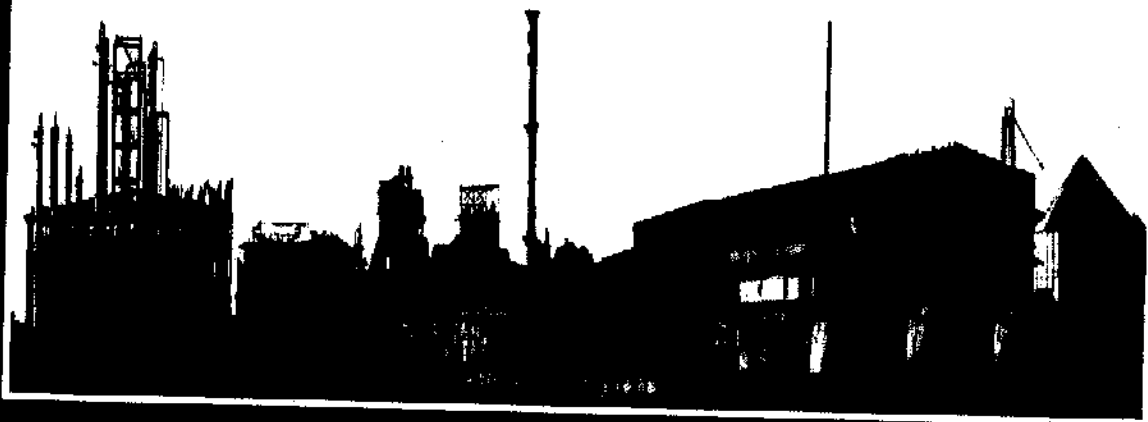


36th Annual Report
2011-12

BCL Industries
& Infrastructures Ltd.

The logo for BCL Industries & Infrastructures Ltd. features a stylized, abstract symbol to the right of the company name. The symbol consists of a central circle with a dot inside, surrounded by three curved lines that sweep upwards and to the right, resembling a stylized 'X' or a dynamic motion graphic.

BOARD OF DIRECTORS

Shri Rajinder Mittal
Chairman & Managing Director

Shri S. N. Goyal
Whole-time Director

Shri Baldev Raj Gupta
Director

Shri V. K. Nayyar
Director

COMPANY SECRETARY
Smt. Nikita Sheth

AUDITORS
M/s. P. Mittal & Co.,
Chartered Accountants,
Mittal Street, Amrik Singh Road,
Bathinda-151 005.

INTERNAL AUDITORS
M/s. Kamal Parshotam Jain & Co.
Chartered Accountants,
16916, Street No. 1/2,
Basant Vihar, Bathinda-151 005.

MAIN BANKERS
Punjab National Bank,
Bank Street, Bathinda-151 001.

REGISTERED OFFICE & WORKS
Hazi Rattan Link Road,
Post Box No. 71,
Bathinda-151 001.

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NOTICE

Notice is hereby given that the 36th Annual General Meeting of the members of BCL Industries & Infrastructures Limited will be held on Friday, 28th day of September, 2012 at 3.30 p.m. at Ganpati Enclave, Dabwali Road, Bathinda (Punjab) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and Profit & Loss Account for the year ended on that date and reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri V. K. Nayyar, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modifications, the following Resolution as an ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 198, 269 & 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, consent be and is hereby accorded for the re-appointment of Shri Rajinder Mittal as Managing Director of the company for a period of five years with effect from 01/04/2012 to 31/03/2017 on remuneration of ₹ 100000/- per month by way of salary, commission, etc. which the company is entitled to pay in accordance with the terms and conditions as prescribed under schedule XIII of the Companies Act, 1956."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and / or vary the terms and conditions of the said re-appointment and/or remuneration so as not to exceed the limits specified in the schedule XIII of the Companies Act, 1956."

for and on behalf of the Board

Place : Bathinda,
Dated : 14th Aug., 2012

Nikita Sheth
Company Secretary

NOTE:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. The detail under Clause 49 of the Listing Agreement in respect of Directors seeking appointment / re-appointment at the Annual General Meeting is annexed hereto.
3. The Register of members and share transfer books of the Company will remain closed from 26th September, 2012 to 28th September, 2012 (both days inclusive).
4. Members desiring any information as regards the accounts are requested to write to the Company at least 10 days before the date of the meeting so as to enable the management to provide the information during the Annual General Meeting.
5. Members are requested to quote the Ledger Folio or Client ID and DP ID numbers in all communications with the Company or Registrar & Share Transfer Agent and also to notify any change of addresses to them.

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

Item No. 4

The present term of appointment of Shri Rajinder Mittal as a Managing Director expires on 31/03/2012. He is responsible for overall activities of the company and manage day to day affairs of the company. Under the guidance and leadership of Sh. Rajinder Mittal, your company has implemented various investment plans and business strategies successfully. The Board of Directors feels that for the sake of continuity of present management and for efficient running of the business of the company, the services of Shri Rajinder Mittal should be made available to the company for a further period of five years. The Board of Directors in their meeting held on 30th March, 2012 re-appointed Shri Rajinder Mittal as a Managing Director of the company, who is already Managing Director of one company viz, Kissan Fats Limited. The remuneration payable to him as approved by the Board is subject to the subsequent approval by the shareholders of the company. The Board of Directors hopes that the company will be benefited by his services so much for the company's proper day to day operations and smooth running of business. Shri Rajinder Mittal is having expertise in the field of business in which your company is engaged and it will not only add to the enhancement of the business opportunities of your company but also enhance the profits of your company.

This may also be treated as abstract pursuant to the provisions of section 302 of the companies Act, 1956.

Keeping in view his experience and knowledge, your Directors recommend the Resolution for your assent in the interest of the company.

None of the Directors of your company are interested in or concerned in the aforesaid resolution except Shri Rajinder Mittal.

Details of Director seeking re-appointment in ensuing Annual General Meeting as per clause 49 of the Listing Agreement.

Name of Director	Sh. V. K. Nayyar
Date of Birth	7/24/1956
Date of Appointment	10/1/2002
Expertise in specific functional area	He is a Chartered Accountant and having vast experience and knowledge particularly in Accounts and Taxation. He is having Rich experience of around 25 Years in Oil & Vanaspati Industry.
List of outside Directorship held	He is not a Director in any other company incorporated in India.
Membership / Chairmanship of committees across public companies	1
Shareholding	NIL

DIRECTORS' REPORT

To
The Members of BCL Industries & Infrastructures Ltd.

Your Directors are pleased to present the 36th Annual Report on the working of the Company together with the Audited Accounts for the financial year ended 31st March, 2012.

FINANCIAL RESULTS

The financial highlights are as follows :-

	(₹ in Lacs)	
	2011-2012	2010-2011
Profit before Depreciation, Finance Cost and Tax Expenses	1935.27	1195.61
Less :		
Finance Cost	1041.24	304.11
Depreciation	<u>233.57</u>	<u>208.27</u>
Profit before tax	<u>660.46</u>	<u>683.23</u>
(Add) / Less :		
Current Tax	160.00	140.00
Deferred Tax	<u>(17.24)</u>	<u>(11.59)</u>
Profit for the year	<u>517.70</u>	<u>554.82</u>
(Add) / Less :		
Prior Period Items		
- Excess / Short Provision of Tax of Earlier Year	30.02	33.19
- Previous Year Adjustment	4.50	0.58
- b / f Surplus	<u>(47.32)</u>	<u>(226.27)</u>
Total Surplus Available	<u><u>530.50</u></u>	<u><u>747.32</u></u>
APPROPRIATIONS		
Transferred to		
General Reserve	500.00	700.00
Balance carried to Balance Sheet	30.50	47.32
Total	<u><u>530.50</u></u>	<u><u>747.32</u></u>

PERFORMANCE REVIEW

Financial year 2011-12 was challenging year. The global economy, barely a year after recession, witnessed lower economy growth due to downfall in Indian Rupee in comparison with the US \$ and downfall scenario in Sensex, resulting in the increase of prices of crude edible oils, increase in interest rates, inflation in indigenous raw materials, packing materials, other processing chemicals, direct & indirect cost etc., etc. Despite of this constraints and challenging environment the company performed reasonably well and the highlight of the performance are as above.

ACHIEVEMENT

Your directors have pleasure to inform you that this year the company has achieved the following goals inspite of the challenging environment & adverse market scenario:

- Your directors have pleasure to inform you that for the construction of luxury residential flats at Multonia Road viz, D.D. Mittal Towers Phase-II, the company has obtained all the statutory permissions including environment clearance & the project will be launched very soon during the current financial year.

- The installation of Distillery unit has been completed well in time and the production has been started in the month of June, 2012. It will strengthen the overall revenue of the company in the current year.

- During the year your company has acquired the firm M/s Ganpati Estates in which the company was partner with 88% share in the previous year. Now your company have become the sole proprietor of the said firm.

- Your company once again got "B.K.Goenka Award" for being the second highest producer of refined rice bran oil in the country.

DIVIDEND

Your company has set up a Distillery Unit at Village "Sangat Kafan", Dabwali Road, Bathinda which is going to be completed within a short span of time and the production is expected to come out in the month of Aug., 2012 and the project D.D.Mittal Towers Phase-II is under progress. Keeping in view of the requirements of funds for working capital for both above said projects as well as to conserve the resources for the future requirement, your Directors do not recommend dividend for the year.

DIRECTORS

Mr. V. K. Nayyar, Director, liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

CORPORATE GOVERNANCE REPORT

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Management Discussion and Analysis, Corporate Governance Report and Certificate by the Managing Director and Manager (Finance) confirming compliance by all the Board Members with Company's Code of Conduct and Auditor's Certificate regarding compliance of condition of Corporate Governance are made a part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956, it is hereby confirmed that:

- (i) In the preparation of the annual accounts the applicable accounting standards have been followed.
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 of the Company for the year under review.
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting

records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

- (iv) The Directors have prepared the accounts for the financial year ended 31st March, 2012 on a 'going concern' basis.

LISTING OF EQUITY SHARES

The equity shares of the company continue to be listed on Ludhiana (Regional), Delhi, Mumbai Stock Exchanges and listing fee for the year 2012-2013 have been paid to each of the said Stock Exchanges.

HUMAN RESOURCES

The Company regards its employees as the most valuable assets and continuously reviews and evolves policies and procedures to attract and retain its pool of technical and managerial personnel through a conducive work environment.

PARTICULARS OF EMPLOYEES

The provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not applicable as, there was no employee in the company during the year, drawing remuneration more than the amount specified in terms of section 217 (2A) of the Companies Act, 1956.

AUDITORS

M/s. P. Mittal & Co., Chartered Accountants, the Statutory Auditors of the Company, will hold office until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

AUDITORS' REPORT

The observations of the Auditors are self explanatory and as such need no further explanation.

COST AUDIT

The Board of Directors has appointed M/s Pawan & Associates, Cost Accountants, Jalandhar as Cost Auditors of the Company under section 233-B of the Companies Act, 1956 for the year 2012-2013. The Cost Auditor's report will be forwarded to the Central Government as required under law.

PUBLIC DEPOSITS

During the year under review, the Company has not accepted fixed deposits from the public under section 58-A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

Information as required under Section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies

(Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 with respect to energy conservation, technology absorption and foreign exchange earnings & outgo are forming part of the Director's Report and are annexed hereto and form part of the Director's Report.

APPRECIATION

The Board of Directors place on record their appreciation to all the employees of the Company for their contribution to the operations of the Company during the year under review. Your Directors also place on record their sincere appreciation of the support extended by the Government and other Statutory Authorities, Company's Bankers, Business Associates, Auditors and all the Shareholders of the Company.

for and on behalf of the Board

Place : Bathinda,
Dated : 14th Aug., 2012

(Rajinder Mittal)
Chairman & Mg. Director

ANNEXURE TO THE DIRECTORS' REPORT

Particulars as required under Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988.

A) CONSERVATION OF ENERGY

The Company continues to place specific emphasis on energy conservation. No additional investment is made.

FORM 'A'

Form for disclosure of particulars of conservation of energy:-

1) POWER AND FUEL CONSUMPTION

	2012	2011
i) ELECTRICITY		
a) Purchosed Units	11978730	12165648
Total Amount (In ₹)	69981863	65400951
Rate/Unit	5.84	5.38

b) Own Generation through Diesel/R.F.O./H.P.S. Generator		
Units	41510	42980
Total Amount (In ₹)	392551	405649
Rate/Unit	9.46	9.44

ii) COAL (Used in Boiler):

Quantity (In M.Ts.)	-	-
Total Cost	-	-
Average Rate PMT	-	-

iii) FURNACE OIL :

Quantity (In Liters)	-	-
Total Cost	-	-
Average Rate Per Liter	-	-

iv) OTHERS

Rice Husk/R.F.O./L.D.O.		
Total Cost (In ₹)	44409678	57387064

2) CONSUMPTION PER UNIT OF PRODUCTION

Electricity (Units)	7.17	6.99
Coal (Qtls)	-	-
Furnace Oil (In Liters)	-	-

B) TECHNOLOGY ABSORPTION

FORM 'B'

Form for disclosure of particulars of technology absorption :-

Although no separate R & D Department has been set up yet the Company has taken care to train chemists & engineers in various disciplines. The Company is having a well equipped laboratory which meets the requirement of quality control.

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Earnings : ₹ 394.20 Lacs
Outgo : ₹ 6521.64 Lacs

for and on behalf of the Board

Place : Bathinda,
Dated : 14th Aug., 2012

(Rajinder Mittal)
Chairman & Mg. Director

MANAGEMENT DISCUSSION & ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS

Your Company is engaged in the business of edible oils as well as Real Estate as a developer and colonizer and developed various commercial and residential sites. The edible oil business includes refined vegetable oil, vanaspathi ghee, mustard oil & rice etc. in the name of Homecook, Do Khajoor and Murlī. Homecook brand offers a wide range of refined oils, which includes rice bran oil, soyabean oil, sunflower oil, cottonseed oil and rice. Crude edible oils are imported like palm oil & DSBO etc. every year for blending and refining with other edible oil based products.

OPPORTUNITIES

The future outlook of the oil business as well as Real Estate business is looking good. Your company has opportunities in the market, due to the fact that company constantly endeavors to improve productivity, reduce cost and provide goods and services to the satisfaction of the customers.

RISK & THREATS

Risk is inherent aspect of business. Risk taking is essential ingredient for growth. The level and type of risks depend from company to company based on growth strategy, expansion plans and various other factors. However, your company is continuously evaluating the risks in all the segments of business and taking proactive steps to contain/minimize its impact on the business.

INDUSTRIAL RELATIONS & HUMAN RESOURCES MANAGEMENT

Industrial relations at all the level of works of the Company remained cordial and harmonious during the year under review. Your Company considers human resources very valuable assets for the development of the Organization. To enhance the competencies of the employees at all levels, your Company organizes a series of in house training programme.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal control system commensurate with the nature of its business and the size of its operations. Internal control system is well established to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly. The internal control system is designed to ensure that financial and other records are reliable for preparing the financial statements and other data and for maintaining the accountability of assets. The internal audit is carried out by the Internal Auditors of the Company and covers all the departments of the Company. The audit process is undertaken under the supervision and guidance of the Audit Committee. All significant audit observations and actions taken thereof are reported to the Audit Committee.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Your Company has achieved a turnover of ₹ 536.54 Crore and earned a profit after tax of ₹ 500.46 Lacs by managing efficiently and effectively the resources at its disposal in spite of the fact that the Company has faced competition from the several domestic players.

CAUTIONARY STATEMENT

The above Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include external economic conditions affecting demand/supply influencing price conditions in the markets in which the Company operates, changes in Government regulations, statutes, tax laws and other incidental factors.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company continues to focus on good Corporate Governance and its primary objective is to create and adhere to a corporate culture of integrity, transparency, disclosure, accountability, equal treatment of all shareholders and social responsibility. It has taken all the necessary steps to ensure that all the mandatory provisions of Corporate Governance, prescribed under the Listing Agreement with Stock Exchanges with which the Company is listed, are complied with.

Your Company has adopted an appropriate Corporate Governance framework to ensure timely and accurate disclosure of all material matters, including financial position, performance and governance.

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

BOARD OF DIRECTORS

The Board of Directors of your Company has an optimum combination of Executive and Non-Executive Directors so as to have a balanced Board Structure. The Board has four directors, two of whom are Executive Directors and the rest two are Non-Executive Directors. The Chairman of the Board of Directors of your Company is an Executive Director.

The Members of the Board of Directors of your Company are expected to possess required expertise, skill and experience to effectively manage your Company so that it can attain its organizational goals.

Each member of the Board of Directors of your Company is expected to ensure that his personal interest does not run in conflict with your Company's interests.

The Directors of your company are appointed by the Shareholders upon recommendation of the Board of Directors within the frame work of the Companies Act, 1956 as well as the Articles of Association of the Company.

The names of the Directors and the category to which they belong to, their attendance at Board Meetings during the year and the last AGM, the number of directorship and committee memberships held by them in other Companies is given below. Other directorships do not include directorships of Private Limited and Foreign Companies.

AUDIT COMMITTEE

Audit Committee of your company comprises of three directors, Shri V. K. Nayyar, Shri S. N. Goyal & Shri Baldev Raj Gupta. Shri V. K. Nayyar, is the Chairman of the Committee. All the members of the Audit Committee are financially literate and have vast experience in their respective fields. Shri V. K. Nayyar and Shri S. N. Goyal have accounting or related financial management expertise. The terms of reference stipulated by the Board to the Audit Committee are as contained in Clause 49 of the Listing Agreement. The Audit Committee regularly invites in the meeting such Executives including the Head of Finance Department and Statutory Auditors and Internal Auditors of the Company as it considers appropriate. The minutes of the Audit Committee Meeting were circulated to the Board. The Audit Committee met five times during the financial year on 11/05/2011, 25/07/2011, 23/08/2011, 10/11/2011 & 31/01/2012.

Name	Category	Number of Board Meetings attended	Attendance at last AGM	No. of Directorship in other Public Limited Companies	Committee Position held in other Public Limited Companies	
					Chairman	Member
Shri Rajinder Mittal	Executive	20	Yes	7	2	2
Shri S. N. Goyal	Executive	21	Yes	Nil	Nil	Nil
Shri V. K. Nayyar	Non Executive	7	No	Nil	Nil	Nil
Shri Baldev Raj Gupta	Non Executive	21	Yes	Nil	Nil	Nil



SHARE TRANSFER COMMITTEE

The Share Transfer Committee consists of Shri Rajinder Mittal; Chairman & Mg. Director, Shri S. N. Goyal, Whole Time Director, Shri Baldev Raj Gupta, Director and Smt. Nikita Sheth, Company Secretary. The committee looks into various issues pertaining to share transfer, duplicate share certificates, transmission and related matters. The Committee meets frequently to effectively and expeditiously dispose off the matters referred to the Committee. During the year under review Share Transfer Committee held 11 meetings.

SHAREHOLDERS / INVESTORS GRIEVANCES COMMITTEE

The Shareholders/ Investors Grievances committee ensures the effective redressal of the complaints received from the shareholders such as dematerialization, transfer, non receipt of annual report/share certificates etc. The committee also oversees the performance of the Registrar and Share transfer Agent.

Investor Grievance Committee comprises of two members namely Shri Baldev Raj Gupta & Shri V. K. Nayyar (Non Executive Directors). The Company attempts the Investor Grievance correspondence expeditiously and usually reply is sent within a period of 10 days of the receipt of complaint. There has been no complaint that has not been resolved to the satisfaction of the shareholder. Smt. Nikita Sheth, Company Secretary, is Compliance Officer of the Company.

REMUNERATION POLICY

The Whole Time / Executive Directors are paid remuneration approved by the Board of Directors, subject to the subsequent approval by the shareholders at the general body meeting and such other authorities as the case may be. The remuneration is fixed considering various factors such as qualifications, experience, expertise and financial position of the Company etc. The remuneration structure comprises of basic salary, perquisites and allowances, contribution to Provident Fund and other funds in accordance with the provisions of the Companies Act, 1956.

Details of remuneration paid to the Directors during the financial year is as given below:-

Name of Executive Directors	Salary*
Sh. Rajinder Mittal	₹ 12 Lacs
Sh. S. N. Goyal	₹ 4.05 Lacs
Total	₹ 16.05 Lacs

*Salary includes monetary value of perquisites.

Name of Non Executive Directors	Sitting Fee
Sh. V.K. Nayyar	₹ 0.60 Lacs
Sh. Baldev Raj Gupta	₹ 2.60 Lacs
Total	₹ 3.20 Lacs

GENERAL BODY MEETINGS

Information regarding last three Annual General Meetings are given below :

Location	Day	Date	Time
Ganpati Enclave, Dabwali Road, Bathinda	Saturday	29 th day of August, 2009	4.00 P.M.
- do -	Saturday	14 th August, 2010	4.00 P.M.
- do -	Wednesday	28 th September, 2011	3.30 P.M.

DISCLOSURES

During the year, there was no material / significant related party transactions that would have potential conflict with the interest of the Company at large. No penalty or strictures have been imposed on the Company by any regulatory authority for non-compliance of any laws.

MEANS OF COMMUNICATION

The Company communicates with the shareholders at large through its Annual Reports, publication of financial results, press release in leading newspapers and by filing of various reports and returns with the statutory bodies like Stock Exchanges and Registrar of Companies. The quarterly results are published in the prominent daily newspapers.

GENERAL SHAREHOLDER INFORMATION

1. **Annual General Meeting**
Date and time: Friday 28th Day of September, 2012 at 3.30 P.M.
Venue: Ganpati Enclave, Dabwali Road, Bathinda
2. **Date of Book Closure**: 26th September, 2012 to 28th September, 2012
(Both days inclusive)
3. **Financial Calendar**: April 1 to March 31
4. **Listing details**: Listed on Ludhiana, Delhi & Mumbai Stock Exchanges
5. **Demat ISIN Number**: INE412G01016

REGISTRAR & SHARE TRANSFER AGENT

The Company has appointed Registrar & Share Transfer Agents to handle physical and electronic share registry work so as to comply with the SEBI directive making it mandatory for listed companies to have a common agency for the said purpose. Accordingly all documents, transfer deeds, demat requests and other communications in relation thereto should be addressed to the following address:

LJK INTIME INDIA PRIVATE LIMITED,
A-40, 2nd Floor, Naraina Industrial Area,
Phase-II, Near Batra Banquet Hall,
NEW DELHI-110 028
e-mail: delhi@ljkintime.co.in

SHARE TRANSFER SYSTEM

Share Transfers in physical form can be lodged with Registrar & share transfer agent at the above mentioned address or at the Regd. Office of the Company. The transfers are normally processed by the Registrar & Share Transfer Agent within 10-15 days from the date of receipt, if the documents are complete in all respects. Share Transfers under objection are returned within two weeks. All requests for dematerialization of shares are processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

PLANT LOCATIONS

Vanaspati Unit :

Hazi Rattan Link Road,
Bathinda - 151001

Distillery Unit :

Village : Sangat Kalan,
Dist. Bathinda-151001

Project : D.D.Mittal Towers Phase - I & II

Multan Road,
Bathinda - 151001

REGISTERED OFFICE

Hazi Rattan Link Road,
P.O Box No. 71,
Bathinda - 151001

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

To
**The Members of
BCL Industries & Infrastructures Limited,**

Pursuant to Clause 49(1)(D)(ii), I hereby confirm that, for the financial year ended 31st March, 2012 all the Board members and the Senior management personnel have affirmed compliance with the code of conduct framed by the Company

Place : Bathinda,
Dated : 14th Aug., 2012

(Rajinder Mittal)
Chairman & Mg. Director

AUDITORS' CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To
**The Members of
BCL Industries & Infrastructures Limited,**

We have examined the compliance of conditions of corporate governance by BCL Industries & Infrastructures Limited for the year ended on 31st March, 2012 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to 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.

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

Further, we state that no investors' grievances are pending for a period of more than one month against the Company as per the records maintained by the Investors' Grievance Committee.

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.

for P. Mittal & Co.
Chartered Accountants

Place : Bathinda,
Dated : 14th Aug., 2012

(Parmod Mittal) FCA
Prop.

CEO / CFO CERTIFICATE

Shri Rajinder Mittal, Chairman & Managing Director and Shri Navdeep Gupta, Head of the Finance Department of the Company have certified to the Board that :

- a) The Financial Statements and the Cash Flow Statement for the year have been reviewed and to the best of their knowledge and belief -
- i) These statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading; and
- ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) There are to the best of their knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting; and they have
- d) They have indicated to the Auditors and the Audit Committee :
- i) Significant changes in internal controls over financial reporting during the year ;
- ii) Significant changes in Accounting Policies during the year and that the same have been disclosed in the notes to the financial statements; and
- iii) Instances of significant frauds of which they have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control systems over financial reporting.

(Rajinder Mittal)
Chairman & Mg. Director

(Navdeep Gupta)
Chief Financial Officer

Place : Bathinda,
Dated : 14th Aug., 2012

AUDITORS' REPORT

To the members of BCL INDUSTRIES & INFRASTRUCTURES LTD., Bathinda.

1 We have audited the attached Balance Sheet of M/s BCL INDUSTRIES & INFRASTRUCTURES LTD., Bathinda as at 31st March, 2012, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

3 As required by the Companies (Auditor's Report) Order, 2003 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 paragraph 4 and 5 of the said order.

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

(i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our Audit;

(ii) 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;

(iii) The Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;

(iv) In our opinion, the Balance Sheet, Statement of Profit & Loss 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.

(v) On the basis of written representations received from the Directors, as on March 31, 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on March 31, 2012 from being appointed as a Director in terms of clause (g) of sub section (1) of Section 274 of the Companies Act, 1956;

(vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with Significant Accounting Policies and notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principle generally accepted in India:

a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2012;

b) in the case of Statement of Profit and Loss, of the profit for the year ended on that date; and

c) in the case of Cash flow Statement, of the Cash Flows for the year ended on that date.

for P. Mittal & Co.
Chartered Accountants

Place : Bathinda,
Dated : 14th Aug., 2012

(Parmod Mittal) FCA
Prop.

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in Para 3 of the report on even date of the auditors to the members of BCL Industries & Infrastructures Limited, Bathinda on the accounts for the year ended on 31st March, 2012)

i In respect of its fixed assets:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
- (b) As per information and explanations given to us, the Company has a system of physical verification of all fixed assets every year and no serious discrepancy has been noticed.
- (c) In our opinion and according to the information and explanations given to us, the company has not made any substantial disposal during the year and the going concern status of the Company is not affected.

ii In respect of its inventories:

- (a) The inventory has been physically verified during the year by the management. In our opinion the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedure for physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

- iii (a) According to the information and explanations given to us, as at the year end the company has not granted loans to persons covered under the register maintained u/s 301 of the Companies Act 1956, hence the clause b, c & d given below are not applicable to the company.
- (b) In our opinion, the rate of interest and other terms and conditions on which advances have been granted to the companies, firms or other parties listed in the register maintained under section 301 of the companies Act, 1956 are not prima facie, prejudicial to the interest of the company.
- (c) The parties have repaid the principal amount as stipulated and have been regular in the payment of interest thereon.
- (d) There is no overdue amount of loans granted to companies, firms or any other parties covered in the register maintained under section 301 of the companies Act, 1956.
- (e) According to the information and explanation given to us, the company has not taken loan from companies, firms or any other parties covered in the register maintained under section 301 of the companies Act, 1956 hence the clause f & g given below are not applicable to the company.
- (f) In our opinion, the rate of interest and other terms & conditions on which loans have been taken from companies, firm or other parties listed in the register maintained under section 301 of the companies Act, 1956 are not, prima facie prejudicial to the interest of the company.
- (g) The company is regular in repaying the principal amount as stipulated and has been regular in the payment of interest.



- 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 for the purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- v(a) According to the information and explanations given to us, there are no contracts and arrangements referred in Section 301 of the Companies Act, 1956 that need to be entered in the register required to be maintained under that section, hence the clause b given below are not applicable to the company.
- (b) In our opinion and according to the information and explanations given to us, the transactions made under pursuance of contracts and arrangements entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956 have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- vi According to the information and explanations given to us, the Company has not accepted any deposits from public during the year.
- vii In our opinion the Company has Internal Audit System, commensurate with the size and nature of its business.
- viii We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that *prima facie* the prescribed cost records have been maintained.
- ix (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Employee Provident Fund, Employees State Insurance, Income Tax, Wealth Tax, Service Tax, Excise Duty, Sales Tax and Cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Excise Duty, Sales Tax and Cess were in arrears, as at 31st March 2012 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Excise Duty & Cess which have not been deposited on account of any dispute.
- x The Company neither has accumulated losses at the end of the year nor has incurred any cash losses during the current year covered under the audit and in immediately preceding financial year.
- xi Based on our audit procedures and according to the information and explanation given to us the Company has not defaulted in the repayment of dues to Financial Institutions and Banks.
- xii According to the information and explanation given to us and based on the information available the Company has not given any loan or advances on the basis of security by the way of pledge of shares, debentures and other securities.
- xiii In our opinion, the Company is not a chit fund/ nidhi/mutual benefit fund/society.

- xiv The Company is not dealing in or trading in shares, securities, debentures and other investments.
- xv According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from Banks and Financial Institutions.
- xvi The Term Loans accepted during the year have been prima facie applied for the purpose for which they have been taken.
- xvii According to the information and explanations given to us and on overall examination of the Balance Sheet of the Company, we report that no funds raised on short term basis have been used for long term investment. No long term funds have been used to finance short term assets except permanent working capital.
- xviii During the year, no preferential allotment of shares has been made by the Company.
- xix No debentures have been issued by the Company and hence the question of creating securities in respect thereof does not arise.
- xx During the period, the Company has not raised any money by way of public issue.
- xxi According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the financial year.

for P. Mittal & Co.
Chartered Accountants

Place : Bathinda,
Dated : 14th Aug., 2012

(Parmod Mittal) FCA
Prop.

BALANCE SHEET AS AT 31ST MARCH, 2012 (₹ In Lacs)

	Note	AS AT 31 ST March, 2012	AS AT 31 ST March, 2011
I EQUITY AND LIABILITIES			
Share Holder's Fund			
Share Capital	1	1,415.00	1,235.00
Reserves & Surplus	2	<u>6,246.06</u>	<u>4,084.01</u>
		7,661.06	5,319.01
Non Current Liabilities			
Long Term Borrowings	3	6,502.87	1,928.79
Deferred Tax Liability (Net)	4	17.61	34.85
Other Long Term Liability	5	<u>1,039.02</u>	<u>1,019.09</u>
		7,559.50	2,982.73
Current Liabilities			
Short Term Borrowings	6	7,223.11	6,753.60
Trade Payables	7	2,265.71	1,978.71
Other Current Liabilities	8	4,456.77	767.46
Short Term Provisions	9	<u>81.19</u>	<u>89.19</u>
		14,026.78	9,588.96
Total		<u>29,247.34</u>	<u>17,890.70</u>
II. ASSETS			
Non Current Assets			
Fixed Assets - Tangible Assets	10	1,593.76	1,653.03
Capital Work in Progress	10	7,948.32	706.06
Non Current Investments	11	901.49	2,212.29
Long Term Loans & Advances	12	<u>47.07</u>	<u>31.43</u>
		10,490.64	4,602.81
Current Assets			
Current Investment	13	6.80	6.80
Inventories	14	13,347.80	8,821.13
Trade Receivables	15	4,124.75	2,335.71
Cash and Cash Equivalents	16	720.79	1,111.13
Short Term Loans and Advances	17	<u>556.56</u>	<u>1,013.12</u>
		18,756.70	13,287.89
Total		<u>29,247.34</u>	<u>17,890.70</u>
Notes Forming Part of Financial Statements	1 to 32		

As per our separate report of even date
for P. Mittal & Co.
Chartered Accountants

Rajinder Mittal
Chairman & Mg. Director

S. N. Goyal
Director

(Parmod Mittal) F.C.A
Place : Bathinda,
Dated : 14th Aug., 2012

Nikita Sheth
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2012

(₹ In Lacs)

	Note	Year ended 31 st March, 2012	Year ended 31 st March, 2011
Revenue from Operations	18	53,653.83	47,702.97
Other Income	19	184.28	411.82
Total Revenue		53,838.11	48,114.79
Expenditure:			
Cost of Materials Consumed	20	45,896.81	40,698.85
Changes in Inventory of Finished Goods & Stocks in Process	21	(1,276.47)	163.23
Employee Benefit Expenses	22	351.87	309.60
Finance Costs	23	1,041.24	304.91
Depreciation	24	233.57	208.27
Other Expenses	25	6,930.63	5,747.50
Total Expenses		53,177.65	47,431.56
Profit before Tax		660.46	683.23
Tax Expenses:			
- Current Tax		(160.00)	(140.00)
- Deferred Tax		17.24	11.59
- Excess / (Short) Provisions of Tax of Earlier Year		(30.02)	(33.19)
Prior Period Items (Previous Year Adjustment)		(4.50)	(0.58)
Profit for the year		483.18	521.05

EARNING PER SHARE

1. Profit after Tax	483.18	521.05
2. Weighted number of Shares	9,025,000	6,150,000
3. Basic & Diluted EPS	5.35	8.47
4. Face Value per Equity Share	10.00	10.00

Notes Forming Part of Financial Statements 1 to 32

**As per our separate report of even date
for P. Mittal & Co.
Chartered Accountants**

**Rajinder Mittal
Chairman & Mg. Director**

**S. N. Goyal
Director**

(Parmod Mittal) F.C.A

**Nikita Sheth
Company Secretary**

Place : Bathinda,
Dated : 14th Aug., 2012

CASH FLOW STATEMENT FOR THE YEAR 2011-12

(₹ In Lacs)

	Year ended 31 st March, 2012	Year ended 31 st March, 2011
A Cash Flow From Operating Activities		
Net Profit before taxation & Extra Ordinary Items	660.46	683.23
Adjustment for		
Depreciation	233.57	208.27
Interest Expense	410.42	228.32
Profit/ Loss on sale of asset	(13.23)	(9.74)
Operating Profit before Working Capital Changes	1,291.22	1,110.08
Trade & Other Receivables	(1,789.04)	(254.57)
Inventories	(4,526.67)	(984.55)
Trade Payable & Liabilities	3,968.31	356.10
Loans & Advances	440.92	(745.41)
Cash Generated from Operations	(615.26)	(518.35)
Direct Tax Paid	(160.00)	(140.00)
Prior period items	(34.52)	(60.73)
Net Cash Flow from Operating Activities (A)	(809.78)	(719.08)
B Cash Flow From Investing Activities		
Purchase of Fixed Assets	(7,427.99)	(939.78)
Purchase of Investments	1,310.80	(717.17)
Sale of Fixed Assets	23.53	172.64
Net Cash Flow from Investing Activities (B)	(6,093.66)	(1,484.31)
C Cash Flow From Financing Activities		
Capital Subsidy	-	-
Interest Paid	(410.42)	(228.32)
Long Term & Short Term Borrowings	5,063.52	2,503.56
Proceeds from Application money for convertible warrant	-	620.00
Proceeds from issue of Equity Shares by Conversion of Warrant (Net of Application Money)	1,860.00	-
Net Cash Flow from Financing Activities (C)	6,513.10	2,895.24
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	(390.34)	691.85
Cash & Cash Equivalents as at 01/04/2011	1,111.13	419.28
Cash & Cash Equivalents as at 31/03/2012	720.79	1,111.13

Note : Warrant application money received in previous year amounting to ₹ 620 Lacs have been converted into share capital

As per our separate report of even date

for P. Mittal & Co.

Chartered Accountants

Rajinder Mittal
Chairman & Mg. Director

S. N. Goyal
Director

(Parmod Mittal) F.C.A

Place : Bathinda,

Dated : 14th Aug., 2012

Nikita Sheth
Company Secretary

AUDITOR'S CERTIFICATE

To,

The Board of Directors

BCL Industries & Infrastructures Limited, Bathinda

We have examined the above Cash Flow Statement of BCL Industries & Infrastructures Limited for the year 2011-12, derived from Audited Financial Statements and Books of Accounts & Records maintained by the Company and found the same in agreement there with.

for P. Mittal & Co.
Chartered Accountants

Place : Bathinda,

Dated : 14th Aug., 2012

(Parmod Mittal) F.C.A
Prop.

Notes Forming Part of the Financial Statement for the year ended 31st March, 2012 (₹ In Lacs)

	As At 31st March, 2012	As At 31st March, 2011
Note 1 : SHARE CAPITAL		
a Authorized		
20000000 Equity Shares of ₹ 10 each	<u>2,000.00</u>	<u>2,000.00</u>
b Issued, Subscribed and Fully Paid Up Capital		
14150000 Equity Shares of ₹ 10 each (Refer Note : 27)	1,415.00	615.00
c Share Warrant Application Money		
Application Money @ ₹ 7.75 per Warrant on 8000000 convertible warrant at a price of ₹ 31 each (Refer Note :27)	-	620.00
	<u>1,415.00</u>	<u>1,235.00</u>
NOTE 2: RESERVES & SURPLUS		
Securities Premium Reserve		
As per Last Balance Sheet	407.50	407.50
Add: On Issue of Shares	<u>1,680.00</u>	-
	2,087.50	407.50
Revaluation Reserve		
As per Last Balance Sheet	57.70	58.94
Less: Transferred to Profit & Loss A/c	<u>1.13</u>	1.24
(Being Difference of Depreciation on Revalued Cost of Assets & that on the original cost)	56.57	57.70
General Reserve		
As per Last Balance Sheet	2,804.07	2,131.01
Add: Transferred from Profit & Loss-A/c	<u>500.00</u>	700.00
	3,304.07	2,831.01
Less: Tax Effect of Block Assessment	-	26.94
	3,304.07	2,804.07
Capital Reserve		
As per Last Balance Sheet	692.50	692.50
Capital Subsidy		
As per Last Balance Sheet	74.92	74.92
Surplus		
As per last Balance Sheet	47.32	226.27
Add: Profit for the year	<u>483.18</u>	521.05
	530.50	747.32
Less: Appropriations		
Transfer to General Reserve	<u>500.00</u>	700.00
	30.50	47.32
TOTAL	<u>6,246.06</u>	<u>4,084.01</u>

Notes Forming Part of the Financial Statement for the year ended 31st March, 2012 (₹ In Lacs)

NOTE 3: LONG TERM BORROWINGS	As At 31st March, 2012	As At 31st March, 2011
Term Loans - Secured		
1. Punjab National Bank, Bathinda		
i) Exclusive first charge of all fixed assets of the company situated in Distillery Unit at Village: Sangat Kalan, Distt. Bathinda	5,514.05	980.83
ii) Secured by hypothecation of vehicle financed by them	1.24	-
2. HDFC Bank Limited, Bathinda		
i) Secured by hypothecation of commercial building situated at Gurgaon	595.88	770.39
ii) Secured by hypothecation of vehicle financed by them	86.66	168.12
3. Oriental Bank of Commerce, Bathinda		
i) Exclusive first charge on Development of Project at Multania Road, Bathinda viz., D.D. Mittal Towers Phase-I & second charge on Land of the Project	305.04	-
4. Tata Capital Limited		
i) Secured by hypothecation of vehicle financed by them	-	2.15
5. Tata Motor Finance Limited		
i) Secured by hypothecation of vehicle financed by them	-	7.30
TOTAL	<u>6,502.87</u>	<u>1,928.79</u>

NOTE 4: DEFERRED TAX LIABILITIES (NET)

As per Last Balance Sheet	34.85	46.44
Less: Deferred Tax Assets :-		
- Related to Fixed Assets	17.22	11.37
- Related to Provision for Employee Benefit	0.02	0.22
	17.61	34.85
TOTAL	<u>17.61</u>	<u>34.85</u>

NOTE 5: OTHER LONG TERM LIABILITIES

Securities:		
As per Last Balance Sheet	1,019.09	1,019.09
Add: Related to Ganpati Estates	19.93	-
	1,039.02	1,019.09
TOTAL	<u>1,039.02</u>	<u>1,019.09</u>

Notes Forming Part of the Financial Statement for the year ended 31st March, 2012 (₹ In Lacs)

NOTE 6: SHORT TERM BORROWINGS	As At 31st March, 2012	As At 31st March, 2011
Secured Loans		
1. Punjab National Bank, Bathinda		
i) Cash Credit Limit - Exclusive charge of hypothecation of all the stock of Raw Material, Stock in Process, Semi Finished Goods, Finished Goods, Consumable Store, Present or Future Book Debts and Other Current Assets of the Company whatsoever situated whether present or future and first exclusive charge on all the fixed assets of the company situated at Hazi Rattan Link Road, Bathinda	919.01	5,416.79
ii) Foreign Currency Loan	5,122.00	-
iii) Buyer's Credit	-	1,336.81
2. Oriental Bank of Commerce		
- Current Account O/D Facilities	20.38	-
(Exclusive charge on Development of Project at Multania Road, Bathinda viz., D. D. Mittal Towers Phase - I)		
From Other Banks:		
Foreign Currency Loan - Buyer's Credit	1,161.72	-
TOTAL	<u>7,223.11</u>	<u>6,753.60</u>
NOTE 7: TRADE PAYABLE		
Micro, Small & Medium Enterprises	2,265.71	1,978.71
Others	-	-
TOTAL	<u>2,265.71</u>	<u>1,978.71</u>
NOTE 8: OTHER CURRENT LIABILITIES		
Advance from Flat Buyers	4,108.93	665.86
Interest Accrued but not Due on Borrowing	44.94	0.39
VAT Payable	119.30	-
Tax Deducted at Source	43.67	20.74
Service Tax Payable	0.60	7.63
Other Payables -	139.33	72.84
(Includes Statutory Dues, Employee Benefits, Auditor Remuneration etc.)		
TOTAL	<u>4,456.77</u>	<u>767.46</u>
NOTE 9: SHORT TERM PROVISIONS		
- For Gratuity	5.71	5.65
- For Income Tax (Net of Advance Tax)	75.48	83.54
TOTAL	<u>81.19</u>	<u>89.19</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2012

NOTE : 10 Fixed Asset

I. Fixed Assets of BCL Ind. & Infra. Ltd.

Sr. No.	Particulars	Gross Block			Depreciation			Net Block		
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.3.2011
i	Tangible Assets									
	a) Land	157.94	-	-	157.94	-	-	-	157.94	157.94
	b) Building	479.66	38.04	-	517.70	-	1.13	-	287.12	230.58
	c) Plant and Machinery	3,565.21	45.99	21.81	3,589.39	141.52	20.30	2,648.60	940.79	1,037.83
	d) Furnitures & Fixtures	34.30	28.52	-	62.82	4.67	-	25.75	37.07	13.22
	e) Vehicles	484.57	24.38	6.46	502.49	69.93	6.23	320.93	181.56	227.34
	f) Office Equipment	40.70	2.77	-	43.47	2.20	-	29.24	14.23	13.66
	g) Computer	25.69	12.49	-	38.18	5.40	-	26.87	11.31	4.22
	h) Gas Cylinders	7.26	-	-	7.26	-	-	7.26	-	-
	SUB TOTAL (i)	4,795.33	152.19	28.27	4,919.25	228.87	1.13	3,345.77	1,573.48	1,653.03
ii	Capital Work-in-progress									
	a) At Distillery Unit	699.84	7,241.82	-	7,941.66	-	-	-	7,941.66	699.84
	b) At Unit D.D.Mittal Towers	6.22	0.44	-	6.66	-	-	-	6.66	6.22
	SUB TOTAL (ii)	706.06	7,242.26	-	7,948.32	-	-	-	7,948.32	706.06
	Total (i+ii) (Current Year)	5,501.39	7,394.45	28.27	12,867.57	228.87	1.13	3,345.77	9,521.80	2,359.09
	(Previous Year)	4,745.37	939.78*	183.76	5,501.39	208.27	1.24	3,142.30	-	-

*Including Capital Work in Progress

II. Fixed Assets at Ganpati Estates

Sr. No.	Particulars	Gross Block			Depreciation			Net Block		
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.3.2012
i	Tangible Assets									
	a) Plant and Machinery	9.16	-	-	9.16	-	-	-	0.95	8.21
	b) Furnitures & Fixtures	0.30	1.97	-	2.27	0.28	-	0.28	1.99	0.28
	c) Vehicles	21.66	-	8.56	13.10	3.39	-	3.39	9.71	0.28
	d) Office Equipment	0.09	0.22	-	0.31	0.03	-	0.03	0.28	0.09
	e) Computer	0.03	0.11	-	0.14	0.05	-	0.05	0.09	0.09
	Total (Current Year)	31.24	2.30	8.56	24.98	4.70	-	4.70	20.28	-
	(Previous Year)	-	-	-	-	-	-	-	-	-
	Total (i+ii) (Current Year)	5,532.63	7,396.75	38.83	12,892.55	233.57	1.13	3,350.47	9,542.08	2,359.09
	(Previous Year)	4,776.61	942.08	192.32	5,526.37	212.97	1.24	3,147.00	20.28	-

Notes Forming Part of the Financial Statement for the year ended 31st March, 2012 (₹ in Lacs)

NOTE 11: NON CURRENT INVESTMENTS	As At 31st March, 2012	As At 31st March, 2011
Other Investments		
Quoted, Fully Paid Up Equity Share:		
i) 250 Equity Shares of ₹10 each of Grover Leasing Ltd. (Market Value ₹ 750)	0.03	0.03
ii) 20000 Equity Shares of ₹10 each of NEPC Micon Ltd. (Market Value ₹46750)	<u>12.90</u>	<u>12.90</u>
	12.93	12.93
Unquoted, Fully Paid Up Equity Share:		
i) Equity Shares of ₹10 each of Cosmos Infra Engineering (India) Ltd.	22.60	22.60
Unquoted, Fully Paid Up - In Associates Companies:		
i) 1880345 Equity Shares of ₹10 each of Kisson Fats Ltd., Ghubaya	595.95	595.95
ii) 1350100 Equity Shares of ₹10 each of Sheesh Mahal Developers Pvt. Ltd., Bathinda	170.01	170.01
iii) 1000000 Equity Shares of ₹10 each of Pioneer Industries Ltd., Pathankot	<u>100.00</u>	<u>100.00</u>
	865.96	865.96
Investment in Partnership Firm		
- In Ganpati Estates (Our Share 88% & Other Partner Sh.Jiwan Bansal's Share 12%)		1,310.80
TOTAL	<u><u>901.49</u></u>	<u><u>2,212.29</u></u>
 NOTE 12: LONG TERM LOANS AND ADVANCES		
Security Deposits (Unsecured, considered good) (Deposited with various Govt. Authorities)	47.07	31.43
TOTAL	<u><u>47.07</u></u>	<u><u>31.43</u></u>
 NOTE 13: CURRENT INVESTMENTS		
In Mutual Funds Quoted		
Punjab National Bank, Principal Mutual Fund	6.00	6.00
In Jewellery		
Gold Jewellery	0.80	0.80
TOTAL	<u><u>6.80</u></u>	<u><u>6.80</u></u>

Notes Forming Part of the Financial Statement for the year ended 31st March, 2012 (₹ In Lacs)

NOTE 14: INVENTORIES	As At 31st March, 2012	As At 31st March, 2011
Raw Material	3,891.64	5,561.83
Raw Material at Port	33.61	470.38
Finished Goods:		
- At Factory	2309.84	1377.34
- At Ganpati Estates	<u>1565.49</u>	<u>0.00</u>
	3875.33	1377.34
Stock in Process		
- At Factory	708.47	364.50
- At Project D.D.Mittal Towers Phase - I	2226.24	903.57
- At Project D.D.Mittal Towers Phase - II	808.42	0.00
- At Ganpati Estates	<u>1645.02</u>	<u>0.00</u>
	5388.15	1268.07
Store, Spares and Packing Material	159.07	143.51
TOTAL	<u>13,347.80</u>	<u>8,821.13</u>
NOTE 15: TRADE RECEIVABLES		
(Unsecured and considered good)		
Over Six Months	90.10	93.22
Others	<u>4034.65</u>	<u>2,242.49</u>
	4,124.75	2,335.71
TOTAL	<u>4,124.75</u>	<u>2,335.71</u>
NOTE 16: CASH AND CASH EQUIVALENTS		
Cash in Hand	120.77	26.43
Balance with Banks		
- In Current Accounts	19.07	41.71
- In Fixed Deposit Account	<u>580.95</u>	<u>1042.99</u>
	600.02	1,084.70
TOTAL	<u>720.79</u>	<u>1,111.13</u>
NOTE 17: SHORT TERM LOANS AND ADVANCES		
Unsecured Considered Good		
- To Employees	19.77	14.42
- To Others	187.61	151.74
- Prepaid Expenses	16.99	23.95
- Advances for Goods & Services	<u>332.19</u>	<u>823.01</u>
	556.56	1,013.12
TOTAL	<u>556.56</u>	<u>1,013.12</u>

Notes Forming Part of the Financial Statement for the year ended 31st March, 2012 (₹ In Lacs)

NOTE 18: REVENUE FROM OPERATIONS	As At 31st March, 2012	As At 31st March, 2011	
Sale of Products (Refer Note : 28)	53,539.00	47,568.27	
Income from Services (Job Work)	114.83	134.70	
TOTAL	<u>53,653.83</u>	<u>47,702.97</u>	
 NOTE 19: OTHER INCOME			
Interest from Deposit with Banks	92.61	55.63	
Rental Income	74.03	74.03	
Profit on sale of Fixed Assets	13.23	9.74	
Income from Proprietorship Concern	4.41	-	
Share of Profit from Partnership firm	-	272.42	
TOTAL	<u>184.28</u>	<u>411.82</u>	
 NOTE 20: COST OF RAW MATERIALS CONSUMED			
	% of Consumption	% of Consumption	
Imported	32.04	14,707.03	30.85 12,556.46
Indigenous (Refer Note : 29)	67.96	31,189.78	69.15 28,142.39
TOTAL		<u>45,896.81</u>	<u>40,698.85</u>
 NOTE 21: CHANGES IN INVENTORIES			
Inventories (At the end of year)			
Finished Goods	2309.84	1377.34	
Stock in Process	708.47	364.50	
(A)	3,018.31		1,741.84
Inventories (At the beginning of the year)			
Finished Goods	1377.34	1,661.68	
Stock in Process	364.50	243.39	
(B)	1,741.84		1,905.07
Change in Inventories (A-B)	<u>(1,276.47)</u>		<u>163.23</u>
 NOTE 22: EMPLOYEE BENEFIT EXPENSES			
Salary & Wages	306.90		267.11
Contribution to Provident and Other Funds	23.78		20.49
Staff Welfare Expenses	21.19		22.00
TOTAL	<u>351.87</u>		<u>309.60</u>

Notes Forming Part of the Financial Statement for the year ended 31st March, 2012 (₹ In Lacs)

NOTE 23: FINANCE COSTS	As At 31st March, 2012	As At 31st March, 2011	
Interest to Banks & Financial Institutions	503.03	283.95	
Other Borrowing Cost	20.89	20.16	
Exchange Difference on Foreign Currency Loan	517.32	-	
TOTAL	<u>1,041.24</u>	<u>304.11</u>	
NOTE 24: DEPRECIATION AND AMORTISATION EXPENSE			
Depreciation	234.70	209.51	
Less: Transfer from Revaluation Reserve	1.13	1.24	
TOTAL	<u>233.57</u>	<u>208.27</u>	
NOTE 25: OTHER EXPENSES			
A Manufacturing Expenses			
Consumption of Stores, Spares & Packing Material	1,614.92	1225.21	
Processing Chemicals	617.98	504.62	
Power & Fuel	1,136.40	1231.94	
Repairs to Building	13.38	5.28	
Repairs to Machinery	230.11	239.48	
Research & Development	4.48	4.14	3,210.67
B Selling and Distribution Expenses			
Freight Outward	1,191.08	850.35	
Export Expenses	69.08	22.15	
Commission	103.97	97.65	
VAT/CST	1,753.60	1416.99	
Sale Promotion Expenses	19.53	19.58	2,406.72
C Establishment Expenses			
Insurance	40.98	36.56	
Telephone	14.83	13.60	
Travelling	26.82	11.89	
Rent	13.53	10.47	
Rate & Taxes	1.29	1.29	
Legal & Other Fee	37.97	18.42	
Charity & Donation	12.72	8.10	
Printing & Stationary	11.27	9.89	
Auditor Remuneration:			
- Statutory Audit	0.75	0.75	
- Internal Audit	0.50	0.50	
General Expenses	15.44	18.64	130.11
TOTAL (A + B + C)	<u>6,930.63</u>	<u>5,747.50</u>	

Notes Forming Part of the Financial Statement for the year ended 31st March, 2012

NOTE 26: SIGNIFICANT ACCOUNTING POLICIES

1 Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention on accrual basis as a going concern, in accordance with applicable Accounting Standards and statutory presentational requirements of the Companies Act, 1956.

2 Fixed Assets & Depreciation

i) Fixed assets are stated at their historical cost less depreciation.

ii) Depreciation has been charged on fixed assets as per rates of schedule XIV of the Companies Act, 1956 on WDV method except for the addition in plant & machinery installed on or after 01/04/1990 on which depreciation has been charged on straight line method.

3 Inventories

Raw Material, Work In Progress, Finished Goods and Stores & Spares are valued at Cost or Net Realizable Value whichever is less.

4 Turnover

i) Sales inclusive VAT, CST & Excise Duty.

ii) Goods sent on consignment are accounted in sales as and when respective "Bikri Patties" are received from the consignees.

5 Investments

Investment are stated at cost.

6 Revenue Recognition

All incomes and expenditure are recognized on accrual basis.

7 Contingent Liability & Assets

In the opinion of the Board of Directors there is no contingent liability or asset; hence, no provision is made.

8 Deferred Tax

Deferred Tax resulting from timing differences between book and taxable profit is accounted for using the current tax rate, to the extent that the timing differences is expected to crystallize. The major components of deferred tax assets and liabilities as on 31st March 2012 raising out of the timing differences are as per Note 4 above.

9 Foreign Currency Transactions

Transactions in foreign currency are accounted at exchange rate prevailing on the date of transaction. Assets & Liabilities relating to transactions involving foreign currency are converted at exchange rates prevailing at the year end. The gain / loss arising out of exchange rate difference on account of revenue transactions is adjusted in Profit & Loss Account. The loss arising out of exchange rate difference on account of borrowings outstanding is reported in finance costs.

Notes Forming Part of the Financial Statement for the year ended 31st March, 2012

10 Borrowing Cost

Borrowing Cost attributable to acquisition, construction or production of qualifying assets are capitalized as part of dead assets till the month in which the assets ready for use. Other borrowing cost are recognized as an expense in the period in which these are incurred.

11 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

12 Retirement Benefits

- Company's contribution to Provident Fund is charged to Profit & Loss Account.
- The Provision for Gratuity is made on the estimated basis.

13 Related Party Disclosures

- Related Party where control exists: NIL
- Related Party where significant influence exists

(₹ In Lacs)

Name	Relationship	Nature of transaction	Amount for the year
Kissan Fats Limited	Holding in Share Capital	Sale of goods	8747.32
		Purchase of goods	8909.44
		Milling Charges	67.30
		Interest paid/Credited	247.56
Shri Rajinder Mittal Prop. R.K. Exports & R.K. Agro	-do-	Purchase of goods	1430.36
		Interest received /Debited	354.61

- The remuneration paid to Key Management Personnel is as follows :

Name	Relationship	Nature	Amount
1 Sh. Rajinder Mittal	Managing Director	Remuneration	12.00
2 Sh. S.N. Goyal	Whole Time Director	-do-	4.05
			<u>16.05</u>

14 Impairment of fixed Assets

The company has reviewed as at 31/03/2012 the future earnings of its cash generation unit in accordance with AS-28 issued by ICAI . As the carrying amount of the assets does not exceed the future recoverable amount, consequently no adjustment is considered necessary by the management.

15 Segment Reporting

The company is engaged in the manufacturing of vanaspati ghee, vegetable oil etc. The entire operations are governed by the same set of risk and returns. In addition to that the company has started in real estate & infrastructure activities, which are in progress.

Notes Forming Part of the Financial Statement for the year ended 31st March, 2012

- 16 The Revised Schedule VI has become effective from 1st April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.
- 17 In the opinion of the Board of Directors, Current Assets, Loan and Advances etc; are realizable at the value approximately at which they are stated in the Balance Sheet in the ordinary course of business.
- 18 Balance in various personal accounts remains unverified since confirmations from the parties not received.
- 19 **Provision for current tax**
The Provision of Income Tax has been made as per the advice of Income Tax Advocate. If any extra demand is raised by income tax authorities that is accounted for in the year of payment/ final adjustment.

NOTE 27: Disclosure relating to Share Capital

i Preferential allotment of Equity Shares in pursuant to conversion of Warrants :

The Company has allotted 8000000 Fully paid up Equity Shares of ₹10 each at a premium of ₹ 21 per share to the promoters and Bodies corporate other than promoters pursuant to the conversion of warrants which were originally allotted on a preferential allotment basis after seeking the permission from all the statutory authorities and duly approved in 34th annual general meeting.

ii Particulars of Share Warrants Application Money

During the previous year i.e Financial year 2010-11, the company had allotted 8000000 warrants at a price of ₹ 31 per warrant optionally convertible into equity shares of ₹ 10 each at a premium of ₹ 21 each to the promoters and bodies corporate other than the promoters as per scheme approved in the 34th Annual General Meeting and the company received ₹ 620 lacs as application money @ ₹ 7.75 per warrant.

iii Equity shares held by each share holders holding more than 5% equity shares in the company :

Sr. No.	Name of Shareholder	As at 31 st March, 2012		As at 31 st March, 2011	
		No. of Shares	% of Shares	No. of Shares	% of Shares
1	Rajinder Mittal	1230500	8.70	630500	10.25
2	Sunita Mittal	1435500	10.14	435500	7.08
3	Swati Mittal	928860	6.56	-	-
4	Garima Mittal	1087540	7.69	-	-
5	Shweta Mittal	862600	6.10	-	-
6	Rollon Investment Pvt. Ltd.	2006750	14.18	906750	14.74
7	Manoj Finvest Pvt. Ltd.	1909440	13.49	909440	14.79
8	Sarva Priya Exports Pvt. Ltd.	1925000	13.60	-	-

Notes Forming Part of the Financial Statement for the year ended 31st March, 2012

NOTE 28 : Disclosure relating to Turnover

Particulars of Sales

(₹ In Lacs)

Sr. No.	Particulars	Sales Values	Closing Inventory	Opening Inventory
1	Vanaspati Ghee	13331.34 (11489.94)	218.55	248.29
2	Refined Oils	20073.53 (17343.42)	1033.40	63.83
3	Oils	9320.12 (9657.31)	158.02	260.66
4	Rice	4642.54 (3713.38)	654.62	9.63
5	Others	6171.47 (5364.23)	245.25	794.81
Total		53539.00 (47568.62)	2309.84	1377.24

NOTE 29 : Disclosure relating to Raw Material Consumed

Particulars of Raw Material Consumed

(₹ In Lacs)

Sr. No.	Particulars	Consumption (Value)
1	Oil Seeds	8682.15 (7207.97)
2	Oils	30506.40 (27709.45)
3	Paddy	3443.86 (2128.76)
4	Others	3264.41 (3652.67)
Total		45896.82 (40698.85)

NOTE 30 : Value of Import on CIF Basis in respect of

	Financial year	
	2011-12	2010-11
- Raw Material and Stock-in-Trade	7752.94	Nil
- Store and Spare including components and packing material	Nil	Nil
- Capital Goods	Nil	Nil

NOTE 31 : Expenditure in Foreign Currency

- Interest Expenses	213.61	Nil
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NOTE 32 : Earning in Foreign Currency

- Sales of Product	3094.20	683.22
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