for the year ended 31st March, 2010 are summarised as under :

	<u>2009-10</u>	<u>2008-09</u>
Total Income	144.84	213.08
Total Expenditure	113.92	172.16
Profit before Tax	30.92	40.92
Less : Provision for Taxation	(5.87)	3.08
Profit after Tax	36.79	37.84
Balance of Profit b/f	101.40	103.66
Profit available for appropriation	138.19	141.50
Less : (i) Proposed Dividend	30.00	30.00
Less : (ii) Tax on Dividend	5.10	5.10
Less : (iii) Transferred to Reserve Fund	5.00	5.00
Balance carried to Balance Sheet	98.09	101.40

2. DIVIDEND :

The Board of Directors have recommended dividend @ 10% on the paid up equity share capital of the company for the year ended 31st March, 2010. The dividend will be paid when declared by the shareholders in accordance with law. The dividend will be free of tax in the hands of shareholders. However, the company will have to pay dividend distribution tax plus applicable surcharge and education cess.

3. OPERATIONS / REVIEW OF PERFORMANCE :

The Performance of the Company was reasonably good for the Financial year 2009-2010. The Medical Transcription business is doing good inspite of global recession.

4. DIRECTORS:

Shri B.N. Rathi and Dr. B. Priyadarshini Directors of the company retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

5. DIRECTORS' RESPONSIBILITY STATEMENT

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

- (i) The Annual Accounts of the Company have been prepared in accordance with applicable Accounting Standards.
- (ii) The Company has been consistently following selected accounting policies and made judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit & Loss account of the Company.
- (iii) The Company has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safe guarding assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) The Annual Accounts have been prepared on a going concern basis.



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6. AUDITORS:

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

7. PARTICULARS OF EMPLOYEES:

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

8. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION :

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

9. FOREIGN EXCHANGE EARNINGS AND OUTGO :

During the financial year 2009-2010 receipts from Medical Transcription Division of the Company stood at Rs.1,09,29,398/- equivalent to US \$2,29,664.

10. LISTING :

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

11. FIXED DEPOSIT :

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

12. CORPORATE GOVERNANCE :

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

13. SEGMENTWISE PERFORMANCE :

Your Company considers Medical Transcription, Investment in shares and Real Estates as the primary segment for reporting.

14. ACKNOWLEDGEMENT :

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

On behalf of the Board of Directors,
Sd/-

Place : Hyderabad
Date : 30.07.2010

B. N. RATHI
Chairman



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure & Development

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

Opportunities & Strength

- Medical Transcription is in demand.
- Overseas companies are outsourcing their work due to low operating cost.
- Good Clientele.
- Dedicated and trained personnel.

Outlook

The company is looking for opportunities in the areas Medical Transcription and real estate. At present the company is working for a good number of clients and expects to grow considerably.

Risk & Concerns

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

Internal control system

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

Human Resource

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



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CORPORATE GOVERNANCE REPORT (As on 31.3.2010)

I. Philosophy

Corporate governance is the combination of good practice and compliance with laws and regulations leading to effective control and management of the organization. It is an on going process thereby ensuring transparency accountability & responsibility in our dealing with people working with it at all levels. The company believes that all its operations and actions must serve the goal of enhancing company value and retain shareholders trust over a period time. All mandatory compliances are complied and various committees are constituted as per the clause 49 of the Listing Agreement with the stock exchanges.

II. Board of Directors

a) Composition

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

b) Total No.of Board Meetings During the Year

	Date
First Meeting	29.04.2009
Second Meeting	29.07.2009
Third Meeting	29.10.2009
Fourth Meeting	29.01.2010

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

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



**III. Audit Committee
Composition**

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

During the Financial year four Audit Committee meetings were held on 29.04.2009, 29.07.2009, 29.10.2009 and 29.01.2010.

The functions of the Audit Committee include

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

IV Remuneration Committee

Shri J. Vikramdev Rao	-	Chairman
Shri T. Bharadwaj	-	Member
Dr. B. Priyadarshini	-	Member



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The committee met on 18.01.2010 to review and fix the remuneration and perquisites payable to Shri Kamal Rathi on his re-appointment as the Managing Director of the company. None of the Directors are paid any remuneration except sitting fees.

Details of remuneration of all Directors during the Financial year.

Name	Designation	Sitting fee Rs.	Salary & Benefits Rs.
Shri B.N.Rathi	Director	6000	-
Shri J.Vikram Dev Rao	Director	4500	-
Shri T. Bharadwaj	Director	6000	-
Dr. B. Priyadarshini	Director	6000	-
Shri Kamal Rathi	Mg. Director	-	5,83,227

V. Shareholder Investor Grievances Committee

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

VI. General Body Meetings :

- i) Location and time, where last three AGMs held :

Date held on	Time	Venue	No. of Special Resolution passed
10.09.2009	10.30 a.m.	Rajasthani Graduates Association 5-4-790/1, 1st Flr. Abids, Hyderabad	Nil
25.09.2008	9.30 a.m.	Rajasthani Graduates Association 5-4-790/1, 1st Flr. Abids, Hyderabad	02
22.09.2007	10.30 a.m.	Rajasthani Graduates Association 5-4-790/1, 1st Flr. Abids, Hyderabad	Nil

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

VII. Disclosures

No transaction of material nature has been entered into by the company with its Directors or Management and their relatives etc. that may have a potential conflict with the interest of the company. The Register of contracts containing transactions in which directors are interested is placed before the Board regularly.



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

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

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

VIII. Means of Communication

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

Management Discussion and Analysis forms part of the Annual Report.

IX. General Shareholder Information

- i) Annual General Meeting
 - Date : 22nd September, 2010
 - Time : 10.00 a.m.
 - Venue : Rajasthani Graduates Association
- ii) Financial Year : 1st April, 2009 to 31st March, 2010
- iii) Date of Book Closure : 13th September, 2010 to 22nd September, 2010
- iv) Listing on Stock Exchanges : BSE
- v) Stock Code : 530809-BSE
- vi) Stock Market Data : Insignificant trading with another significantly lower than par value of Rs. 10/- per share.

The details of monthly highest and lowest closing quotations of the equity shares of the company at the Bombay Stock Exchange Ltd. during financial year 2009-2010 are as under :-

Quotation at Bombay Stock Exchange Ltd.

Month	High	Low	Month	High	Low
April	7.47	5.80	October	12.83	10.15
May	8.17	6.72	November	11.95	9.39
June	9.53	7.35	December	13.09	11.22
July	13.49	8.54	January	13.90	11.85
August	14.56	12.31	February	13.85	10.66
September	13.94	12.40	March	13.38	11.18



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

X. Distribution of shareholding

S.No.	Category		No. of Cases	% of Cases
	From	To		
01.	1	5000	974	80.16
02.	5001	10000	100	8.23
03.	10001	20000	54	4.44
04.	20001	30000	41	3.37
05.	30001	40000	14	1.15
06.	40001	50000	07	0.58
07.	50001	100000	07	0.58
08.	100001	& above	18	1.49
Total:			1215	100.00

Share holding Pattern as on 31st March, 2010

Category	No. of shares	Percentage of Holding
Promoters, their family	2112269	70.41
Private, Corporate Bodies	153642	5.12
Indian Public	734089	24.47
Total	3000000	100.00

xi) Dematerialisation of shares

11,06,820 shares are dematerialized as on 31.03.2010. Since the company shares are traded in electronic form.

ISIN : Equity Shares Fully Paid : INE355C01016

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

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

xiii) Address for correspondence and share transfer

M/s Karvy Computer Share Private Limited
 17 to 24, Vittal Rao Nagar, Madhapur,
 Hyderabad - 500 081



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Details of Directors seeking re-appointment

Name	Age	Qualification	Date of Appointment	Area of Expertise	Other Directorship
Shri B.N. Rathi	89 yrs	B.A.	29.11.1994	Capital Market & Banking	B.N. Rathi Securities Ltd. Suryavanshi Spinning Mills Ltd. BNR Capital Services Pvt. Ltd.
Dr. B. Priyadarshini	49 yrs	M.B.B.S.	30.07.2008	Medicine	Nil



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

To,
The Members of
BNR Udyog Limited.

We have examined the Compliance with Conditions of Corporate Governance by BNR Udyog Limited for the year ended 31st March, 2010 as stipulated in clause 49 of the Listing Agreement with Stock Exchanges.

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

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

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

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

For **LAXMINIVAS & JAIN**
Chartered Accountants
Firm Registration No. 001859S

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

Place : Hyderabad
Date : 30.07.2010

DECLARATION :

It is confirmed that all directors and senior management personnel of the company have affirmed compliance with the Code of Conduct of the company for the financial year ended 31st March, 2010 as envisaged in clause 49 of the listing agreement with the stock exchange.

For **BNR UDYOG LIMITED**

Place : Hyderabad
Date : 30.07.2010

KAMAL RATHI
Managing Director



BNR UDYOG LIMITED

COMPLIANCE CERTIFICATE

Registration No. of the company : 18841

Nominal Capital : Rs. 500.00 Lacs

To,
The Members,
BNR UDYOG LIMITED
218, 2nd Floor, 6-3-650, Maheshwari Chambers,
Somajiguda, Hyderabad -500 082

We have examined the registers, records, books and papers of BNR UDYOG LIMITED (the Company) as required to be maintained under the Companies Act, 1956, and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the company for the financial year ended on 31st March, 2010 (Financial year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents. We certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure A to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The company has duly filed the forms and the returns as stated in Annexure B to this certificate, with the Registrar of Companies, Regional Director, Central Government, company Law Board or other authorities with the prescribed under the Act and the rules made thereunder.
3. The company being a Public Limited company, comments are not required.
4. The Board of Directors duly met **Four times on 29.04.09, 29.07.09, 29.10.09, 29.01.10** in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the minutes book maintained for the purpose.
5. The company closed its Register of Members, from 1st September, 2009 to 10th September, 2009 and necessary compliance of section 154 of the Act has been made
6. The Annual General Meeting for the financial year ended 31.03.2009 was held on 10.09.2009 after giving due notice to the members of the company and the resolutions passed thereat were recorded in the Minutes book maintained for the purpose.
7. The company has not advanced any loans to Directors or persons or firms or companies referred to U/s 295 of the Act.
8. The company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
9. The company has made necessary entries in the register maintained under section 301 of the Act.
10. As there was no instance falling within the purview of section 314 of the Act., the company has not obtained any approvals from the Board of Directors, Members or Central Government.
11. The company has not issued any duplicate share certificates during the financial year.



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12. The company has:
 - a) Delivered the certificates on allotment of securities and on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
 - b) The company has deposited the dividend amount in a separate Bank account as dividend was declared during the financial year.
 - c) The company posted the dividend warrants to all members of the company as dividend was declared during the financial year.
 - d) Duly complied with the requirements of Section 217 of the Act.
13. The Board of Directors of the company is duly constituted. There was no appointment of additional director during the financial year. There was no appointment of alternate directors and directors to fill casual vacancies during the financial year.
14. The company has not appointed any Managing Director/Whole-time Director/Manager during the financial year.
15. The company has not appointed any sole-selling agents during the financial year.
16. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such other authorities prescribed under the various provisions of the Act, during the financial year.
17. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
18. The company has not issued any shares, debentures or other securities during the financial year.
19. The company has not bought back any shares during the financial year.
20. There was no redemption of preference shares or debentures during the financial year.
21. There was no transaction necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
22. The company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
23. The company has made borrowings of Rs. 18.67 lakhs during the financial year ended 31.03.2010
24. The company has given a loan of Rs. 10.00 lakhs to a partnership firm. The company has not given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
25. The company has not altered the provisions of the Memorandum with respect to the situation of the company's registered office from one state to another during the year under scrutiny.
26. The company has not altered the provisions of the Memorandum with respect to the Objects of the company during the year under scrutiny.
27. The company has not altered the provisions of Memorandum with respect to the name of the company during the year under scrutiny.
28. The company has not altered the provisions of the Memorandum with respect to the Share Capital of the company during the year under scrutiny.



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

Place: Hyderabad
Date : 01.07.2010

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

Annexure A

Registers as maintained by the company:

Statutory Registers:

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

Other Registers:

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

ANNEXURE B

Forms and Returns as filed by the company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending 31st March 2010.

Form No.	Filed U/s.	For	Remarks
Sch. VI	Sec 220	Audited Accounts of the Company	Filed on time
Sch. V	Sec 159	Annual Returns	Filed on time
Form 66	Sec 383A	Compliance Certificate	Filed on time
Form 18	Sec 146	Shifting of Registered office	Filed on time
Form 32	Sec 303(2)	Resignation of Director	Filed on time



BNR UDYOG LIMITED

AUDITORS' REPORT

To,

**The Members,
BNR UDYOG LIMITED
6-3-650, Maheshwari Chambers,
218, 2nd Floor, Somajiguda, Hyderabad - 82**

We have audited the attached Balance Sheet of **BNR UDYOG LIMITED** as at 31.03.2010, the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

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

1. Further to our comments in the Annexure referred to above, we report that:
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;



BNR UDYOG LIMITED

- (e) On the basis of written representations received from the directors, as on 31st March 2010 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
- (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the Accounting Policies and Notes forming part of accounts appearing in Schedule No. **XI** give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the company as at 31st March 2010;
 - (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For LAXMINIWAS & JAIN
Chartered Accountants
Firm Registration No. 001859S

Sd/-
Suresh Kumar Jain
Partner
Membership No. 018465

Place: Hyderabad
Date: 30.07.2010



BNR UDYOG LIMITED

ANNEXURE TO AUDITOR'S REPORT

Re: **BNR UDYOG LIMITED**

[Referred to in our report of even date]

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

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

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

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

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

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

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

(iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of property, shares, other securities and fixed assets and with regard to sale of property, shares, and other securities and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.

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

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



BNR UDYOG LIMITED

register maintained under Section 301 of the Companies Act, 1956 and exceeding value of Rupees five lakhs in respect of each party have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.

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

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

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

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

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, customs duty, wealth-tax, service tax, excise duty and cess were in arrears as at 31st March 2010 for a period of more than 6 months from the date they became payable.

(c) According to the information and explanations given to us, there are no dues of income tax, sales tax, customs duty, wealth-tax, service tax, excise duty and cess which have not been deposited on account of any dispute.

(x) In our opinion, the company has no accumulated losses as at 31.03.2010 and it has not incurred any cash losses in the current year and immediately preceding financial year.

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

(xii) In our opinion and according to the information and explanations given to us, the company is properly maintaining adequate documents and records for the loans and advances if any granted on the basis of security by way of pledge of shares, debentures and 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) According to information and explanations given to us, the company has



BNR UDYOG LIMITED

maintained proper records of transactions and contracts in respect of trading in shares, debentures and other securities and timely entries have been made therein. The investments are held by the company in its own name or held with valid transfer forms.

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

(xvi) According to the information and explanations given to us, the company has obtained term loans which have been applied for the purpose for which they were raised.

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

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

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

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

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

For LAXMINIWAS & JAIN
Chartered Accountants
Firm Registration No. 001859S

Sd/-

Suresh Kumar Jain
Partner
Membership No. 018465

Place: Hyderabad
Date: 30.07.2010



BNR UDYOG LIMITED

BALANCE SHEET AS AT 31st March, 2010

Particulars	Schedules	(Rupees)	As at 31-03-2010 (Rupees)	(Rupees)	As at 31-03-2009 (Rupees)
A. SOURCES OF FUNDS					
1. Share Holders Funds					
(a) Share Capital	I		3,00,00,000		3,00,00,000
(b) Reserves & Surplus	II		1,80,09,141		1,78,39,652
2. Loan Funds					
(a) Secured Loans			18,66,506		1,81,277
(b) Unsecured Loans	III		----		----
3. Deferred Tax Liability					
			36,38,121		37,28,718
	TOTAL		5,35,13,768		5,17,49,647
B. APPLICATION OF FUNDS					
1. Fixed Assests					
(a) Gross Block	IV			1,95,48,318	
(b) Less : Depreciation		2,01,88,430		1,16,08,402	1,06,33,771
(c) Net Block		85,80,028	85,80,028	89,14,547	89,14,547
2. Investments					
	V		2,47,50,548		2,27,80,102
3. Current Assets, Loans & Advances					
(a) Inventories		70,13,543		70,13,543	
(b) Sundry Debtors		51,50,932		45,49,426	
(c) Cash & Bank Balances		73,15,450		79,46,194	
(d) Other Current Assets		15,44,201		14,25,785	
(e) Loans & Advances		44,14,327		34,74,065	
		2,54,38,453		2,44,09,013	
Less: Current Liabilities & Provisions	VII	52,55,261		43,54,015	
NET CURRENT ASSETS			2,01,83,192		2,00,54,998
	TOTAL		5,35,13,768		5,17,49,647

NOTES FORMING PARTS OF THE ACCOUNTS - XI

As per our report of even date.

For **LAXMINIWAS & JAIN**

Chartered Accountants

Firm Registration No. 001859S

Sd/-

Suresh Kumar Jain

Partner

M.NO. 018465

Place : Hyderabad

Date : 30.07.2010

For and on behalf of the Board

Sd/-

J. VIKRAM DEV RAO

Director

Sd/-

KAMAL RATHI

Managing Director



BNR UDYOG LIMITED

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

Schedules	For the Year ended 31-03-2010 (Rupees)	For the Year ended 31-03-2009 (Rupees)	
A. INCOME			
1. Income from Operations	VIII	1,44,72,194	2,01,75,789
2. Other Income	IX	11,410	11,32,482
TOTAL		1,44,83,604	2,13,08,271
B. EXPENDITURE			
1. Increase / Decrease in Stock in Trade		-----	46,45,050
2. Share Transfer Stamps/Demat/Dly. Charges		1,17,252	69,838
3. Managerial Remuneration		5,83,227	6,50,910
4. Financial Charges		1,41,873	57,332
5. Other Admnst. & Selling Expenses	X	95,74,980	1,00,72,289
6. Depreciation	IV	9,74,630	17,21,096
TOTAL		1,13,91,962	1,72,16,515
C. PROFIT BEFORE TAX (A-B)		30,91,642	40,91,756
D. LESS : PROVISION FOR TAX			
1. Current Tax		-----	30,649
Provision for Tax	4,57,330		4,36,120
Less Mat Credit	4,57,330		4,05,471
2. Deferred Tax		(90,597)	2,48,991
3. Fringe Benefit Tax		----	44,371
4. Adj. of earlier years Tax		(4,97,100)	(16,033)
E. PROFIT AFTER TAX		36,79,339	37,83,778
F. ADD :/(LESS) BALANCE BROUGHT FORWARD FROM THE PREVIOUS YEAR		1,01,39,652	1,03,65,724
G. PROFIT AVAILABLE FOR APPROPRIATION		1,38,18,991	1,41,49,502
(I) PROPOSED DIVIDEND		30,00,000	30,00,000
(II) TAX ON DIVIDEND		5,09,850	5,09,850
(III) TRANSFER TO RESERVE FUND	II	5,00,000	5,00,000
H. BALANCE CARRIED TO BALANCE SHEET		98,09,141	1,01,39,652
Earnings per share (Face Value - Rs. 10 each)		1.23	1.26
NOTES FORMING PART OF THE ACCOUNTS	XI		

As per our report of even date.

For and on behalf of the Board

For **LAXMINIWAS & JAIN**

Chartered Accountants

Firm Registration No. 001859S

Sd/-

Suresh Kumar Jain

Partner

M.NO. 018465

Place : Hyderabad

Date : 30.07.2010

Sd/-

J. VIKRAM DEV RAO

Director

Sd/-

KAMAL RATHI

Managing Director



BNR UDYOG LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010

(Amount in Rs' 000)

PARTICULARS	2009-2010	2008-2009
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before tax and extraordinary items	3091	4092
Depreciation	975	1721
Financial Charges	142	57
Operating profit before working capital changes	4208	5870
Adjustments for: Trade and other receivables	(602)	(1207)
Inventories	—	4645
Current Assets	(118)	(734)
Loans and advances	(940)	(53)
Current Liabilities & Provision/Trade payables	901	129
Tax & Fringe Benefit Tax	497	(59)
Cash generated from operations	3946	8591
Cash flow before extraordinary items	3946	8591
NET CASH FLOW FROM OPERATING ACTIVITIES	3946	8591
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(765)	(740)
Sale of Fixed Asset / Govt. Grant received	125	501
Investments (Shares)	(1970)	861
NET CASH FLOW FROM INVESTING ACTIVITIES	(2610)	622
C. CASH FLOW FROM FINANCING ACTIVITIES		
Secured Loans	1685	(127)
Dividends Paid	(3000)	(3000)
Dividends Tax Paid	(510)	(510)
Financial Charges	(142)	(57)
NET CASH USED IN FINANCING ACTIVITIES	(1967)	(3694)
Net increase/decrease in cash and cash equivalents	(631)	5519
(A+B+C)		
Add: Cash and Cash equivalent as at 01-04-2009	7946	2427
Cash and Cash equivalent as at 31-03-2010	7315	7946

As per our report of even date.
For **LAXMINIWAS & JAIN**
Chartered Accountants
Firm Registration No. 001859S

For and on behalf of the Board

Suresh Kumar Jain
Partner
M.NO. 018465
Place : Hyderabad
Date : 30.07.2010

J. VIKRAM DEV RAO
Director

KAMAL RATHI
Managing Director



BNR UDYOG LIMITED

SCHEDULES

(Schedules forming part of Balance Sheet as at 31-03-2010)

	As at 31-03-2010 (Rupees)	As at 31-03-2009 (Rupees)
SCHEDULE - I SHARE CAPITAL		
Authorised Capital :		
50,00,000 Equity Shares of Rs.10/- each	<u>5,00,00,000</u>	5,00,00,000
Issued, Subscribed & Paid up Capital		
30,00,000 Equity Shares of Rs.10/- each.		
Fully paidup	<u>3,00,00,000</u>	3,00,00,000
TOTAL	<u>3,00,00,000</u>	<u>3,00,00,000</u>

SCHEDULE - II RESERVES & SURPLUS		
General Reserves : Op. Balance	77,00,000	72,00,000
Add:Transfer from P/L A/c.	5,00,000	5,00,000
	<u>82,00,000</u>	77,00,000
Balance in Profit & Loss Account	<u>90,09,141</u>	1,01,39,652
TOTAL	<u>1,80,09,141</u>	<u>1,78,39,652</u>

SCHEDULE - III SECURED LOANS		
A.P. Mahesh Bank -CCA (Secured against deposits)	18,28,147	----
Car Loan from HDFC Bank (Hypothecated against vehicle)	<u>38,359</u>	1,81,277
TOTAL	<u>18,66,506</u>	<u>1,81,277</u>

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As at 1-4-2009 Rs.	Addition (Deletion) for the year Rs.	As at 31-3-2010 Rs.	Upto 1-4-2009 Rs.	Addition for the year Rs.	Deletion for the year Rs.	Upto 31-3-2010 Rs.	As at 31-3-2010 Rs.	As at 31-3-2009 Rs.
1. Land	45,31,100	----	45,31,100	----	----	---	----	45,31,100	45,31,100
2. Building	11,50,003	(28,049)	11,21,954	4,31,774	38,071	---	4,69,845	6,52,109	7,18,229
3. Plant & Machinery	11,82,116	(6,595)	11,75,521	4,32,096	54,325	---	4,86,421	6,89,100	7,50,021
4. Computers	80,26,393	7,11,596 (73,070)	86,64,919	75,31,195	5,42,221	---	80,73,415	5,91,504	4,95,198
5. Furniture & Fixtures	31,81,894	(17,655)	31,64,239	19,45,713	2,00,786	---	21,46,500	10,17,739	12,36,181
6. Vehicles	14,76,812	53,885	15,30,697	2,92,993	1,39,227	---	4,32,221	10,98,476	11,83,819
TOTAL	<u>1,95,48,318</u>	6,40,112	<u>2,01,88,430</u>	<u>1,06,33,771</u>	9,74,630	---	<u>1,16,08,402</u>	<u>85,80,028</u>	<u>89,14,547</u>
PREVIOUS YEAR	<u>1,93,10,155</u>	2,38,163	<u>1,95,48,318</u>	<u>89,12,674</u>	17,21,096	---	<u>1,06,33,771</u>	<u>89,14,547</u>	<u>1,03,97,480</u>



BNR UDYOG LIMITED

SCHEDULE - V INVESTMENTS

Long Term Investments (Quoted)

Name of the Company	As at 31-03-2010		As at 31-03-2009	
	Quantity Shares/ Debentures	Amount Rs.	Quantity Shares/ Debentures	Amount Rs.
Andhra Sugars Ltd.	1000	2,48,005	1000	2,48,005
Ansal Infrastructure & Properties Ltd.	1000	79,798	----	----
Arvind Mills Ltd.	5000	2,78,100	5000	2,78,100
Assam Company Ltd.	2000	78,562	2000	78,562
Ballarpur Industries Ltd.	8000	2,88,920	8000	2,88,920
Balrampur Chinni Ltd.	500	74,075	----	----
Bharat Immunologicals & Biologicals Corp. Ltd.	1000	74,390	1000	74,390
Bharthi Tele Ltd.	500	1,77,024	----	----
Bharatiya International Ltd.	1000	1,84,366	1000	1,84,366
Bosch Ltd. (MICO)	----	----	10	37,581
Cambridge Solutions	500	1,29,525	1000	1,95,910
Cipla Ltd.	3,000	10,02,985	----	----
Consolidated Finvest & Holding Ltd.	5,000	4,53,500	----	----
DCM Limited	1413	1,77,854	2000	2,43,088
ElectroSteel Castings Ltd.	5000	4,99,961	5000	4,99,961
Facor Steel Ltd.	25000	2,99,000	25000	2,99,000
Fairfield Atlas Ltd.	500	36,295	500	36,295
First Objecty (IQMS Soft) Ltd.	100	3,494	----	----
Frontline Soft Limited	5000	1,13,750	5000	1,13,750
Gilada Fin. & Invest Limited	26000	2,60,000	26000	2,60,000
Glenmar Pharma Ltd.	250	70,760	----	----
GMR Infrastructure Ltd.	4000	3,82,000	2000	3,82,000
Goldstone Technologies Limited	500	21,755	1000	37,890
Goldstone Teleservices Limited	2300	3,19,054	2300	3,19,054
GTL Infrastructure Limited	1000	56,804	2500	1,42,010
Gulf Oil Corporation Ltd.	200	22,454	----	----
Hazoor Multi Projects Ltd.	4265	96,858	4265	96,858
HDIL Ltd.	500	5,59,827	771	6,18,893
Heritage Food Ltd.	300	87,309	300	87,309
Himachal Fut. Com Ltd.	500	25,829	500	25,829
Hindalco Ind. Ltd.	100	25,153	100	25,153
Hind Copper Ltd.	----	----	1675	4,53,530
IDFC Ltd.	2000	3,39,340	----	----
IFCI Limited	----	----	500	15,345
India Cement Ltd.	3300	5,80,098	300	93,093
ISMT-New (Indian Seamless Metal Tubes)	1000	1,17,393	1000	1,17,393
Ispat Industries Pref.	6000	1,47,900	6000	1,47,900
ITC Ltd.	500	1,28,730	----	----
ITD Cementation India Ltd.	700	3,70,901	700	3,70,901
Jaiprakash Hydro Ltd.	500	67,140	1000	1,11,515
JMT Auto Ltd.	700	92,921	700	92,921
Jindal Steels Ltd.	----	----	400	1,14,404



BNR UDYOG LIMITED

Name of the Company	As at 31-03-2010		As at 31-03-2009	
	Quantity Shares/ Debentures	Amount Rs.	Quantity Shares/ Debentures	Amount Rs.
JSW Energy Limited	500	58,005	----	----
KS Oils Ltd.	1500	1,84,680	1500	1,84,680
Kingfisher Air Lines (Deccan Aviation Ltd.)	500	1,23,202	500	1,23,202
KLG Systel Ltd.	3869	15,26,034	2369	12,21,878
Larsen and Tubro Ltd.	----	----	200	1,67,468
Manali Petro Chemicals Ltd.	93972	10,94,225	8500	1,34,202
Mangalore Chemical Fert. Ltd.	20925	8,85,862	20925	8,85,862
Matrix Laboratories Ltd.	----	----	500	1,27,130
Nagarjuna Fer & Chem. Ltd.	4100	2,13,271	6100	3,01,071
NMDC Ltd.	700	3,56,622	600	1,97,400
Pentamedia Graphics Limited	900	1,19,800	900	1,19,800
Petronet LNG Ltd.	4000	4,70,591	4000	4,70,591
Pioneer Embroidary Ltd.	9189	9,50,339	10189	9,89,129
Prag Bosimi Synthetics Ltd.	5000	27,900	5000	55,900
Praj Industries Ltd.	500	1,24,885	500	1,24,885
Priyadarshani Spinning	2000	80,820	2000	80,820
Punj Lloyd Ltd.	1000	1,82,322	----	----
PVP Venture Ltd. (SSI Ltd.)	3500	5,67,730	2500	5,37,398
RDB Industries Ltd.	1924	4,85,909	2420	4,69,699
Ranbaxy Laboratories Ltd.	----	----	100	27,093
Reliance Com. Ven.	200	1,61,862	200	1,61,862
Reliance Industries	586	8,51,929	----	----
Reliance Natural Resources Ltd.	----	----	4826	3,86,466
Reliance Petroleum Ltd.	----	----	1500	4,23,405
Rohit Ferro Tech Ltd.	12235	14,76,751	12235	14,76,751
Ruchi Soya Industries	----	----	9000	2,55,942
S Kumar Nation Vide	1000	47,300	----	----
Sark Systems Ltd.	1400	40,750	1400	40,750
Satyam Computers	1000	1,18,020	----	----
Seshachal Tec. (Javelin Technologies Ltd.)	2000	1,70,124	2000	1,70,124
Schahentand Health Ltd.	----	----	1000	83,099
Silver Line Animation Ltd.	200	----	200	----
Spicejet Ltd.	4000	3,55,925	4000	3,55,925
Suzlon Energy Ltd.	2900	2,95,629	----	----
TISCO	----	----	1100	5,49,713
Tech Mahindra Ltd.	100	1,97,767	100	1,97,767
Television 18 (India) Debenture	16	2,088	16	2,088
UB Engineering Ltd.	1000	1,86,940	4000	4,90,260
Ultra Cement Ltd.	----	----	100	60,961
Value Mart	10000	1,27,200	10000	1,27,200
Wire & Wireless	----	----	5000	3,95,420



BNR UDYOG LIMITED

Name of the Company	As at 31-03-2010		As at 31-03-2009	
	Quantity Shares/ Debentures	Amount Rs.	Quantity Shares/ Debentures	Amount Rs.
Long Term Investments (Unquoted)				
A.P. Mahesh Co-op. Urban Bank	250	5,000	250	5,000
TOTAL		<u>1,94,61,312</u>		<u>1,74,90,866</u>
Aggregate Market Value		<u>99,85,830</u>		<u>43,09,708</u>
Other Investments				
Flat at Singapore City		15,17,138		15,17,138
Investment in Partnership firm		37,72,098		37,72,098
TOTAL		<u>2,47,50,548</u>		<u>2,27,80,102</u>



BNR UDYOG LIMITED

	As at 31-03-2010 (Rupees)	As at 31-03-2009 (Rupees)
SCHEDULE - VI CURRENT ASSETS, LOANS AND ADVANCES		
(a) Inventories : (as verified and certified by the Management) Value of landed properties for development & Sale	70,13,543	70,13,543
TOTAL	70,13,543	70,13,543
(b) Sundry Debtors : A. Debts outstanding for a period exceeding 6 months B. Others Debts (Due by entities in which Directors are interested Rs.3,16,122, Previous Year Nil)	---- 51,50,932	---- 45,49,426
TOTAL	51,50,932	45,49,426
(c) Cash & Bank Balances : Cash on Hand <u>with Scheduled Banks</u> in Current A/c In Deposits (The deposit of Rs. 51.75 Lacs (Pre.Yr. Rs. 10.62 Lacs) is pledged for Bank Guarantee/loan)	37,070 8,21,381 64,56,999	20,699 68,62,695 10,62,800
TOTAL	73,15,450	79,46,194
(d) Other Current Assets	15,44,201	14,25,785
(e) Loans & Advances : (Unsecured but considered good) 1. Advances recoverable in cash or kind or for value to be received 2. Deposits (Due by entities in which Directors are interested Rs.NIL)	20,83,600 23,30,727	11,01,541 23,72,524
TOTAL	44,14,327	34,74,065
SCHEDULE VII CURRENT LIABILITIES & PROVISIONS		
1. Current Liabilities Sundry Creditors other than MSME Due of Small Scale Industrial Undertaking/MSME Unclaimed Dividend Other Liabilities	--- --- 3,29,053 9,59,028	40 --- 1,26,224 2,69,884
	12,88,081	3,96,148
2. Provisions Proposed Dividend Tax on Dividend Provision for Income Tax Provision for FBT	30,00,000 5,09,850 4,57,330 ---	30,00,000 5,09,850 4,36,120 11,897
TOTAL	52,55,261	43,54,015



BNR UDYOG LIMITED

	As at 31-03-2010 (Rupees)	As at 31-03-2009 (Rupees)
(Schedules forming part of the Profit & Loss Account as on 31-03-2009)		
SCHEDULE VIII INCOME FROM OPERATIONS		
Brokerage from Fixed Deposits / primary mkt.	2,238	4,997
Profit /(Loss) on Shares/Mutual Fund	22,92,061	(14,92,654)
Interest Income (TDS Rs. 22,761 Prev. Yr. Rs. 20,553)	5,41,875	97,986
Dividend Income	1,31,576	1,10,769
Income from Medical Transcription	1,09,29,398	1,26,46,824
Brokerage from NCDEX	---	1,87,867
Commission (TDS Rs. 57,505 Prev. Yr. Rs. 82,400)	5,75,046	8,00,000
Sale of Property	---	78,20,000
TOTAL	<u>1,44,72,194</u>	<u>2,01,75,789</u>
SCHEDULE IX OTHER INCOME		
Rent	---	1,75,790
Interest on I.T. Refund	---	5,18,857
Miscellaneous income	11,410	4,37,835
TOTAL	<u>11,410</u>	<u>11,32,482</u>
SCHEDULE X OTHER ADMINISTRATIVE & SELLING EXPENSES		
Travelling and Conveyance	15,085	58,415
Rates & Taxes	1,53,553	2,34,107
Insurance	29,690	40,497
Employees Salary & other Benefits	70,30,105	72,37,387
Contribution to PF & Other Funds	1,63,868	1,54,457
Staff Welfare	54,134	41,355
Communication Expenses	3,07,278	3,83,408
Subscriptions	70,807	75,144
Auditor's Remuneration		
Audit Fees	30,000	30,000
Tax Audit Fees	15,000	15,000
Advertisement	52,958	39,050
Postage & Telegrams	14,932	14,137
Printing & Stationery	67,975	78,271
Electricity Charges	2,03,234	2,26,555
Professional Charges	54,832	38,618
Business Promotion Expenses	49,803	74,938
Repairs & Maintenance		
Building	1,07,030	6,04,617
Machinery	2,23,296	2,41,428
Directors Sitting Fee	23,000	20,000
Share Transfer Expenses	47,178	49,630
Office, General & Miscellaneous Expenses	62,445	83,991
Loss on Foreign Exchange	7,08,248	---
Medical Transcription Out Sourcing	85,164	2,92,094
NCDEX Expenses	5,365	39,190
TOTAL	<u>95,74,980</u>	<u>1,00,72,289</u>



SCHEDULE XI NOTES FORMING PART OF THE ACCOUNTS:

1. Significant Accounting Policies :

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



BNR UDYOG LIMITED

	2009-2010	2008-2009
	Rs.	Rs.
2. Managerial Remuneration:		
Salary to Managing Director	5,20,000	4,80,000
Contribution to Provident Fund	56,448	56,448
Medical Reimbursement	6,779	1,14,462
	5,83,227	6,50,910

3. Segment Reporting - Accounting Standard —17

(Rs. In Lakhs)

A. Primary Segment

		Medical Transcription	NCDEX	Fin. & Others Act.	Total
a.	Segment Revenue	109.29	0.93	34.61	144.83
	Less : Inter Seg.Revenue				
b.	Segment Results	22.25	-0.11	11.68	33.82
	Less : Interest	---	---	---	1.23
	Unallocable Expenses	---	---	---	1.67
		22.25	-0.11	11.68	30.92
c.	Segment Assets	76.23	28.49	483.20	587.92
d.	Segment Liabilities	25.90	---	51.80	77.70

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

		2010		2009	
		USA	INDIA	USA	INDIA
a.	Segment Revenue	109.29	35.54	130.84	82.24
b.	Segment Assets	76.85	512.82	116.14	444.89

DISCLOSURE IN RESPECT OF RELATED PARTIES PURSUANT TO ACCOUNTING STANDARD 18

A) List of related parties

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

Key Management Personnel:

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

Enterprises having common Key Management Personnel

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

Relatives of Key Management Personnel

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



BNR UDYOG LIMITED

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

Name of Transactions	Key Management Personnel & Relatives of Key Management Personnel		Enterprises / having common Management Personnel	
	2009-2010	2008-2009	2009-2010	2008-2009
1. Purchases sales&services	-	-	10,69,64,256	5,11,74,326
2. Commission	-	-	75,127	38,418
3. Managerial Remuneration	5,83,227	6,59,110	-	-
4. Directors Sitting Fees	11,000	13,500	-	-
5. Salary	5,94,100	5,57,400	-	-
6. Investment in Associate	37,72,098	37,72,098	-	-

4. EARNINGS PER SHARE

	2009-2010 Rs.	2008-2009 Rs.
Earnings per share has been calculated as under		
Profit after Taxation	36,79,339	37,83,778
Number of Ordinary shares	30,00,000	30,00,000
Basic & Diluted Earnings per share (Face value Rs.10/- per share)	1.23	1.26

5. Deferred Tax

(Amount in Rs.)

	Deferred Tax Asset/ (Liability) as at 1-4-2009	Current Year Charges (Credit)	Deferred Tax Asset/(Liability) as at 31-3-2010
1 Deferred Tax Liabilities			
a) Difference in Valuation of inventories / Investments	(45,04,927)	8,32,187	(36,72,740)
Total	(45,04,927)	8,32,187	(36,72,740)
2 Deferred Tax Assets			
a) Difference between book and tax depreciation.	(3,12,352)	61,971	(2,50,381)
b) Unabsorbed Depreciation	10,88,560	(8,03,561)	2,84,999
Total	7,76,208	(7,41,590)	34,618
Total (1-2)	(37,28,719)	90,597	(36,38,122)



BNR UDYOG LIMITED

6. EARNINGS IN FOREIGN CURRENCY

(Amount in Rs.)

Particulars	2009-2010	2008-2009
Medical Transcription Income	1,09,29,398	1,26,46,824
Expenditure in Foreign Currency	NIL	NIL

7. CONTINGENT LIABILITIES

(Amount in Rs.)

Particulars	2009-2010	2008-2009
a) Counter Guarantee against Bank Gaurantee	Rs. 1,75,000	Rs. 8,87,800
b) Claims of Income-Tax for the Asst. Years 2004-2005, and 2005-2006 for which petitions are pending with IT Authorities (Company is hopeful of getting full relief, hence provision is not made.)	Nil	Rs. 50,162

8. EMPLOYEE BENEFITS

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

DEFINED CONTRIBUTION PLAN :	31-3-2010 in Rs.	31-3-2009 in Rs.
Contribution to Defined Contribution Plan, recognised as expenses for the year are as under :		
Employer's Contribution to Provident / pension Fund	1,64,326	1,64,711
Employer's Contribution to Employees State Insurance	36,961	26,966

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

DEFINED BENEFIT PLAN

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

a. Table showing changes in present value of obligations

	As on 31/03/2010 Rs.	As on 31/03/2009 Rs.
Present value of obligations as at beginning of year	3,60,158	3,79,536
Interest cost	28,813	30,363
Current Service Cost	26,967	51,242
Benefits paid	---	----
Actuarial Gain/Loss on obligations	1,10,522	(1,00,983)
Present values of obligations as at end of year	5,26,460	3,60,158



BNR UDYOG LIMITED

b. Assumptions

	As on 31/03/2010	As on 31/03/2009
Discount Rate	8.00%	8.00%
Salary Escalation	4.00%	4.00%

c. Table showing fair value of plan assets

	As on 31/03/2010 Rs.	As on 31/03/2009 Rs.
Fair values of plan assets at beginning of year	5,62,859	5,16,384
Actual return on plan assets	50,834	46,475
Contributions	7,771	----
Benefits paid	----	----
Fair value of plan assets at the end of year	<u>6,21,464</u>	<u>5,62,859</u>

- The company received a sum of Rs. 1,25,369/- as fourth and final instalment towards Capital Investments Subsidy for Medical Transcription from the Government of Andhra Pradesh Information Technology Department out of sanctioned Amount of Rs. 12,53,592/- and the same is reduced from the relevant assets of the Company.
- There are no Micro Small and Medium Enterprises to whom the company owes dues, which are outstanding for more than 45 days as at 31st march 2010. This information as required to be disclosed under the Micro, small and medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.
- Balances shown under Sundry Debtors are subject to Confirmation / reconciliation.
- Figures of the Previous Years have been re-grouped re- arranged, wherever considered necessary and rounded off to nearest rupee.

As per our report of even date.
For **LAXMINIWAS & JAIN**
Chartered Accountants
Firm Registration No. 001859S

Sd/-
Suresh Kumar Jain
Partner
M.NO. 018465

Place : Hyderabad
Date : 30.07.2010

For and on behalf of the Board

Sd/-
J. VIKRAM DEV RAO
Director

Sd/-
KAMAL RATHI
Managing Director



BNR UDYOG LIMITED

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

I. Registration No. 18841 State Code 01 Balance Sheet Date 31st March, 2010

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

Public Issue	Nil	Rights Issue	Nil
Bonus Issue	Nil	Private Placement	Nil

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

Total Liabilities	53513	Total Assets	53513
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SOURCES OF FUNDS

Paid up Capital	30000	Reserves & Surplus	18009
Secured Loans	1866	Unsecured Loans	Nil
Deferred Tax (Liability)	3638		

APPLICATION OF FUNDS

Net Fixed Assets	8580	Investments	24750
Net Current Assets	20183	Misc. Expenditure	NIL
Accumulated Losses	NIL	Deferred Tax(Assets)	NIL

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

Turnover (Income)	14484	Total Expenditure	11392
+/- Profit/Loss Before Tax	+ 3092	+/- Profit/Loss After Tax	+ 3679
Earning per Share in Rs.	1.23	Dividend Rate %	10

V. GENERIC NAME OF PRINCIPAL SERVICES OF THE COMPANY

Item Code No. (ITC Code) : NIL
Product description : INVESTMENT/REAL ESTATE DEVELOPMENT /
CONSTRUCTION / MEDICAL TRANSCRIPTION

For and on behalf of the Board

J.Vikram Dev Rao
Director

Place : Hyderabad
Date : 30.07.2010

Kamal Rathi
Managing Director