



32nd

ANNUAL REPORT

2011-12



BANARAS BEADS LIMITED

AN EXPORT HOUSE RECOGNISED
BY GOVERNMENT OF INDIA

PIONEER OF GLASS BEADS AND FOUNDER OF ORGANIZATION



Late Kanhaiya Lal Gupta Ji
(1925-1992)

From Chairman



Ashok Kumar Gupta
CMD

Dear Shareholders,

I am happy to report the Annual results for the F.Y. 2011-2012. It is a matter of immense pleasure that company has again commenced payment of dividend and trading of share has again started by both stock exchanges BSE and NSE after a lapse of 8 years. The present market price of per share is between Rs. 30/- to Rs. 35/- against book value around Rs. 57/-.

During this financial year, board has paid interim dividend of Rs. 2.50 per Share and additionally recommended final dividend of Rs. 1.50 per Share. This makes total dividend of Rs. 4.00 per Share during the financial year.

The management and shareholders have suffered since 1998 due to decade old disputes between two group of shareholder and management of the Company. The dispute had adversely affected the business and growth of the Company. The company is on the path of progress and hope to compensate the losses in coming years.

Due to heavy competition from China because of their low cost price, initially the sale has been affected but we are proud to announce that we are fighting Chinese competition with the help of our integrated modern design, artwork & inherited experience of past 4 decades. Despite the competition, we are able to almost maintain the profit during this financial year with govt. stimulated packages of Focus market. In spite of comparative low export, the company has developed more than 50 new relationships with the foreign buyers around the globe & this has been made possible due to our aggressive marketing efforts.

We had initiated retail business in indigenous market under the Trade name "de-Lemon" through Retail Counters, stores and new online system, this will help us to increase our presence & sales across India.

Presently the US & European economy has gone adverse and due to which the export market is affected. To overcome this situation we are focusing on other areas like South America, Africa & CIS countries.

We have recently upgraded our manufacturing plant by introducing imported machines and technology. For setting up these machines, new factory is under construction and RS. 4.00 Cr has already incurred. On the completion of the building 75 thousand Sq. ft space will be added to the existing plant. It will help us in increasing our production and Quality levels resulting in facing competition with China comfortably.

The Future of the Company is bright and hopes that you will get good returns in coming years from Company barring unforeseen circumstances and any other adverse trade conditions.

I want to record my appreciation for co-operation and support provided by the directors, auditors, internal auditors, Buyers, Suppliers, Bankers, Artisans, Employees and associates of the company in every field of your Company's activities.

With best wishes to all.

(Ashok Kumar Gupta)
Chairman & Managing Director



BOARD OF DIRECTORS

Ashok Kumar Gupta : Chairman & Managing Director
Siddharth Gupta : Executive Director
Ashok Kumar Kapoor : Independent and Non-executive Director
Praveen Singh : Independent and Non-executive Director
Tanmay Deva : Independent and Non-executive Director

Company Secretary

R.K. Singh

REGISTERED OFFICE

A-1, Industrial Estate
Varanasi -221 106 U.P.
Tel.# : 0542-2370161 - 2370164
Fax.# : 0542-2370165 / 2370214
E-mail info@banarasbead.com
Website: www.banarasbead.com

E-MAIL & WEBSITE FOR INVESTOR

E-mail : investor@bblinvestor.com
Website : www.bblinvestor.com

CORPORATE IDENTITY NUMBER (CIN)

L01131UP1980PLC004984

AUDITORS

Kamal Kishore & Co.
Chartered Accountants,
Firm No. 007424C
Varanasi

UNITS

A-1, A-5 Industrial Estate, Varanasi
Tandia, G.T. Road, Varanasi

BANKERS

Bank of Baroda
Kotak Mahindra Bank Ltd.

REGISTRAR & SHARE TRANSFER AGENTS

Mas Services Limited

T-34, 2nd Floor, Okhla Industrial Area,
Phase - II,
New Delhi - 110 020
Ph: - 26387281/82/83 Fax:- 26387384

email:- info@masserv.com
website : www.masserv.com

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NOTICE

NOTICE is hereby given that 32nd Annual General Meeting of the Members of Banaras Beads Limited will be held at Registered Office of the Company at A-1, Industrial Estate, Varanasi - 221106 on Thursday the 19th July, 2012 at 3.00 P.M. to transact the following **Ordinary Business**:

Item No. 1 - Adoption of accounts

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012 and Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.

Item No. 2 – Confirmation of interim dividend and Declaration of final dividend

To confirm the payment of Interim Dividend on Equity Shares for the year 2011-2012 and to declare Final Dividend for the year 2011-2012 on Equity Shares.

Item No. 3 – Re-appointment of Director

To appoint a director in place of Mr. Tanmay Deva, who retires by rotation and being eligible, offers him self for re-appointment.

Item No. 4 – Appointment of Statutory Auditors

To appoint the Auditors to hold office from the conclusion of this Annual General meeting, until the conclusion of the next annual General Meeting and to fix their remuneration.

By Order of the Board of Directors
For **BANARAS BEADS LIMITED**,

Place : VARANASI
Date : 30.05.2012

(**R.K.SINGH**)
Company Secretary

NOTES:

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The proxy form duly completed and signed must be deposited with the Company at its Registered Office not later than forty-eight hours before the time of commencement of the meeting.

2. The Register of Members and Share Transfer Books of the Company will be closed from Monday, the 2nd July, 2012 to Thursday 19th July, 2012 (both days inclusive).
3. Members / Proxies should bring copy of Annual Report and their attendance slip duly filled & signed at the meeting.
4. If the Final Dividend as recommended by the Board of Directors is approved at the Annual General Meeting payment of such dividend will be made on August 10, 2012 as under-
 - a) To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on July 1, 2012.
 - b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on July 1, 2012
5. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip and proxy form for attending the Meeting.
6. The INE number of the company is 655B01011. The members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. They may dematerialise their holdings through a recognized Depository participant, by forwarding their request to the REGISTRAR-

M/s Mas Services Limited (RTA of Banaras Beads Limited)
T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020
Ph:- 26387281/82/83 Fax:- 26387384
email:- info@masserv.com, website : www.masserv.com.

7. **Members are requested to make all query /correspondence directly with above Registrar of the company for transfer, transmission of shares, duplicate issue of share certificates, record in change of address and or other purposes.**
8. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Services (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, M/s Mas Services Limited. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and Transfer Agent to provide efficient and better services. Members holding shares in physical form are requested to intimate such



9. The members holding shares in physical form are requested to send their phone, fax, E-mail and Bank account detail in enclosed format to the above RTA of the company or at Registered office of the company / **E-mail- investor@bblinvestor.com OR rksingh@banarasbead.com.**
10. Members wishing to claim Interim dividends for F.Y. 2011-2012, which remain unclaimed, are requested to correspond with Company Secretary of the Company, at the Company's registered office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid's Dividend Account, will, as per Section 205A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund.
11. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to register/update their e-mail addresses, in respect of shares held in dematerialised form **with their respective Depository Participants** and in respect of shares held in physical form **with above RTA directly.**
12. Detail of Director Shri Tanmay Deva, who retires by rotation and seeking re-appointment (In pursuance of Clause 49 of listing agreement)

Name	:	Shri Tanmay Deva
Fathers name	:	Late Diptiman Deva
Date of Birth	:	21.07.1971
Nationality	:	Indian
Qualifications	:	Graduate from Delhi University.
Date of appointment on the board	:	01.10. 2000
List of directorship held in other Company(s)	:	M/s Nandi Exports (P) Limited
Chairmanship/membership of Committees in Public Companies	:	i) Member Investor Grievance Committee of Banaras Beads Ltd. ii) Member Shareholders/Audit Committee of Banaras Beads Ltd.

EXPERIENCE:

Mr. Deva is having experience in Carpet, Handicrafts and other related items business, more than 22 years

By Order of the Board of Directors
For BANARAS BEADS LIMITED,

Place : VARANASI
Date : 30. 05. 2012

(R.K.SINGH)
Company Secretary



DIRECTORS REPORT

Dear Shareholders,

Your Directors are pleased to present the **32nd Annual Reports** together with the Audited Accounts of the Company for the year ended on 31st March' 2012.

FINANCIAL RESULTS:

	2011-2012	2010-2011
	(Rs. in lacs)	(Rs. in lacs)
Revenue from Operations	3386.20	3863.28
Net Profit Before Taxation	596.74	555.46
Net Profit after taxation	473.41	495.15
Balance of Profit & Loss Account B/F	636.55	327.33
<u>APPROPRIATIONS:</u>		
Transfer to General Reserve	47.50	-
Interim Dividend Paid @ 2.5 per Share	165.91	-
Final Dividend Proposed @ 1.5 per Share	99.54	-
Tax on Dividend	43.06	-
Balance of Profit & Loss Account C/F	753.95	636.55

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to provisions of Section 217(2AA) of the Companies Act, 1956, the Directors hereby state and confirm -

- That in preparation of Annual Accounts for the F.Y. ended on 31.03.2012, the applicable accounting standards have been followed ;
- That the directors selected such accounting policies and applied them consistently and made judgments and estimates, that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit & Loss Accounts of the Company.
- That 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 to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;
- That the Directors have prepared the Annual Accounts on a "going concern" basis.

OPERATION:

During the year the turnover of the Company has declined by 14.23% as the export industry is also facing consequential effect of global slowdown.

DIVIDENDS :

Based on the Company's performance during the year 2011-2012, the Board of Directors decided to make payment of interim dividend and to recommend final dividend.

In September, 2011, the company has paid an interim dividend of Rs. 2.50/- per share.

The Board of Directors have recommended a final dividend of Rs. 1.50/- per share.

The final dividend on the Equity Shares, if approved by the member would involve a cash outflow of Rs. 115.69 Lakhs including dividend tax. The total cash outflow on account of dividend including dividend tax for the year 2011-2012 including interim dividends Rs. 16590555/- already paid, would aggregate Rs. 30851132/- resulting in a payout of 65.17 % of the net profit of the Company.

TRANSFER TO RESERVES

The Board of the directors have proposed to transfer Rs. 47.50 Lakhs to the General Reserve out of the amount available for appropriations and an amount of Rs 117.40 lakhs is proposed to be retained in the Profit and Loss Account.

SETTLEMENT OF MANAGEMENT DISPUTES:

As already reported that the decade old disputes between the two Groups of Shareholders namely Raj Kumar Gupta Group and Ashok Kumar Gupta Group stands resolved by order dated 04.07.2007 read with order dated 03.08.2007 passed by the Hon'ble Company Law Board in C.P. No. 14/99. The directions given by the CLB vide the aforesaid two orders were implemented and communicated to the Shareholders as part of Annual Report forming part of published Accounts for the F.Y.2006-2007 and onwards. However in this regard the Special Leave Petition vide no. 25165-25166/2007 filed by Shri Ajit Kumar Gupta and others is still pending before Hon'ble Supreme Court for appropriate order.

DIRECTORS:

Shri Tanamy Deva retires from Board of Directors by rotation in accordance with the provisions of the Companies Act and being eligible, offers himself for re-appointment.

RE-APPOINTMENT OF AUDITORS:

M/s Kamal Kishore & Co., Chartered Accountants, the Auditors of the Company, who hold office upto the conclusion of the Annual General Meeting, are eligible for re-appointment and have expressed their willingness to accept the office if re-appointed as Auditors of the Company. M/s Kamal Kishore & Co., Chartered Accountants have under Section 224(1) of the Companies Act, 1956 furnished a Certificate of their eligibility for re-appointment and they hold valid certificate of having Peer Reviewed of their firm.



The company did not have any employee covered by the provisions of Section 217(2A) of the Companies Act' 1956, read with Companies (Particulars of Employee) Rules 1975 for F.Y. 2011-2012.

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

Information as per Section 217 (1) (e) of the Companies Act, 1956 read with Companies (disclosure of particulars in the Report of Board of Directors) Rules, 1988 are furnished as under:

a) **Conservation of Energy :**

The operations of the Company involve low energy consumption. Adequate measures have, however, been taken to conserve the energy.

b) **Technological Absorption:**

The Company has its own technological inputs for its products, developed in house with the efforts of experienced staffs and the same have been upgraded from time to time. However presently company has no collaboration arrangement with any foreign organization.

c) **Foreign Exchange Earning and Outgo:**

The foreign exchange earnings of the Company during the financial year has been Rs 2912.46 lakhs from Exports of Glass Beads, Hand knotted Carpets, Handicrafts and other items. The foreign Exchange Outflow during the year has been Rs. 211.28 lakhs for the import of materials, foreign traveling expenses and other sales promotional activities.

CORPORATE GOVERNANCE:

Corporate Governance Report and Management Discussion and Analysis statement and a certificate from the Auditors confirming compliance are attached to this report.

FIXED DEPOSITS :

The Company has not accepted any fixed deposits during the year.

FINANCE

The Company had availed loans of Rs. 636.99 from Bank during the F.Y. ended on 31.03.2012.

REVOCATION OF SUSPENSION AND TRADING OF SHARES :

The Bombay Stock Exchange has revoked suspension w.e.f. 19.08.2011 under "T" group and NSE has revoked suspension w.e.f. 15.12.2011 the shares are presently being traded with both stock exchanges.

ACKNOWLEDGMENT:

The Directors wish to place on record their sincere appreciation of the devoted and efficient services rendered by all officers, employees and others associated with the Company.

By order of the Board of Directors
For BANARAS BEADS LTD.

Place : VARANASI
Date : 30. 05. 2012

(Ashok Kumar Gupta)
Chairman & Managing Director



MANAGEMENT DISCUSSION & ANALYSIS OVERVIEW

INDUSTRIAL STRUCTURE AND DEVELOPMENT:

OPPORTUNITIES & THREATS:

The company is an Export House recognized by Government of India, Ministry of Commerce & Industries and main business of handicrafts like Glass Beads, Necklaces, imitation Jewellery in indigenous and Export market. The Company has built its credibility and reputation in international market by providing better quality's Glass beads and fashion jewelry on competitive price and within committed period.

In indigenous market company is doing business under the Trade name and style De-Lemon unit of Banaras Beads Ltd. through Retail Counters, Shop, Stores, Franchise and others under arrangement / agreement with various parties. But excepted results not received from indigenous market. The company forced to close various counters/stores due to on going losses.

There are opportunities for doing more business in this line. But the China has picked up much share in the market due to their unbelievable low pricing patterns. Thus not only competition has increased but also the Company is forced to reduce the price under pressure and to offers to sell its products at un-remunerative prices. The fluctuation in rate of foreign currency will also affect our business and profit.

The management has taken appropriate steps to meet the threats and making extensive efforts on quality control, cost reducing and widen its marketing net work.

SEGMENT:

The Company's main business is Manufacturing and export of Handicraft items like Glass Beads; Necklaces, Imitation Jewellery etc. all those items form just one Segment. The sell of minor items such as carpets is less than 10% of total sales. As the company has its commercial activity mainly at Varanasi, hence separate geographical segment wise reporting is not required.

FINANCIAL / OPERATIONAL PERFORMANCE:

	2011-2012	2010-2011
	(Rs. in lacs)	(Rs. in lacs)
Revenue from Operations	3386.20	3863.28
Net Profit Before Taxation	596.74	555.46
Net Profit after taxation	473.41	495.15
Balance of Profit & Loss Account B/F	636.55	327.33
APPROPRIATIONS:		
Transfer to General Reserve	47.50	-
Interim Dividend Paid @ 2.5 per Share	165.91	-
Final Dividend Proposed @ 1.5 per Share	99.54	-
Tax on Dividend	43.06	-
Balance of Profit & Loss Account C/F	753.95	636.55

OUTLOOK :

The prospects of your Company is bright and in years to come the demand of products of your company i.e. Glass Beads and fashionable jewelry will increase in international and indigenous market.

RISK & CONCERNS:

The main business of your Company is Export business, thus uncertainties in Global economy / international market is major risk for your company. Due to continued slow down in USA and renewed threat of recession in Europe are also cause for concern.

Any further change in duty draw back, DEPB and Exchange Rate policies would have a direct effect on the profitability of the Company. The management of your Company is hopeful on offsetting any adverse impact by better management abilities.

INTERNAL CONTROL SYSTEMS:

The Company is having an adequate internal control system covering all areas of operations. There is proper safeguard of assets through internal control system, which prevents any wastage, loss and unauthorized use of any assets.

HUMAN RESOURCES & INDUSTRIAL RELATIONS:

The Industrial Relations were very cordial through out the year. Measures for safety of employees, training, welfare and development continued to receive top priorities.

For BANARAS BEADS LTD.,



CORPORATE GOVERNANCE

The detailed report on Corporate Governance as per the format prescribed by SEBI and in clause 49 of the Listing Agreement is set out below:

1. COMPANY'S PHILOSOPHY:

The Company has a strong legacy of fair, transparent and ethical governance practices to maintain high level of transparency and accountability in its all area of functioning and relationship with suppliers, buyers, employees, bankers and proper regulatory compliances. The company also believes that its systems and procedure will enhance Corporate performance and maximize shareholders value in the long term.

2. BOARD OF DIRECTORS:

The Board of Directors comprises of five Members with two executive and three independent directors. The directors are responsible for Management of the Company's business. The Board's role, function responsibility, accountability and number of other Directorship and Chairmanship / Membership of Committees of each Director in various other Companies are as follows:

NAME OF DIRECTOR	Category	NUMBER OF OTHER DIRECTORSHIPS AND COMMITTEE MEMBER/CHAIRMANSHIP		
		Other Directorship	Committee Membership	Committee Chairmanship
1. Shri Ashok Kumar Gupta	Chairman & Managing Director	3	1	1
2. Shri Ashok Kumar Kapoor	Non-Executive and Independent Director	2	2	1
3. Shri Praveen Singh	Non-Executive and Independent Director	NIL	2	1
4. Shri Tanmay Deva	Non-Executive and Independent Director	1	2	NIL
5. Shri Siddharth Gupta	Executive Director	3	NIL	NIL

3. NUMBERS OF BOARD MEETING HELD:

Six Board Meetings were held during the F.Y. on 28th April' 2011, 1st July, 2011, 21st July, 2011, 8th September, 2011, 25th October, 2011 & 19th January, 2012.

4. ATTENDANCE OF EACH DIRECTORS:

The following is the attendance of each director at the Board Meetings and last Annual General Meeting:-

NAME OF DIRECTOR	ATTENDANCE PARTICULARS	
	Board Meeting	Last AGM
1. Shri Ashok Kumar Gupta	5	Yes
2. Shri Ashok Kumar Kapoor	6	Yes
3. Shri Praveen Singh	6	Yes
4. Shri Tanmay Deva	3	Yes
5. Siddharth Gupta	6	Yes

5. CODE OF CONDUCT :

The Board has adopted a Code of Conduct for its members, senior management and employees. The said code of conduct is available on the Company's web-site. All the Board Members and senior management of the Company as on March 31, 2012 have affirmed compliance with their respective Codes of Conduct. A Declaration to this effect, duly signed by the Managing Director is annexed hereto.

6. AUDIT COMMITTEE:

In terms of the provisions of Sec. 292A of the Companies Act, 1956 read with Clause 49 of the Listing Agreement with the Stock Exchanges, the Board of Directors of the Company constituted an Audit Committee, comprising of three Non-Executive Directors viz. Shri Ashok Kumar Kapoor, Chairman, Shri Praveen Singh and Shri Tanmay Deva as its Members. The Company Secretary acts as Secretary to the Committee.

The meetings of the Audit Committee were held 28th April' 2011, 1st July 2011, 21st July, 2011, 25th October, 2011 & 19th January, 2012 for reviewing the financial performance of the company on quarterly basis and for consideration of Annual Accounts for the year 2011-2012. All the members of the committee were present at the said meetings.

The terms of reference to this committee cover the matters specified for Audit Committee under Clause 49 of Listing Agreement.

7. REMUNERATION COMMITTEE:

The all decisions regarding the remuneration of executive and non-executive directors are taken by the entire board of directors of the Company. The Board does not have a Remuneration Committee. No remuneration is paid to Non-executive and independent Directors. The Aggregate value of salary and perquisites paid for the year ended on 31st March' 2012 to the Chairman & Managing Director Shri Ashok Kumar Gupta is Rs.1680000/-and to Mr. Siddharth Gupta, Whole Time Director (Executive Director) is Rs.1344000/-.

8. COMMITTEE FOR THE SHAREHOLDERS:

a) SHARE TRANSFER COMMITTEE:

The Committee met ten times during the year 2011-2012 and approved or rejected demat (s) / transfer (physical) of shares request, details given below. The Minutes of the share transfer committee were laid before the Board of Directors of the Company for their ratification and they have ratified from time to time.



	Physical Transfer	Transmission	Demat	Remat
No. of shares received	51360	1070	4031397	1000
No. of shares accepted	51360	1070	4031187	1000
No. of shares rejected due to signature difference / incomplete transfer deeds / DRF forms	0	0	210	

b) SHAREHOLDER / INVESTORS' GRIEVANCE COMMITTEE:

In terms of Clause 49 of the Listing Agreement with the Stock Exchanges, the Board of Directors of the Company has constituted an Investor Grievance Committee comprising of three Non-executive and independent Directors viz. Shri Praveen Singh, Chairman, Shri Ashok Kumar Kapoor and Shri Tanmay Deva, as its members, specifically to look into the redressal of Grievances / Complaints of Shareholders and investors such as Transfer of Shares non-receipt of Balance Sheet, etc. The meetings of said Committee were held on 28th April' 2011, 21st July, 2011, 25th October, 2011 & 19th January, 2012.

c) COMPLIANCE OFFICER :

The Board has designated Shri R.K. Singh, Company Secretary as the Compliance officer. **But the investors will lodge their query, requests/complaints with the Registrar of the Company at-**

M/s Mas Services Ltd. (share transfer Registrar / agent)
T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020,
Ph:- 26387281/82/83, Fax:- 26387384, email:- info@masserv.com

In special case shareholder may write to the Company for any query at-

Banaras Beads Limited,
A-1, Industrial Estate, Varanasi – 221106. Phone No. 0542-2370161-164, Fax No. 0542-2370165
E-mail- investor@bblinvestor.com or rk Singh@banarasbead.com

d) The status of total number of complaint received during the financial year 2011-2012, is as follows:-

The Company has made policy to resolve / redress the complaint within 10 days by them self or through RTA. During the year company has received 23 complaint regarding non-receipt of dividend, demat/ transfer of shares and all complaints have been resolved timely. However after revocation of suspension of trading various queries / phone calls, letters and e-mail received from members in respect of code number of Company, future prospects, dividend position, non-receipt of dividend etc. The same have been replied timely. No complaint / query is pending for reply / redressal as on 31.3.2012.

9. GENERAL BODY MEETINGS:

Location and time for the last three Annual General meetings are as under –

Year	Location	Date	Time	Special resolutions passed
	A-1, Industrial Estate, Varanasi			
2008-2009	-Do-	27.08.2009	3.00 P.M.	No special resolution passed
2009-2010	-Do-	05.08.2010	3.00P.M.	No special resolution passed
2010-2011	-Do-	04.08.2011	3.00P.M.	No special resolution passed

Postal ballots : For the year ended on 31st March' 2012 there have been no ordinary or special resolution passed by the shareholders of the Company through Postal ballot and there is no resolution proposed at the ensuing Annual General Meeting, which needs to be passed through Postal Ballot.

10. OTHER DISCLOSURES:

- None of the transactions with any of the related party is in conflict with the interest of the Company. The transactions with related parties have been disclosed in note No.30 of Notes on accounts in the Annual Report.**
- The Company has done all compliances timely. No penalties, strictures has been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the year. Fee for revocation of suspension as charged by BSE Rs. 540000/- was paid and suspension was revoked w.e.f. 19.08.2011 and Fee for revocation of suspension as charged by NSE Rs. 133000/- was paid and suspension was revoked w.e.f. 15.12.2011.

MEANS OF COMMUNICATION:

The Annual, half yearly and Quarterly results are usually submitted to the Stock Exchanges in accordance with Listing Agreements and same are sent to the newspapers for publication. The Management discussion and Analysis Report is part of Annual Report, which is now included in the Annual Report.

11 (i) SHAREHOLDERS INFORMATION:

- Annual General Meeting**
Date : 19.07.2012,
Time : 3:00 P.M
Venue : A-1, Industrial Estate, Varanasi
- Financial Calendar 2011-2012**
: (F.Y. 01/04/2011 to 31/03/2012)
:
: From 2nd July, 2012 to Thursday, the 19th July, 2012 (both