



**CHAIRMAN'S MESSAGE**



Dear Shareholders,

It gives me pleasure to present before you the 18<sup>th</sup> Annual Report of your company. This fiscal year 2011-2012 was a year of steady revival for the entire Medical Transcription Industry. We have risen against all odds and continue to accelerate towards higher achievements.

We are focusing on rebuilding relationships with our US customers. We are entering with new tie-ups with U.S. companies who are in the field of Health Care Industry. Your company have started with Medical Billing & Coding services in addition to Medical Transcription. Your company is also getting empanelled with Government authorities for E-Governance Projects in India. With the employment of right people and our strength of consistent quality and accuracy of our work, we are moving into the future.

Stepping into the New Year, we are confident of our way forward and are committed to delivering enhanced value to all our stakeholders. We have great visibility of the opportunities in the market and hence shall stand focused and enhance our turnover and profits in the coming years.

I would like to thank all our valued customers, employees and associates including our bankers for their support. I also thank all the Shareholders for their continued confidence and faith in us.

We look forward to an exciting year ahead with new milestones and accomplishments.

With warm regards

Sincerely,

A handwritten signature in black ink, appearing to read 'B.N. Rathi'.

**B.N.RATHI**

Chairman



## BNR UDYOG LIMITED

<b>Board of Directors</b>	: Shri B. N. Rathi - Chairman Shri J. Vikramdev Rao Shri T. Bharadwaj Dr. B. Priyadarshini Sandeep Rathi - Addl. Director Shri Kamal Rathi - Managing Director
<b>Auditors</b>	: M/s. Laxminiwas & Jain, Chartered Accountants, Station Road, Nampally, Hyderabad - 500 001.
<b>Bankers</b>	: HDFC Bank Ltd. The A.P. Mahesh Co-op. Urban Bank Ltd. ICICI Bank Ltd. State Bank of India
<b>Registered Office</b>	: 6-3-650, Maheshwari Chambers, 218, 2nd Floor, Somajiguda, Hyderabad - 500 082 A.P. INDIA Ph. : +91-40-23375791, 23375793
<b>Registrar &amp; Share Transfer Agents</b>	: Karvy Computer Share Private Limited Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081 Ph. : +91-40-44655000 www.karvy.com
<b>Stock Exchange (Listed)</b>	: The Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001
<b>Website</b>	: <a href="http://www.bnrul.com">www.bnrul.com</a>
<b>Email address</b>	: <a href="mailto:info@bnrul.com">info@bnrul.com</a>



**NOTICE**

**NOTICE is hereby given that the 18<sup>th</sup> Annual General Meeting of the members of BNR Udyog Limited will be held on 5th September, 2012 at 10 A.M. at Quality Inn Residency, Public Garden Road, Hyderabad-500 001 to transact the following Business:**

Ordinary Businesses:

1. To consider and adopt the Audited Balance Sheet of the Company as at March 31, 2012, the Profit & Loss Account for the financial year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend on the equity shares of the Company for the Financial year 2011-12
3. To appoint a Director in place of Mr. B.N. Rathi who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Dr. B. Priyadarshini who retires by rotation and being eligible, offers herself for reappointment.
5. To appoint M/s. Laxminiwas & Jain, Chartered Accountants, as the Statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

The following resolution is proposed to be passed, with or without modifications, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 224(1) and other applicable provisions, if any, of the Companies Act, 1956, M/s. Laxminiwas & Jain, Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors.”

Special Business

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

**Appointment of Mr. Sandeep Rathi as a Director of the Company**

“RESOLVED THAT in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr. Sandeep Rathi, who was appointed as an Additional Director pursuant to the provisions of section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company subject to retirement by rotation under the provisions of the Articles of Association of the Company.”

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

**Appointment of Mr. Sandeep Rathi as Executive Director of the Company**

“RESOLVED THAT pursuant to the provisions of Sections 269, 198, 309 read with Schedule XIII and other applicable sections if any, of the Companies Act, 1956 and subject to such



## BNR UDYOG LIMITED

approvals/consent as may be required if any, Mr. Sandeep Rathi be and is hereby appointed as Executive Director of the Company for a period of 5 (five) years with effect from passing of this resolution on following terms and Conditions:

- a) Basic Salary Rs. 25,000/- per month and not exceeding Rs. 1,00,000/- per month at any time during the tenure of his appointment of 5 years
- b) HRA, Medical, Exgratia, LTA, Leave, Gratuity, Telephone be provided as per rules of the Company.
- c) Fees of Clubs subject to a maximum of two clubs excluding admission and Life Membership Fees.
- d) Provision for the use of Car for Company's business purpose

RESOLVED FURTHER THAT the Board of Directors of the Company be and is and are hereby authorized to file requisite Forms with the Registrar of Companies, Andhra Pradesh for the appointment of Mr. Sandeep Rathi as Executive Director."

By order of the Board  
For **BNR Udyog Limited**

Place: Hyderabad  
Date: 25<sup>th</sup> July, 2012

Kamal Rathi  
(Managing Director)

### NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ("the Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting. Members are requested to bring their attendance slips along with their copy of Annual Report to the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from 28th August, 2012 to 4th September, 2012 (both days inclusive) for the purpose of Annual General Meeting & Payment of Dividend.
6. Members are requested to quote their Registered Folio Number/Client ID on all correspondence with the Company/RTA and notify the Company's RTA, or the Depository Participants, in case of shares in dematerialized form, immediately of change, if any, in their registered address.



## BNR UDYOG LIMITED

7. Dividend on shares as recommended by the Directors, if declared, at this Annual General Meeting, will be paid to those members whose names will appear on the Register of Members as on 5th September, 2012 (Date of AGM). In respect of the shares in the electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.

8. Reappointment of Mr. B. N. Rathi:

At the ensuing AGM, Mr. B.N. Rathi is retiring by rotation and being eligible, offers himself for reappointment. His brief resume and other relevant details are as follows:

Name	Mr. Badri Narayan Rathi
Date of birth	13.09.1922
Date of appointment	29.11.1994
Expertise	Over 50 years of experience in banking and finance
Qualifications	B. A.
No. of shares held in the Company	1,90,500
Relationship with other directors of the Company	Kamal Narayan Rathi – Son Sandeep Rathi – Grandson
Directorship in other companies	Suryavanshi Spinning Mills Limited B.N Rathi Securities Limited BNR Capital Services Private Limited
Chairman/Member of the Committee of the Board of the companies in which he is a Director	Nil

9. Reappointment of Dr. B Priyadarshini:

At the ensuing AGM, Dr. B Priyadarshini is retiring by rotation and being eligible, offers herself for reappointment. Her brief resume and other relevant details are as follows:

Name	Dr. B Priyadarshini
Date of birth	29.09.1969
Date of appointment	30.07.2008
Expertise	Over 10 years of experience in Medical industry
Qualifications	M.B.B.S.
No. of shares held in the Company	Nil
Relationship with other directors of the Company	Nil
Directorship in other companies	Nil
Chairman/Member of the Committee of the Board of the companies in which he is a Director	Nil



## BNR UDYOG LIMITED

### EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

#### **Item No. 6**

Mr. Sandeep Rathi was appointed as an Additional Director on the Board of the Company with effect from May 30, 2012.

In terms of the provisions of Section 260 of the Companies Act, 1956, he holds office upto the date of this Annual General Meeting. The Company, pursuant to the provisions of Section 257 of the Act, has received notices in writing from a member along with a deposit of Rs. 500/- proposing the candidature of Mr. Sandeep Rathi as a Director of the Company.

Except Mr. B.N. Rathi and Mr. Kamal Narayan Rathi, none of the Directors of the Company are, in any way, concerned or interested in the resolution.

The Board recommends the resolution for your approval.

#### **Item No. 7**

Mr. Sandeep Rathi is rendering his time and services for the Company in the capacity of a Director. Hence, it is proposed to appoint him as an Executive Director on the Board of the Company and remunerate him for his services monthly.

In terms of the provisions of Section 198, 269, 309 and Schedule XIII of the Companies Act, 1956 and other applicable provisions if any the Board recommends the resolution for your approval.

Except Mr. B.N. Rathi and Mr. Kamal Narayan Rathi, none of the Directors of the Company are, in any way, concerned or interested in the resolution

By order of the Board  
For **BNR Udyog Limited**

Hyderabad  
25<sup>th</sup> July, 2012

**Kamal Rathi**  
(Managing Director)



## BNR UDYOG LIMITED

Dear Shareholder,

**Subject: Green Initiative - Registration of E-mail address**

The Ministry of Corporate Affairs, (MCA) had taken a "Green Initiative in the Corporate Governance" vide its Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011, respectively had permitted the companies to serve the documents viz. annual reports, notices of general meetings/ postal ballot, other documents etc. to the shareholders through electronic mode. SEBI, vide its circular ref. No. CIF/CFD/DIL/2011 dated 5 October 2011, and has directed listed companies to supply soft copies of full Annual Reports to all those shareholders who have registered their email addresses.

Your Company, being dedicated towards preserving and protecting environment, continuously seeks opportunities to reduce adverse impact on the planet. In order to support "Green Initiative", your Company has decided to have paperless documentation to the maximum possible extent by forwarding the above referred documents to you through electronic mode from the end of this Annual General Meeting. This will also ensure prompt receipt of communication and avoid loss in postal transit.

We therefore request you to register your E-mail address and / or changes therein from time to time with the Company's Registrar & Share Transfer Agent (RTA) viz. Karvy Computershare Private Limited. In case you do not have your email address registered with the Company or Company's RTA you may send us an email to **info@bnrul.com**, by quoting the name of first/ sole shareholder, Folio no./DP ID and Client ID or in case you are holding shares in physical mode by filling up the form appearing on reverse of this communication so that the Company can make a note of it and start sending you the communications through electronic mode to your respective email id's.

We request your whole-hearted support to this "Green Initiative" by opting for electronic mode of communication.

Thanking you.

Yours faithfully,  
For **BNR Udyog Limited**

Kamal Rathi  
(Managing Director)

Place: Hyderabad  
Date: 25<sup>th</sup> July, 2012



# BNR UDYOG LIMITED

## REGISTRATION OF E-MAIL ADDRESS FORM

(In terms of circular Nos.17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011,  
respectively issued by Ministry of Corporate Affairs)  
(For shares in physical mode)

Karvy Computershare Private Limited  
(Unit: BNR Udyog Limited)  
Plot No. 17 to 24,  
Vithal Rao Nagar, Madhapur  
Hyderabad-500081

I/we shareholder(s) of BNR Udyog Limited hereby accord my/our approval to receive documents viz. annual reports, notices of general meetings/ postal ballot and such other documents that Ministry of Corporate Affairs may allow, to be sent in electronic mode.

I/we request you to note my/our latest email address, as mentioned below. If there is any change in the E-mail address, I/we will promptly communicate the same to you. I/we attach the self attested copy of PAN Card / Passport towards identification proof for the purpose of verification.

Folio No.	
Name of first/sole shareholder	
Name of joint shareholder(s) if any	
Registered Address	
E-mail address (to be registered)	

Place:

Date:

(Signature of shareholder)

Note: This form is available on Company's website [www.bnrul.com](http://www.bnrul.com)





# BNR UDYOG LIMITED

## DIRECTORS' REPORT

To,  
The Members,

Your Directors have pleasure in presenting the 18th Annual Report and the Audited Accounts for the year ending March 31, 2012.

### 1. Financial Results:

The financial results for the year ended March 31, 2012 are summarised as under:

Particulars	Amount (in Rs.)	
	2011-12	2010-11
Total Revenue	3,63,02,498	1,07,66,512
Add Exceptional Items	92,454	---
Less Total Expenses	2,64,82,505	1,04,40,316
Profit before Tax	99,12,447	3,26,196
Less : Tax Expenses	29,87,489	(6,75,415)
Profit for the year after Tax	69,24,958	10,01,611
Balance of Profit brought forward	1,08,10,752	98,09,141
Profit available for appropriation	1,77,35,710	1,08,10,752
Less : (i) Proposed Dividend	30,00,000	---
Less : (ii) Tax on Dividend	4,86,675	---
Less : (iii) Transfer to Reserve Fund	3,00,000	---
Balance Carried to Balance Sheet	1,39,49,035	1,08,10,752

### 2. Dividend:

Your Directors are pleased to recommend dividend @ 10% i.e. Rs. 1 per equity share of Rs. 10 each aggregating to Rs. 30,00,000 on the paid up equity share capital of the Company.

### 3. Operations and Overview:

During the year under review your company has achieved a gross turnover of Rs.36,302,498 as against the turnover of Rs.10,766,512 of the previous year registering a growth of 29.65%.

Apart from Medical Transcription, your company has diversified in Medical Billing and Coding for US clients, Business support services, and E-Governance projects in India. The Company is also in process of empanelment with various government authorities for providing business support services throughout the country.

### 4. Directors:

Shri Sandeep Rathi was appointed as an additional director on the Board w.e.f May 30, 2012 and he holds office up to the conclusion of the ensuing AGM, resolution for his reappointment is incorporated in the Notice calling the AGM.

As per the Articles of Association of the Company, Shri B.N. Rathi and Dr. B. Priyadarshini, retire by rotation at the forthcoming AGM and being eligible offer themselves for reappointment. Brief resume of the retiring Directors, as stipulated under Clause 49 of the Listing Agreements are provided in the Notice calling the AGM.



## 5. Auditors:

M/s Laxminiwas & Jain, Chartered Accountants are retiring at the forthcoming Annual General Meeting and will hold office up to the conclusion of the AGM and are eligible for re-appointment.

The Company has received a letter from them that their reappointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such reappointment within the meaning of Section 226 of the said Act.

## 6. Secretarial Compliance Certificate:

Pursuant to the proviso to sub-section (1) of Section 383A read with the Companies (Compliance Certificate) Rules, 2001, a Secretarial Compliance Certificate from M/s. VSS & Associates, Company Secretaries, is attached to this Report as **Annexure-I**.

## 7. Particulars of Employees:

There was no employee of the Company who received remuneration in excess of the limits prescribes under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules, 1975 as by Companies (Particulars of Employees) Amendment Rules, 2011 read with General Circular No. 23/2011 issued by the Ministry of Corporate Affairs, Government of India.

## 8. Conservation of Energy & Technology absorption and Foreign Exchange Earnings and Outgo:

Conservation of energy is an ongoing process in the Company's activities. As the core activities of the Company are not energy intensive, no information is to be furnished regarding Technology Absorption. Neither your Company has undertaken any research and development activity nor was any specific technology obtained from any external sources which needs to be absorbed or adapted. The earnings in foreign currency is Rs. 1,38,55,269 equivalent to US\$ 2,89,010.

## 9. Listing :

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

## 10. Public deposits:

Your Company has not accepted/renewed any deposits U/S 58A of the Companies Act, 1956.

## 11. Corporate Governance:

The Directors adhere to the requirements set out by Clause 49 of the Listing Agreement. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report. The requisite Certificate from M/s. Laxminivas & Jain, Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49, is attached to this Report.

## 12. Segment wise Performance:

Your Company considers Medical Transcription, Business Support Services and Investment in Shares, Financial activities & Others as the primary segment for reporting.



## BNR UDYOG LIMITED

### 13. Management Discussion and Analysis:

Management Discussion and Analysis Report for the year ended March 31, 2012 as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is attached as **Annexure-II** to this Report.

### 14. 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 judgment 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.

### 15. Acknowledgement:

Your Directors would like to express their appreciation for assistance and co-operation received from the Shareholders, Employees, Banks and Government authorities during the year and We thanks all the share holders for the confidence reposed on Us.

For and on behalf of the Board of Directors  
For **BNR Udyog Limited**

Hyderabad  
25<sup>th</sup> July, 2012

B.N.Rathi  
(Chairman)

Kamal Rathi  
(Managing Director)



**COMPLIANCE CERTIFICATE**

*(See Rule 3 of the Companies (Compliance Certificate) Rules, 2001)*

**CIN: L67120AP1994PLC018841**

**Authorised Capital : Rs. 5,00,00,000** (Rupees Five Crore)  
**Paid-up Capital : Rs. 3,00,00,000** (Rupees Three Crore)

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

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 31<sup>st</sup> March, 2012 (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 **4(Four) times on 26.04.11, 29.07.11, 31.10.11 and 03.02.12** 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 8<sup>th</sup> September, 2011 to 15<sup>th</sup> September, 2011 and necessary compliance of section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended 31.03.2011 was held on 15.09.2011 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. No extra ordinary general meeting was held during the financial year under review.
8. The Company has not advanced any loans to Directors or persons or firms or companies referred to U/s 295 of the Act.
9. The Company has not entered into any contracts in contravention to the provisions of section 297 of the Act.



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10. The company has made necessary entries in the register maintained under section 301 of the Act.
11. 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.
12. The Company has not issued any duplicate share certificates during the financial year under review.
13.
  - (a) The Company has delivered the certificates on lodgement thereof for transfer/transmissions, if any, however there was no on allotment of securities during the financial year under review.
  - (b) The Company has not deposited any amount in a separate bank account as no dividend was declared during the financial year under review.
  - (c) The Company has not posted warrants to any member(s) of the Company as no dividend was declared during the financial year under review.
  - (d) Matters relating to transfer to the unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued there on etc are not applicable.
  - (e) The Company has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of additional director or alternate directors or directors to fill casual vacancies during the financial year under review.
15. The Company has not appointed any Managing Director/Whole-time Director/Manager during the financial year under review.
16. The Company has not appointed any sole-selling agents during the financial year under review.
17. 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 under review.
18. 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.
19. The Company has not issued any shares, debentures or other securities during the financial year under review.
20. The Company has not bought back any shares during the financial year under review.
21. There was no redemption of preference shares or debentures during the financial year under review.
22. 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 during the financial year under review.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year under review.
24. The amount borrowed by the Company from directors/public financial institutions/ banks and others during the financial year under review is within the borrowing limits of the Company and the necessary resolutions have been passed.



## BNR UDYOG LIMITED

25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. 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 financial year under review.
27. The Company has not altered the provisions of the Memorandum with respect to the Objects of the company during the financial year under review.
28. The Company has not altered the provisions of Memorandum with respect to the name of the Company during the financial year under review.
29. The Company has not altered the provisions of the Memorandum with respect to the Share Capital of the Company during the financial year under review.
30. The company has not altered the Articles of Association of the company during the financial year under review.
31. 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.
32. The Company has not received any money as security from its employees during the financial year under review.
33. The Company has not constituted a separate provident fund trust for its employees or class of employees as contemplated under section 418 of the Act.

**For VSS & Associates  
Company Secretaries**

Place: Hyderabad  
Date: 25.07.2012

Vidya Harkut  
C.P. No.7534



# BNR UDYOG LIMITED

## Annexure – 'A'

### Registers as maintained by the company:

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 Directors, Managing Directors	U/s 303(3)
7. Shareholding Register of Directors'	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

**For VSS & Associates  
Company Secretaries**

Place: Hyderabad  
Date: 25.07.2012

Vidya Harkut  
C.P. No.7534



# BNR UDYOG LIMITED

## Annexure –'B'

- (1) Forms and Returns as filed by the Company with the Registrar of Companies, Andhra Pradesh, Hyderabad during the financial year ending 31<sup>st</sup> March, 2012.

Sl. No	Form No/ Return	Filed u/s	Description	Date of filing
1	Form 66	383A	Compliance certificate for the financial year ended on 31 <sup>st</sup> March, 2011	14.11.2011
2	Form 20B	159 & 160	Annual Return of the Company made up to September 15, 2011	16.11.2011
3	Form 23AC XBRL & ACA XBRL	220	Balance sheet and Profit & Loss Account for the financial year ended on 31 <sup>st</sup> March, 2011	16.11.2011

- (2) Form filed after the closure of the financial year 31<sup>st</sup> March, 2012 but before the date of this report:

Sl. No	Form No/ Return	Filed u/s	Description	Date of filing
1	Form 32	302	Appointment of Additional Director	12.06.2012

For **VSS & Associates**  
**Company Secretaries**

Place: Hyderabad  
Date: 25.07.2012

Vidya Harkut  
C.P. No.7534





**Management Discussion and Analysis Report**

**Industry Overview**

Medical Transcription (MT) industry has evolved over the years as a business, which requires good business fundamentals, technology and timely deliverables. The Company has established, grown and survived in the various market conditions and proved to be a good market player.

Medical Billing & Coding (MB & MC) is the process of submitting and following up on claims to insurance companies in order to receive payment for services rendered by health care provider. As demand for health services increases, the medical billing & coding services has growth potential and looks to be a good business opportunity.

**Future outlook**

The Company plans to expand its business by entering into new contracts and commitments with various service providers and increase the turnover of the Company by reaching greater heights each year.

**Risk Factors**

The industry is totally depend on skilled manpower. The developments in the United States are posing a threat to the MT industry in India owing to lack of legal insulation with regard to the secrecy of patient details (that are transcribed).

**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.

**Strengths**

For the Doctors and Hospitals abroad, Medical Transcription & Medical Billing services in India works out to be more economical with good quality due to the less labour cost.

**Human Resource**

Recruitment of experienced medical transcriptionists with rampant poaching of employees being a common recruitment strategy followed by the Company, all the employees are par at quality and deliverability.

For and on behalf of the Board of Directors  
For **BNR Udyog Limited**

Place : Hyderabad  
Date : 25<sup>th</sup> July, 2012

B.N.Rathi  
(Chairman)

Kamal Rathi  
(Managing Director)



# BNR UDYOG LIMITED

## Report on Corporate Governance

The Company has always adhered to the requirements set out by Clause 49 of the Listing Agreement.

### Board Composition, its meetings and procedure

The Board of Directors of the Company, as on the date of this Report, comprises of Three (3) Non-executive directors. Mr. B.N.Rathi, Mr. Kamal Rathi and Mr. Sandeep Rathi are Promoter Directors, whereas Mr. J. Vikramdev Rao, Mr. T. Bharadwaj and Dr. B. Priyadarshini are the Independent directors.

During the financial year, Four (4) board meetings were held on April 26, 2011, July 29, 2011, October 31, 2011, and February 03, 2012.

Attendance of Directors at Board Meetings, last Annual General Meeting (AGM) and number of other Directorships and Chairmanships/Memberships of Committees of each Director in various companies are as follows:

Name of the Director	DIN	Attendance		No. of Directorships and Committee Memberships/ Chairmanships including the Company		
		Board Meetings	Last AGM	Other Directorships #	Committee Memberships @	Committee Chairmanships @
Mr. B.N. Rathi	00011259	4	Yes	3	2	1
Mr. J. Vikramdev Rao	00173556	3	Yes	2	-	1
Mr.T. Bharadwaj	00211834	4	Yes	1	-	-
Dr. B. Priyadarshini	02268397	3	Yes	-	-	-
Mr. Kamal Rathi	00011549	4	Yes	1	-	-
Mr. Sandeep Rathi*	05261139	-	-	1	-	-

\*Appointed w.e.f May 30, 2012

# Other directorships excludes directorships in Indian private limited companies, section 25 companies, foreign companies, and alternate directorships. @ Represents Memberships/ Chairmanships of Audit Committee & Shareholders/Investors Grievance Committee.

The Board of the Company is regularly presented with all information, in specific, the information stipulated under Clause 49 of the Listing Agreement to ensure adequate disclosure and a transparent decision-making. Detailed agenda with explanatory notes and information is circulated among the members of the Board, in advance of each meeting. However, urgent matters are also considered and adopted by passing resolutions through circulation as and when the need arises, which are noted at the next meeting of the Board

### Committees of the Board

#### (I) Audit Committee

As on March 31, 2012, this Committee comprised of Mr. J. Vikramdev Rao (Chairman) and Mr. T. Bharadwaj, Dr. B. Priyadarshini and Mr. B.N. Rathi. The terms of reference of Audit Committee are in accordance with Section 292A of the Companies Act, 1956 and the guidelines set out in Clause 49 of the Listing Agreement.



**Meetings and attendance of the Audit Committee during the year**

Four (4) meetings of the Audit Committee were held during the year on April 26, 2011, July 29, 2011, October 31, 2011, and February 03, 2012.

<b>Members</b>	<b>No. of Meetings held</b>	<b>No. of Meetings attended</b>
Mr. J. Vikramdev Rao	4	3
Mr. T. Bharadwaj	4	4
Dr. B. Priyadarshini	4	3
Mr. B.N. Rathi	4	4

**(II) Shareholders /Investors' Grievance Committee**

As on March 31, 2012, this Committee comprised of Mr. B.N. Rathi (Chairman) and Mr. Kamal Rathi. Mr. Prakash N. Rathi, Compliance Officer of the Company takes care of the transfers and transmission of securities; issuance of duplicate share certificates, redressal of investors' grievances. It also suggests and monitors measures to improve investor relations.

During the year, there was no meeting of the Shareholders'/Investors' Grievance Committee as there were no complaints/grievances received from any shareholder of the Company.

**General Body Meetings**

**A. Annual General Meetings**

Location, date and time of the Annual General Meetings held during the preceding 3 years and the Special Resolutions passed thereat are as follows:

<b>Year</b>	<b>Venue</b>	<b>Date &amp; Time</b>	<b>Special resolutions passed</b>
2008-09	Rajasthani Graduates Association, 5-4-790/1, First Floor, Abids, Hyderabad-01	September 10, 2009 10:30 AM	NIL
2009-10	Rajasthani Graduates Association, 5-4-790/1, First Floor, Abids, Hyderabad-01	September 22, 2010 10:30 AM	01
2010-11	Rajasthani Graduates Association, 5-4-790/1, First Floor, Abids, Hyderabad-01	September 15, 2011 10:00 AM	NIL

During the year, no Extra-Ordinary General Meeting was held and no resolution was passed through Postal Ballot.

**Disclosures**

- (i) During the year, there were no materially significant related party transactions that may have potential conflict with the interests of the Company. The Company's related party transactions are generally with its associate companies. All related party transactions are intended to further the business interests of the Company.
- (ii) There was no non-compliance during the last three years by the Company on any matter related to Capital Markets. There were no penalties imposed nor strictures passed on the Company by Stock Exchanges, SEBI or any statutory authority.



## BNR UDYOG LIMITED

- (iii) All mandatory requirements as per Clause 49 of the Listing Agreement have been complied with by the Company.
- (iv) The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and there are no statutory audit qualifications in this regard.
- (v) In terms of Clause 49(V) of the Listing Agreement, two directors have made a certification to the Board of Directors in the prescribed format for the year under review which has been reviewed by the Audit Committee and taken on record by the Board.

### Means of Communication

The Company announced the Quarterly/Half-yearly/Annual results within the prescribed period and published the same in Business Standard (in English) and in Andhra Prabha/Surya (in Telugu).

Annual Report containing inter-alia, Audited Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report, Management Discussion & Analysis Report and Corporate Governance Report including information for the Shareholders and other important information is circulated to the members and others entitled thereto.

### General Shareholders Information

<b>Registered Office</b>	6-3-650, 218, 2 <sup>nd</sup> Floor, Maheshwari Chambers, Somajiguda, Hyderabad-500082
<b>Registrar and Transfer Agent</b>	<b>Karvy Computershare Private Limited</b> Plot No. 17 to 24, Vithal Rao Nagar, Madhapur, Hyderabad – 500081
<b>Date, place and time of Annual General Meeting</b>	September 5th, 2012, at 10 A.M. at Quality Inn Residency, Public Garden Road, Hyderabad-500 001
<b>Date of Book Closure</b>	August 28th, 2012 to September 4th, 2012 (Both days inclusive)
<b>Financial Calendar 2012-13</b>	Adoption of Quarterly results for the quarter ending: June, 2012 - August, 2012 September, 2012 - November, 2012 December, 2012 - February, 2013 March, 2013 - May, 2013 Instead of publishing unaudited quarterly financial results for the last quarter, the Company may also opt to publish audited annual accounts by May 30, 2013.
<b>Listing on Stock Exchanges at</b>	The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited ('BSE').
<b>Reuters code</b>	Bombay Stock Exchange- BNRUDY
<b>Stock code</b>	530809 - BSE



## BNR UDYOG LIMITED

### Price Information

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 2011-2012 are as under :-

Quotation at Bombay Stock Exchange Ltd.

Month	High	Low	Month	High	Low
April	14.14	12.85	October	13.36	11.50
May	14.37	12.05	November	13.80	11.75
June	13.10	11.93	December	12.28	9.92
July	15.00	12.75	January	15.80	11.09
August	14.89	12.26	February	15.80	12.20
September	13.90	11.95	March	12.31	9.59

### Distribution of Shareholding as on March 31, 2012

The distribution of shareholding as on March 31, 2012 was as follows:

As on March 31, 2012

No. of Equity shares held	No. of shareholders	% of shareholders	No. of shares	% of shareholdings
1-5000	977	79.82	159706	5.32
5001- 10000	104	8.50	88918	2.96
10001- 20000	64	5.23	95799	3.19
20001- 30000	34	2.78	90257	3.01
30001- 40000	12	0.98	42589	1.42
40001- 50000	9	0.74	41574	1.39
50001- 100000	7	0.57	44286	1.48
100001 & Above	17	1.39	2436871	81.23
<b>Total</b>	<b>1224</b>	<b>100.00</b>	<b>3,00,000</b>	<b>100.00</b>

### Share holding Pattern as on 31st March, 2012

Category	No. of shares	Percentage of Holding
Promoters, their family	2070486	69.02
Private, Corporate Bodies	216774	7.23
Indian Public / NRI	712740	23.75
Total	3000000	100.00



## **BNR UDYOG LIMITED**

### **Corporate Governance Certificate**

A Certificate from a Practicing Chartered Accountant confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 is attached to the Directors' Report forming part of the Annual Report. This Certificate is also being forwarded to the Bombay Stock Exchange Limited.

### **Capital Integrity Audit**

The Reconciliation certificate, confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with National Securities Depository Limited and Central Depository Services (India) Limited, is placed before the Board on a quarterly basis. A copy of the Reconciliation Certificate Audit Report is submitted to the Bombay Stock Exchange Limited every quarter.

For and on behalf of the Board of Directors  
For **BNR Udyog Limited**

Hyderabad  
25<sup>th</sup> July, 2012

B.N.Rathi  
(Chairman)

Kamal Rathi  
(Managing Director)



## BNR UDYOG LIMITED

### CERTIFICATE ON CORPORATE GOVERNANCE

#### **To the Members of M/s. BNR Udyog Limited**

We have examined the compliance of conditions of corporate governance by BNR Udyog Limited (**"the Company"**) for the year ended March 31, 2012, as stipulated in Clause 49 of the Listing Agreement of the Company with stock exchanges.

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

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

On the basis of our review of the relevant records and documents furnished to us and the report on Corporate Governance as approved by the Board of Directors and according to the information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreements. We also state that no investor grievance(s) are pending for a period exceeding one month against the Company as per the records of the Company.

**For Laxminiwas & Jain  
Chartered Accountants  
Firm Registration No. 001859S**

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

Place : Hyderabad  
Date : 25<sup>th</sup> July, 2012



## BNR UDYOG LIMITED

### AUDITORS' REPORT

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

We have audited the attached Balance Sheet of **BNR UDYOG LIMITED** as at 31.03.2012, 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 31<sup>st</sup> March 2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March 2012 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 **Note 1 & 2** give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - (i) In the case of the Balance Sheet, of the state of affairs of the company as at 31<sup>st</sup> March 2012;
  - (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

**Suresh Kumar Jain**  
Partner  
Membership No. 018465

Place: Hyderabad  
Date: 30.05.2012



**ANNEXURE TO AUDITOR'S REPORT**

**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 maintained 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 value of Rupees



## BNR UDYOG LIMITED

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 2012 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 31.03.2012 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 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



## BNR UDYOG LIMITED

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

**Suresh Kumar Jain**  
Partner  
Membership No. 018465

Place: Hyderabad  
Date: 30.05.2012



# BNR UDYOG LIMITED

## BALANCE SHEET AS AT 31st March, 2012

( Value in Rs.)

Particulars	Note	As at 31-03-2012	As at 31-03-2011
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' funds</b>			
Share Capital	2.1	3,00,00,000	3,00,00,000
Reserves and Surplus	2.2	2,24,49,035	1,90,10,752
		<b>5,24,49,035</b>	<b>4,90,10,752</b>
<b>Non-current liabilities</b>			
Long-term borrowings	2.3	2,13,018	---
Deferred tax liabilities (net)	2.4	39,74,665	29,62,707
		<b>41,87,683</b>	<b>29,62,707</b>
<b>Current liabilities</b>			
Short-term borrowings	2.5	---	---
Trade payables	2.6	16,30,939	---
Other current liabilities	2.7	18,72,904	15,43,258
Short-term provisions	2.8	39,85,844	37,861
		<b>74,89,687</b>	<b>15,81,119</b>
<b>TOTAL</b>		<b><u>6,41,26,405</u></b>	<b><u>5,35,54,578</u></b>
<b><u>ASSETS</u></b>			
<b>Non-current assets</b>			
Fixed assets	2.9		
Tangible assets		94,77,383	81,08,360
Intangible Assets		---	---
Capital work-in-progress		---	---
Non-current Investments	2.10	1,70,15,205	2,40,82,118
Long term loans and advances	2.11	80,727	80,727
Other non-current assets	2.12	88,03,569	1,88,230
		<b>3,53,76,884</b>	<b>3,24,59,435</b>
<b>Current assets</b>			
Current investments	2.13	---	---
Inventories	2.14	73,32,876	73,32,876
Trade receivables	2.15	1,29,98,743	72,32,208
Cash and cash equivalents	2.16	35,34,437	14,12,363
Short-term loans and advances	2.17	28,63,345	38,18,240
Other current assets	2.18	20,20,120	12,99,456
		<b>2,87,49,521</b>	<b>2,10,95,143</b>
<b>TOTAL</b>		<b><u>6,41,26,405</u></b>	<b><u>5,35,54,578</u></b>

Significant accounting policies and notes on accounts 1 & 2

The notes referred to above form an integral part of the accounts

As per report of even date.

For and on behalf of the Board

For **LAXMINIWAS & JAIN**

Chartered Accountants

Firm Registration No. 001859S

**Suresh Kumar Jain**

Partner M.NO. 018465

Place : Hyderabad

Date : 30.05.2012

**J. VIKRAM DEV RAO**

Director

**KAMAL RATHI**  
Managing Director



# BNR UDYOG LIMITED

## Statement of Profit and Loss for the year ended 31st March, 2012

Particulars	Note	Value in Rs.	
		As at 31-03-2012	As at 31-03-2011
<b>Revenue</b>			
<b>I Revenue from operations</b>			
Revenue from operations	2.19	<b>3,43,43,644</b>	90,94,848
Other Operating revenue		<b>11,82,150</b>	12,92,421
<b>Total Revenue from Operations</b>	2.19	<b>3,55,25,794</b>	1,03,87,269
<b>II Other Income</b>	2.20	<b>7,76,704</b>	3,79,243
<b>III Total Revenue (I+II)</b>		<b>3,63,02,498</b>	1,07,66,512
<b>IV Expenses:</b>			
Changes in Inventories of	2.21	—	—
Employee benefits expenses	2.22	<b>1,14,29,047</b>	77,78,157
Finance costs	2.23	<b>1,29,510</b>	31,426
Depreciation and amortization expense	2.9	<b>6,38,517</b>	8,79,594
Other expenses	2.24	<b>1,42,85,431</b>	17,51,139
<b>Total Expenses</b>		<b>2,64,82,505</b>	1,04,40,316
<b>V Profit before Exceptional items and Tax (III-IV)</b>		<b>98,19,993</b>	3,26,196
<b>VI Exceptional Items</b>	2.25	<b>92,454</b>	—
<b>VII Profit Before Tax (V+VI)</b>		<b>99,12,447</b>	3,26,196
<b>VIII Tax Expenses:</b>			
(a) Current tax	2.26	<b>19,34,704</b>	—
(b) Deferred tax Add / (Less)	2.26	<b>10,11,958</b>	(6,75,415)
(c) Adjustment for earlier year		<b>40,827</b>	—
<b>Total Tax Expenses</b>		<b>29,87,489</b>	(6,75,415)
<b>IX Profit for the period (VII)</b>		<b>99,12,447</b>	3,26,196
<b>X Profit for the period after Tax (IX-VIII)</b>		<b>69,24,958</b>	10,01,611
<b>XI Earnings per equity share:</b>			
(a) Basic		<b>2.31</b>	0.33
(b) Diluted		<b>2.31</b>	0.33

The notes referred to above form an integral part of the accounts

As per report of even date.

For **LAXMINIWAS & JAIN**

Chartered Accountants

Firm Registration No. 001859S

For and on behalf of the Board

**J. VIKRAM DEV RAO**

Director

**Suresh Kumar Jain**

Partner M.NO. 018465

Place : Hyderabad

Date : 30.05.2012

**KAMAL RATHI**

Managing Director



# BNR UDYOG LIMITED

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

(Amount in Rs' 000)

PARTICULARS	2011-2012	2010-2011
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit before tax and extraordinary items	9,912	326
Depreciation	639	880
Financial Charges	130	31
LESS : Profit on Sale on Assets	(10)	---
Operating profit before working capital changes	10,671	1237
Adjustments for: Trade and other receivables	(5,767)	(2,081)
Inventories	---	(319)
Current Assets	(1,136)	232
Loans and advances	955	515
Current Liabilities & Provision/Trade payables	2,261	(3,674)
Tax	(1,975)	---
Cash generated from operations	5,009	(4,090)
Cash flow before extraordinary items	5,009	(4,090)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>5,009</b>	<b>(4,090)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(2,333)	(408)
Sale of Fixed Asset	335	---
Investments (Shares) / Other Investments	7,067	668
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>5,069</b>	<b>260</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Secured Loans accepted	374	(1,867)
Financial Charges	(130)	(31)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>244</b>	<b>(1,898)</b>
Cash flow during the Year (A+B+C)	10,322	(5,728)
Add: Cash and Cash equivalent as at 01-04-2011	1,587	7,315
Cash and Cash equivalent as at 31-03-2012	11,909	1,587

As per report of even date.

For and on behalf of the Board

For **LAXMINIWAS & JAIN**

Chartered Accountants

Firm Registration No. 001859S

**J. VIKRAM DEV RAO**

Director

**Suresh Kumar Jain**

Partner M.NO. 018465

Place : Hyderabad

Date : 30.05.2012

**KAMAL RATHI**  
Managing Director



# BNR UDYOG LIMITED

## Notes to financial statements for the year ended 31 March 2012

	As at 31-03-2012 (Rupees)	As at 31-03-2011 (Rupees)
<b>Note 2.1 SHARE CAPITAL</b>		
<b>Authorised Capital :</b> 50,00,000 (Previous Year 50,00,000) Equity Shares of Rs.10/- each	<b>5,00,00,000</b>	5,00,00,000
<b>Issued, Subscribed &amp; Paid up 30,00,000</b> (Previous Year 30,00,000) Equity Shares of Rs.10/- each.	<b>3,00,00,000</b>	3,00,00,000
<b>TOTAL</b>	<b>3,00,00,000</b>	3,00,00,000

### Notes :

Particulars	2011-12		2010-11	
	No of Shares	Value (Rs.)	No of Shares	Value (Rs.)
Issued, subscribed and paid-up capital	<b>3,00,00,000</b>	<b>3,00,00,000</b>	3,00,00,000	3,00,00,000
At the beginning of the period	<b>3,00,00,000</b>	<b>3,00,00,000</b>	3,00,00,000	3,00,00,000
At the closing of the period	<b>3,00,00,000</b>	<b>3,00,00,000</b>	3,00,00,000	3,00,00,000

Equity shareholder holding more than 5% of equity shares along with the number of equity shares held is as given below:

Name of the Shareholder	As at 31 <sup>st</sup> March 2012		As at 31 <sup>st</sup> March 2011	
	%	No. of Shares	%	No. of Shares
Badri Narayan Rathi	<b>5.87</b>	<b>1,76,000</b>	5.87	1,76,000
Kamal Narayan Rathi	<b>50.46</b>	<b>15,13,934</b>	50.46	15,13,934





# BNR UDYOG LIMITED

## Notes to financial statements for the year ended 31 March 2012

<b>Note 2.2</b>	As at 31-03-2012 (Rupees)	As at 31-03-2011 (Rupees)
<b>Reserves and Surplus</b>		
<b>General Reserve</b>		
Opening balance of General Reserve	82,00,000	82,00,000
Add: Transferred from P&L Account during the year	3,00,000	----
	<b>85,00,000</b>	82,00,000
<b>Surplus in the Statement of Profit and Loss</b>		
Opening balance	1,08,10,752	98,09,141
Add : Profit for the period	69,24,958	10,01,611
Less : Proposed dividend (inclusive of tax)	34,86,675	----
Less: Transferred to general reserve during the year	3,00,000	----
<b>Net Surplus in the Statement of Profit and Loss</b>	<b>1,39,49,035</b>	1,08,10,752
<b>TOTAL</b>	<b>2,24,49,035</b>	1,90,10,752

### Note 2.3

#### Long-term borrowings

<b>A.Secured Loans</b>		
i) Vehicle Loan from HDFC Bank (Refer Note 'a')	2,13,018	----
<b>SUB TOTAL A</b>	<b>2,13,018</b>	----
a) Secured against hypothecation of vehicles and is repayable in 36 monthly instalments of Rs.16,332 each inclusive of interest till May' 14		
<b>B. Unsecured loans</b>	---	----
<b>SUB TOTAL B</b>	---	----
<b>TOTAL (A+B)</b>	<b>2,13,018</b>	----

### Note: 2.4

#### Deferred Tax Liabilities (Net)

Opening balance	29,62,707	36,38,122
Provision for the year	10,11,958	(6,75,415)
<b>Closing Balance</b>	<b>39,74,665</b>	29,62,707

### Note: 2.5

<b>Short-term borrowings</b>	---	----
------------------------------	-----	------



# BNR UDYOG LIMITED

## Notes to financial statements for the year ended 31 March 2012

Note: 2.6 Trade payables	As at 31-03-2012 (Rupees)	As at 31-03-2011 (Rupees)
Trade payables	16,30,939	----
<b>Total</b>	<b>16,30,939</b>	<b>---</b>

Note: Out of the said amount NIL amount pertains to Micro, Small and Medium Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006. The information has been given in respect of such vendors to the extent they could be identified as Micro and Small enterprises on the basis of information available with the company on records.

### Note: 2.7 Other current liabilities

Other Liabilities	13,01,769	11,32,582
Unclaimed Dividend	4,09,876	4,10,676
Vehicle loan instalments due less than 12 months	1,61,259	----
<b>Total</b>	<b>18,72,904</b>	<b>15,43,258</b>

### Note: 2.8 Short-term provisions

Provision for taxation (Net of Advance Tax/TDS)	4,99,169	37,861
Proposed Dividend ( Incl. Tax)	34,86,675	----
<b>Total</b>	<b>39,85,844</b>	<b>37,861</b>

### Note 2.9 Fixed Assets

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As at 1-4-2011 Rs.	Addition (Deletion) for the year Rs.	As at 31-3-2012 Rs.	Upto 1-4-2011 Rs.	Addition for the year Rs.	Deletion for the year Rs.	Upto 31-3-2012 Rs.	As at 31-3-2012 Rs.	As at 31-3-2011 Rs.
1. Land	45,31,100	----	45,31,100	----	----	---	----	45,31,100	45,31,100
2. Building	11,21,954	----	11,21,954	5,07,318	37,473	---	5,44,791	5,77,163	6,14,636
3. Plant & Machinery	13,58,921	28,800	13,87,721	5,46,086	62,967	---	6,09,053	7,78,668	8,12,835
4. Computers	88,65,695	6,51,000	95,16,695	85,11,769	1,12,353	---	86,24,122	8,92,573	3,53,926
5. Furniture & Fixtures	31,87,989	1,15,200	33,03,189	23,47,280	2,07,485	---	25,54,765	7,48,424	8,40,709
6. Vehicles	15,30,697	15,37,948 (5,47,370)	25,21,275	5,75,543	2,18,239	2,21,962	5,71,820	19,49,455	9,55,154
<b>TOTAL</b>	<b>2,05,96,356</b>	<b>17,85,578</b>	<b>2,23,81,934</b>	<b>1,24,87,996</b>	<b>6,38,517</b>	<b>2,21,962</b>	<b>1,29,04,551</b>	<b>94,77,383</b>	<b>81,08,360</b>
<b>PREVIOUS YEAR</b>	<b>2,01,88,430</b>	<b>4,07,926</b>	<b>2,05,96,356</b>	<b>1,16,08,402</b>	<b>8,79,594</b>	<b>---</b>	<b>1,24,87,996</b>	<b>81,08,360</b>	<b>85,80,028</b>



## BNR UDYOG LIMITED

### Note 2.10 Non Current Investments

#### Trade Investments (Investment in Equity Instruments)

Name of the Company	As at 31-03-2012		As at 31-03-2011	
	Quantity Shares/ Debentures	Amount Rs.	Quantity Shares/ Debentures	Amount Rs.
Quoted Investment				
Andhra Sugars Ltd.	----	----	1000	2,48,005
Anant Raj Industries Limited	700	85,551	700	85,551
Assam Company Ltd.	2000	78,562	2000	78,562
Ballarpur Industries Ltd.	1000	24,430	----	----
Balrampur Chinni Ltd.	----	----	500	74,075
Bharat Immunologicals & Biologicals Corp. Ltd.	1000	74,390	1000	74,390
Bharatiya International Ltd.	1000	1,84,366	1000	1,84,366
Cambridge Solutions Ltd.	500	1,29,525	500	1,29,525
Cholamandalam Investments Ltd.	----	----	500	97,886
Consolidated Finvest & Holding Ltd.	4650	4,21,755	5,000	4,53,500
Cummins India Limited	546	3,02,148	390	3,02,148
Development Credit Bank	8000	3,58,600	----	----
Dishman Pharma Limited	2000	4,33,674	2000	4,33,674
Facor Steel Ltd.	25000	2,99,000	25000	2,99,000
Frontline Soft Limited	5000	1,13,750	5000	1,13,750
Gilada Fin. & Invest Limited	26000	2,60,000	26000	2,60,000
Ginni Filaments Limited	----	----	4,025	69,109
GMR Infrastructure Ltd.	3000	2,91,935	3000	2,91,935
Goldstone Technologies Limited	----	----	300	13,053
Goldstone Infratech Limited	2300	3,19,054	2300	3,19,054
GTL Infrastructure Limited	----	----	1000	56,804
Gujarat Ambuja Exports Limited	12000	4,80,155	12000	4,80,155
Hazoor Multi Media Ltd.	4265	96,858	4265	96,858
HBL Power System Ltd.	----	----	865	31,175
HDIL Ltd.	1000	7,04,222	1000	7,04,222
Heritage Food Ltd.	----	----	300	87,309
Himachal Fut. Com Ltd.	----	----	500	25,829
Hindustan Constructions Co. Ltd.	----	----	200	23,950
IDFC Ltd.	500	75,010	500	97,925
India Cement Ltd.	3300	5,80,098	3300	5,80,098
ISMT-New (Indian Seamless Metal Tubes)	1000	1,17,393	1000	1,17,393
ITC Ltd.	2500	6,49,800	7600	14,68,647
ITD Cementation India Ltd.	700	3,70,901	700	3,70,901
Jaiprakash Hydro Ltd.	500	67,140	500	67,140
JMC Project Limited	890	1,94,762	890	1,94,762
Jupiter Bio Science Limited	1000	80,190	1000	80,190
JVL Agro Limited	5000	2,10,715	5000	2,10,715
KS Oils Ltd.	2500	2,16,520	2500	2,16,520
Kingfisher Air Lines (Deccan Aviation Ltd.)	500	1,23,202	500	1,23,202
KLG Systel Ltd.	4369	15,94,004	4369	15,94,004
Lupin Lab Limited	----	----	100	50,691
Mangalore Chemical Fert. Ltd.	----	----	12000	5,41,334
Nagarjuna Fer & Chem. Ltd.	1100	15,546	3100	1,62,247



# BNR UDYOG LIMITED

Name of the Company	As at 31-03-2012		As at 31-03-2011	
	Quantity Shares/ Debentures	Amount Rs.	Quantity Shares/ Debentures	Amount Rs.
NMDC Ltd.	1800	6,52,254	900	4,16,794
Ortin Labs Limited	----	----	1000	37,750
Pentamedia Graphics Limited	900	1,19,800	900	1,19,800
Petronet LNG Ltd.	----	----	1000	1,17,648
Pioneer Embroidary Ltd.	9189	9,50,339	9189	9,50,339
Praj Industries Ltd.	500	1,24,885	500	1,24,885
Pricol Limited	----	----	1000	32,040
Punj Lloyd Ltd.	2000	3,19,762	3000	3,87,932
PVP Venture Ltd. (SSI Ltd.)	3500	5,67,730	3500	5,67,730
RDB Industries Ltd.	4424	4,16,709	4424	6,24,306
RDB Reality and Infra Ltd.	1424	2,07,597	----	----
Reliance Communication Ltd.	200	1,61,862	200	1,61,862
Reliance Industries Ltd.	1000	13,91,878	1000	13,91,878
Rohit Ferro Tech Ltd.	12235	14,57,131	12235	14,57,131
Samtel Color Limited	2000	31,840	2000	31,840
Sarla Performance Limited	----	----	200	29,630
Sesa Goa Limited	----	----	500	1,93,620
Seshachal Tec. (Javelin Technologies Ltd.)	2000	1,70,124	2000	1,70,124
Silver Line Animation Ltd.	200	----	200	----
Soma Textiles Industries Ltd.	15000	2,00,931	15000	2,00,931
Spicejet Ltd.	1000	91,585	1000	91,585
SSPDL (Srinivasa Shipping Co.)	1000	62,124	1000	62,124
Suzlon Energy Ltd.	3400	2,76,209	4400	3,80,869
Tech Mahindra Ltd.	100	1,97,767	100	1,97,767
Tata Steel Ltd.	1000	5,28,867	----	----
Television 18 (India) Debenture	----	----	16	2,088
The Shipping Corporation of India	756	1,05,840	756	1,05,840
Tilak Nagar Industries Ltd.	300	21,715	300	21,715
<b>SUB TOTAL (A)</b>		<b>1,70,10,205</b>		<b>1,87,87,882</b>
Aggregate Market Value		<b>58,70,814</b>		<b>86,02,310</b>
<b>Unquoted Investments</b>				
A.P. Mahesh Co-op. Urban Bank	250	5,000	250	5,000
<b>SUB TOTAL (B)</b>		<b>5,000</b>		<b>5,000</b>
<b>Total of Investments in Shares (A+B)</b>		<b>1,70,15,205</b>		<b>1,87,92,882</b>
<b>Other Investments</b>				
Flat at Singapore City		----		15,17,138
Investment in Partnership firm (No Business activities during the year)		----		37,72,098
<b>TOTAL Non Current Investments</b>		<b>1,70,15,205</b>		<b>2,40,82,118</b>



# BNR UDYOG LIMITED

## Notes to financial statements for the year ended 31 March 2012

<b>Note 2.11</b> <b>Long term loans and advances</b> <b>Unsecured, considered good</b>	As at 31-03-2012 (Rupees)	As at 31-03-2011 (Rupees)
Telephone Deposit	6,000	6,000
Deposits with Govt, bodies	74,727	74,727
<b>Total</b>	<b>80,727</b>	<b>80,727</b>

### **Note 2.12** **Other non-current assets**

Fixed Deposit Receipts	83,75,000	1,75,000
Interest from FDR's	4,28,569	13,230
<b>Total</b>	<b>88,03,569</b>	<b>1,88,230</b>

### **Note 2.13**

<b>Current Investments</b>	---	---
----------------------------	-----	-----

### **Notes : 2.14** **Inventories**

Stock in trade (in respect of goods acquired for trading at lower of cost or Net realisable value)	73,32,876	73,32,876
<b>TOTAL</b>	<b>73,32,876</b>	<b>73,32,876</b>

### **Notes: 2.15** **Trade Receivables**

(Unsecured, considered good)		
Outstanding for a period exceeding six months	35,15,041	---
Others	94,83,702	72,32,208
<b>TOTAL</b>	<b>1,29,98,743</b>	<b>72,32,208</b>

### **Note 2.16** **Cash and Cash Equivalent** **Balances with banks**

On Current Accounts	30,74,217	9,92,535
On Unclaimed dividend account	4,09,876	4,10,676
Cash on Hand	50,344	9,152
<b>TOTAL</b>	<b>35,34,437</b>	<b>14,12,363</b>



# BNR UDYOG LIMITED

## Notes to financial statements for the year ended 31 March 2012

<b>Note 2.17</b>	As at 31-03-2012 (Rupees)	As at 31-03-2011 (Rupees)
<b>Short-term loans and advances (Unsecured and considered good)</b>		
Security and other Deposit	17,65,000	18,65,000
Other Loans and Advances Recoverable	10,00,000	19,00,000
Prepaid expenses	7,858	8,740
Advance for expenses	90,487	44,500
<b>TOTAL</b>	<b>28,63,345</b>	<b>38,18,240</b>

**Note: 2.18**  
**Other current assets**

Income Tax/ Service Tax Receivable	10,08,818	10,26,222
Rent Receivable	25,000	2,49,533
Interest Accrued but not due	21,227	23,701
Work in Progress	9,65,075	---
<b>Total</b>	<b>20,20,120</b>	<b>12,99,456</b>

**Notes 2.19**  
**Revenues from Operations**

Business Support Services	2,04,88,375	---
Medical Transcription Services	1,38,55,269	90,94,848
<b>Revenue from Operations</b>	<b>3,43,43,644</b>	<b>90,94,848</b>
<b>Other Operating Revenue</b>		
Brokerage from fixed deposits/primary market	2,765	2,827
Profit on foreign exchange	8,84,634	3,51,055
Rent	5,45,330	1,57,000
Profit/(Loss) on Shares & Commodities	(2,50,579)	7,81,539
<b>TOTAL</b>	<b>11,82,150</b>	<b>12,92,421</b>

**Notes 2.20**  
**Other Income**

Interest (TDS Rs.21,337/- Previous year Rs.18,827/-)	6,46,454	2,51,740
Dividend	1,30,250	1,27,503
<b>TOTAL</b>	<b>7,76,704</b>	<b>3,79,243</b>



# BNR UDYOG LIMITED

## Notes to financial statements for the year ended 31 March 2012

<b>Note 2.21</b> <b>Changes in inventories of Work-in-process, finished goods and Scrap</b>	As at 31-03-2012 (Rupees)	As at 31-03-2011 (Rupees)
<b>A. Opening stocks:</b>		
Work-in-process		
Finished goods	73,32,876	---
Scrap		
<b>TOTAL - A</b>	<b>73,32,876</b>	<b>---</b>
<b>B. Closing stocks:</b>		
Work-in-process		
Finished goods	73,32,876	---
Scrap		
<b>TOTAL - B</b>	<b>73,32,876</b>	<b>---</b>
<b>C. Increase/(Decrease) in stocks (B-A)</b>	<b>---</b>	<b>---</b>

### Note 2.22 Employee Benefit Expense

Employees remuneration and benefits	1,03,28,989	67,42,194
Contribution to PF/ESI/Gratuity	1,73,016	1,93,035
Remuneration to Managerial personnel	7,93,251	7,94,761
Staff welfare expenses	1,33,791	48,167
<b>TOTAL</b>	<b>1,14,29,047</b>	<b>77,78,157</b>

### Note 2.23 Finance Costs

Interest on Loans	98,139	20,302
Bank Charges	31,371	11,124
<b>TOTAL</b>	<b>1,29,510</b>	<b>31,426</b>

### Note 2.24 Other Expenses

Business Support Charges	96,59,475	---
Share Transfer Expenses	41,582	49,490
Repairs & Maintenance :		
Plant & Machinery	1,88,721	2,90,533
Building	86,966	2,22,161
Vehicles	2,81,907	---
Postage & Telegram	22,025	12,119
Security Expenses	7,57,790	---



# BNR UDYOG LIMITED

## Notes to financial statements for the year ended 31 March 2012

	As at 31-03-2012 (Rupees)	As at 31-03-2011 (Rupees)
Travelling & Conveyance	2,39,275	28,700
Insurance	45,258	23,697
Bad Debts	2,49,533	---
Rates & Taxes ( Excluding Taxes on Income )	1,81,257	1,50,624
Remuneration to auditors :		
Audit Fee	30,000	30,000
Tax Audit Fee	15,000	15,000
Certification Fee /Taxation matter	---	---
Communication Expenses	4,14,822	3,02,345
Subscription	30,522	16,834
Advertisement Expenses	96,899	42,137
Printing & Stationery	4,61,904	88,337
Electricity Charges	2,61,742	2,44,020
Professional charges	8,25,695	41,231
Director Sitting Fees	28,000	28,000
Business Promotion Expenses	1,34,740	53,053
Office, General & Miscellaneous Expenses	1,45,803	58,485
Transportation Expenses	46,150	---
Share Transfer Stamps/Demat/Dly Expenses	40,365	54,373
<b>TOTAL</b>	<b>1,42,85,431</b>	<b>17,51,139</b>

### Note 2.25

#### Exceptional Items

Profit on sale of Assets	9,592	---
Profit on sale of Flat at Singapore City	82,862	---
<b>TOTAL</b>	<b>92,454</b>	<b>---</b>

### Note 2.26

#### Tax Expenses

Current Tax		
Provision for Tax	19,34,704	37,861
Less: MAT Credit	---	37,861
Total Current Tax	19,34,704	---
Deferred (Credit) / Expenses	10,11,958	(6,75,415)
Adjustment for earlier year	40,827	---
<b>TOTAL</b>	<b>29,87,489</b>	<b>(6,75,415)</b>





## 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.
- (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 work-in-progress, the Company has adopted completed Contract method of accounting and hence carried over the cost of work-in progress.
- (d) **INVESTMENTS** : No Provision for diminution in the value of investment is made in the books as the Company is valuing investments at cost consistently and provision for diminution in value of long term Investments is made only if such 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 asset 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

## 2. Notes to financial statements for the year ended 31 March 2012

i. MANAGERIAL REMUNERATION:	2011-2012	2010-2011
	Rs.	Rs.
Salary to Managing Director	7,20,000	7,20,000
Contribution to Provident Fund	57,504	56,448
Medical Reimbursement	15,747	18,313
	<b>7,93,251</b>	<b>7,94,761</b>

### ii. SEGMENT REPORTING - ACCOUNTING STANDARD —17

#### A. Primary Segment

(Rs. In Lakhs)

		Medical Transcription	Business Support	Finance & Others Act.	Total
a.	Segment Revenue Less : Inter Seg.Revenue	147.40	204.88	11.66	363.94
b.	Segment Results	49.53	49.20	3.01	101.74
	Less : Interest	---	---	---	0.98
	Unallocable Expenses	---	---	---	1.64
	Profit before Tax	49.53	49.20	3.01	99.12
c.	Segment Assets	126.30	28.69	451.40	606.39
d.	Segment Liabilities	11.78	17.09	53.03	81.90
e.	Net Assets	114.52	11.60	398.37	524.49

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

		2011-2012		2010-2011	
		USA	INDIA	USA	INDIA
a.	Segment Revenue	147.40	216.54	94.46	13.21
b.	Segment Assets	114.52	409.97	99.42	436.13

### iii. 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 Kamal Rathi  
Smt. Mayura Rathi – Daughter-in-law of Shri Kamal Rathi



# BNR UDYOG LIMITED

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

Nature of Transactions	Key Management Personnel & Relatives of Key Management Personnel		Enterprises / having common Management Personnel	
	2011-2012	2010-2011	2011-2012	2010-2011
1. Purchases, Sales & Services	-	-	1,70,04,261	3,42,27,985
2. Commission	-	-	30,738	32,761
3. Managerial Remuneration	7,93,251	7,94,761	-	-
4. Directors Sitting Fees	10,000	10,000	-	-
5. Salary	7,01,000	5,87,400	-	-
6. Investment in Associates	-	37,72,098	-	-

## iv. EARNINGS PER SHARE

	2011-2012 Rs.	2010-2011 Rs.
Earnings per share has been calculated as under		
Profit after Taxation	69,24,958	10,01,611
Number of Ordinary shares	30,00,000	30,00,000
Basic & Diluted Earnings per share (Face value Rs.10/- per share)	2.31	0.33

## v. DEFERRED TAX

(Amount in Rs.)

	Deferred Tax Asset / (Liability) as at 1-4-2011	Current Year Charges (Credit)	Deferred Tax Asset / (Liability) as at 31-3-2012
<b>1. Deferred Tax Liabilities</b>			
a) Difference in Valuation of Investments	(35,09,762)	(1,31,628)	(36,41,390)
<b>Total</b>	(35,09,762)	(1,31,628)	(36,41,390)
<b>2. Deferred Tax Assets</b>			
a) Difference between book and tax depreciation.	(2,28,854)	(1,04,421)	(3,33,275)
b) Unabsorbed depreciation	7,75,909	(7,75,909)	----
<b>Total</b>	5,47,055	(8,80,330)	(3,33,275)
<b>Total (1-2)</b>	<b>(29,62,707)</b>	<b>(10,11,958)</b>	<b>(39,74,665)</b>



# BNR UDYOG LIMITED

## vi. EARNINGS IN FOREIGN CURRENCY

(Amount in Rs.)

Particulars	2011-2012	2010-2011
Medical Transcription Income	1,47,39,903	94,45,903
Expenditure in Foreign Currency	NIL	NIL

## vii. CONTINGENT LIABILITIES

(Amount in Rs.)

Particulars	2011-2012	2010-2011
a) Counter Guarantee against Bank Gaurantee	Rs. 1,75,000	Rs. 1,75,000

viii. There are no Micro Small and Medium Enterprises to whom the company owes dues, which are standing for more than 45 days as at 31st March 2012. 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.

ix. Balances shown under Sundry Debtors are subject to Confirmation/ reconciliation

x. Figures of the Previous Years have been re-grouped - re- arranged, wherever considered necessary and rounded off to nearest rupee.

## xi. EMPLOYEE BENEFITS

Employee Benefits have been provided as per provisions of Revised Accounting Standard 15AS(15) issued by the Institute of Chartered Accountants of India with effect from 01.04.2007

DEFINED CONTRIBUTION PLAN :	31-3-2012 in Rs.	31-3-2011 in Rs.
Contribution to Defined Contribution Plan, recognised as expenses for the year are as under :		
Employer's Contribution to Provident / pension Fund	1,53,477	1,44,995
Employer's Contribution to Employees State Insurance	45,868	68,061
Employees Deposit Linked Insurance	4,602	3,052

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 Projected Unit Credit Method, which recognizes each period of service as giving to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The company is having fair value of plan assets which is more than the present value of obligations. The same is not taken into account considering the prudence.



# BNR UDYOG LIMITED

	As on 31/03/2012 Amount in Rs.	As on 31/03/2011 Amount in Rs.
<b>a. Table showing changes in present value of obligations</b>		
Present value of obligations as at beginning of year	<b>5,89,540</b>	5,26,460
Interest cost	<b>47,163</b>	42,117
Current Service Cost	<b>45,955</b>	44,170
Benefits paid	<b>---</b>	----
Actuarial Gain/Loss on obligations	<b>(28,292)</b>	(23,207)
Present values of obligations as at end of year	<b>6,54,366</b>	<b>5,89,540</b>
<b>b. Assumptions</b>		
Discount Rate	<b>8.00%</b>	8.00%
Salary Escalation	<b>4.00%</b>	4.00%
<b>c. Table showing fair value of Plan Assets</b>		
Fair values of plan assets at beginning of year	<b>6,91,752</b>	6,21,464
Actual return on plan assets	<b>62,426</b>	56,257
Contributions	<b>6,896</b>	14,031
Benefits paid	<b>---</b>	----
Fair value of plan assets at the end of year	<b>7,61,074</b>	<b>6,91,752</b>

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

**J. VIKRAM DEV RAO**  
Director

Place : Hyderabad  
Date : 30.05.2012

**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, 2012

## 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	64126	Total Assets	64126
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### SOURCES OF FUNDS

Paid up Capital	30000	Reserves & Surplus	22449
Secured Loans	213	Deferred Tax (Liability)	3975
		Current Liabilities	7489

### APPLICATION OF FUNDS

Net Fixed Assets	9477	Non Current Assets	25900
Net Current Assets	28749	Misc. Expenditure	NIL
Accumulated Losses	NIL	Deferred Tax(Assets)	NIL

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

Turnover (Income)	36395	Total Expenditure	26483
+/- Profit/Loss Before Tax	+ 9912	+/- Profit/Loss After Tax	+ 6925
Earning per Share in Rs.	2.31	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 : 30.05.2012

Kamal Rathi  
Managing Director



# BNR UDYOG LIMITED

## BNR UDYOG LIMITED

Regd. Office: 6-3-650, Maheshwari Chambers, 218, 2nd Floor,  
Somajiguda, Hyderabad-500 082

### ATTENDANCE SLIP

Eighteenth Annual General Meeting - Wednesday, 5th September, 2012 at 10.00 a.m. at Quality Inn Residency, Public Garden Road, Hyderabad - 500 001.

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

No. of Shares .....

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 18th ANNUAL GENERAL MEETING of the Company. at Quality Inn Residency, Public Garden Road, Hyderabad - 500 001. on Wednesday, the 5th day of September, 2012.

Member's/Proxy's name in Block Letter

Member's/Proxy's Signature

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

----- (TEAR HEAR) -----

## BNR UDYOG LIMITED

Regd. Office: 6-3-650, Maheshwari Chambers, 218, 2nd Floor,  
Somajiguda, Hyderabad-500 082

### FORM OF PROXY

I/We.....  
of.....in the district of .....  
being a member/members of the above-named company hereby appoint .....  
or failing him .....of ..... in the district of ..... as  
my/our proxy to vote for me/us on my behalf at the 18th ANNUAL GENERAL MEETING of the  
Company to be held on Wednesday the 5th day of September, 2012  
Signed this ..... day..... 2012

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

1Rupee  
Revenue  
Stamp

Signature .....