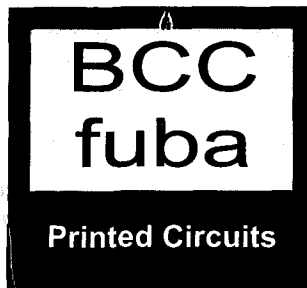
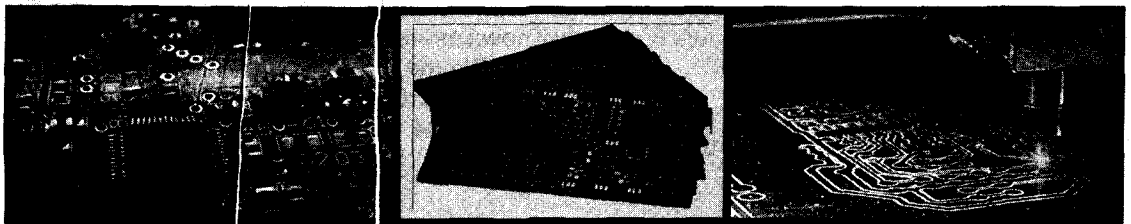


**27th
ANNUAL REPORT
2012-2013**



BCC FUBA INDIA LIMITED



BCC FUBA INDIA LIMITED
27TH Annual Report

BOARD OF DIRECTORS

1.	MRS. RENU BHAGAT	CHAIRPERSON & MANAGING DIRECTOR
2.	MR. S. S. BAIDWAN	WHOLE TIME DIRECTOR
3.	MR. VEENU PASRICHA	DIRECTOR
4.	MR. R.M. MEHTA	DIRECTOR
5.	MR. H.R. ANSARI	DIRECTOR

AUDITORS

AGGARWAL & RAMPAL

Chartered Accountants
201-205, Sawarn Apartments,
19, DDA Commercial Complex
Madangir, New Delhi-110062

INTERNAL AUDITORS

S.MALHOTRA & CO.

Chartered Accountants
E-513, Greater Kailash-II
New Delhi - 110048

Regd. Office & Works	:	4km., Swarghat Road, Nalagarh-174 101 Distt. Solan, Himachal Pradesh.
Head Office	:	34-H, ASHOKA AVENUE, SAINIK FARM, NEW DELHI-110062
Share Transfer Agent	:	M/s. LINK INTIME INDIA PRIVATE LIMITED (Formerly Known as – Intime Spectrum Registry Limited) 44, Community Centre, 2 nd Floor, Naraina Industrial Area, Phase-I, New Delhi-110028 Ph-011-41410592-94

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of **M/s. BCC FUBA INDIA LIMITED** will be held on Thursday the 29th day of August, 2013 at 10.15 A.M. at the Registered office of the Company at 4Km., Swarghat Road, Nalagarh, Distt. Solan (H.P) to transact the following business;

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2013 and the Statement of the Profit and Loss for the year ended on that date and the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Veenu Pasricha who retires by rotation and being eligible, offers himself for re-appointment.
3. "RESOLVED THAT pursuant to provision to sub section (6)(a) of Section 224 of the Companies Act 1956, M/s. Jawahar Kalra & Co. Chartered Accountants, New Delhi be and are hereby appointed as Statutory Auditors of the Company to fill the vacancy caused by the resignation of M/s. Aggarwal & Rampal, Chartered Accountants, until the conclusion of the next Annual General Meeting of the Company at a remuneration as the Board of Directors may determine."

SPECIAL BUSINESS:

4. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution.**

"RESOLVED THAT pursuant to the provisions of Section 269,198,310 and 311 and all other applicable provisions of the Companies Act, 1956 (hereinafter referred to as "the Act") read with schedule XIII of the Act and subject to the approval of Central Government, if required, the Company hereby accords its approval to the appointment of Mrs. Renu Bhagat as Chairperson and Managing Director of the company for a period of five years w.e.f. 05.03.2013 on the following remuneration:

Basic Salary	:	Rs. 1,00,000/- p.m
H.R.A	:	24,000/- p.m
Total	:	<u>Rs. 1,24,000/- p.m</u>

Perquisites:

1. As per Rules of the company
2. Leave Travel Concession for self and family in accordance with the Rules of the company.
3. Leave on full pay and allowance as per rules of the company.
4. Gratuity payable as per Rules of the company
5. Benefits of Provident fund and superannuation fund as per Rules of the company
6. Benefits of mediclaim as per Rules of the company

"RESOLVED FURTHER THAT in the event where in any financial year during the currency of tenure of Mrs. Renu Bhagat, the company has no profits or its profits are inadequate it may pay a remuneration to Mrs. Renu Bhagat the total of which will not exceed the ceiling limit as specified in Section II Part II (B) of Schedules XIII of the Act unless the consent of the Central Government is obtained.

"RESOLVED FURTHER THAT all other terms and conditions of Mrs. Renu Bhagat appointment shall remain in full force until revised by the Board.

**By order of the Board of Director
For BCC Fuba India Limited**

Sd-

(Renu Bhagat)

Chairperson and Managing Director

Date :29.07.2013

Place: New Delhi

NOTES:

1. Explanatory statements for the item no.3 & 4 as required under section 173(2) of the Companies Act, 1956 are annexed.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy so appointed need not be a member of the company.
3. The proxy form duly executed and properly stamped should reach the Company at its Registered office at least 48 hrs. before the time of meeting.
4. Pursuant to Sec.154 of the Companies Act, 1956 and clause 16 of the Listing Agreement Register of members and the share transfer books of the company will remain closed from 23.08.2013 to 29.08.2013 (both days inclusive).
5. Members desiring any information on the accounts at the Annual General Meeting are requested to write to the Company at least 7 (seven) days in advance, so as to enable the Company to keep the information ready.
6. Members are requested to bring with them the attendance slip sent with the Annual Report duly completed and signed and hand it over at the entrance.
7. Members are requested to inform immediately any change in their address to the Company's share transfer Agents.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s.LINK INTIME INDIA PRIVATE LIMITED.
9. All communications relating to shares are to be addressed to the Company's Share Transfer Agents M/s.LINK INTIME INDIA PRIVATE LIMITED of 44,Community Centre 2nd Floor, Naraina Industrial Area, Phase-I, New Delhi-110028.

EXPLANATORY STATEMENT:

The explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956 for item numbers 3 & 4 of the accompanying notice are as under

Item No.3

Proviso to section 224(6)(a) lays down that where vacancy in the office of a Auditor is caused by the resignation of the existing auditor, the vacancy shall be filled only by the company in the General Meeting. Hence this resolution for approval by the members. The letter of resignation of M/s Aggarwal & Rampal, Chartered Accountants may be inspected at the registered office of the company at 4 Km. Swarghat Road, Nalagarh-174101, Distt. Solan (H.P.) during the business hours of any working day.

In terms of Articles 67(2) of the Articles of Association of the Company the appointment of Auditors is to be made by special resolution.

The member may consider and pass necessary resolution.

None of the director is directly interested in the proposed resolution.

Item No.4

Mrs. Renu Bhagat Director was appointed, subject to approval of Shareholders in their Ensuing Annual General Meeting Chairperson & Managing Director of the Company by the Board of Directors in their meeting held on 05.03.2013 to fill the vacancy caused due to unfortunate sad demise of founder Chairman & Managing Director Mr. Vidya Sagar Bhagat, Mrs. Renu Bhagat is on the Board since the date of incorporation of the company and she as a close associates and being the wife of Late Mr. V. S. Bhagat has gained plenty of experience required to run, manage and administer the affairs of the company.

Except Mr. Veenu Pasricha none of the Director is interested in the above proposal. Your Board of Directors commends the resolution set out in item no 4 for members approval.

**Details of Directors seeking appointment/re-appointment at the forthcoming
Annual General Meeting
(Pursuant to Clause 49 of the Listing Agreement)**

Name of the Directors	Mrs. Renu Bhagat	Mr. Veenu Pasricha
Date of Birth	16.07.1944	24.12.1963
Date of Appointment	05.03.2013	26.06.2000
Expertise in specific functional areas	More than 22 years of experience to manage and administer the affairs of the company.	More than 20 years of experience to manage and administer the affairs of the company.
Qualification	Graduate	B.Tech, IIT Delhi
Shareholdings in the Company	1616181 [26.67%]	Nil
Directorship in other Public Ltd Company	Maya Enterprises Limited	Maya Enterprises Limited A.V. Workshop Limited
Membership in Committees in other Public Ltd. Companies	Nil	Nil

Disclosures:

- [a] The shareholders are being informed of the remuneration package by way of explanatory statement as given above.
- [b] The details of remuneration etc. are also included in the Corporate Governance Report forming part of the Annual Report of the Company.
- [c] The terms and conditions of remuneration as set out above may also be treated as an abstract of the agreement between the Company and Mrs. Renu Bhagat, as Chairperson & Managing Director pursuant to Section 302 of the Companies Act, 1956.
- [d] The Resolutions regarding appointment Mrs. Renu Bhagat as Chairperson & Managing Director of the Company are concerned for acceptance by the members.

**By order of the Board of Director
For BCC Fuba India Limited**

Sd-

Renu Bhagat

Chairperson and Managing Director

Date 29.07.2013

Place: New Delhi

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 27th Annual Report and the audited Accounts of the Company for the financial year ended 31st March 2013

FINANCIAL RESULTS

		(Rs. In lacs)
	2012-13	2011-12
Turnover	773.79	640.18
Profit/(Loss) before Interest & Depreciation	(67.82)	(28.07)
Financial Charges	(13.38)	(42.06)
Profit/(Loss) before Depreciation	(81.20)	(70.13)
Depreciation	11.64	13.85
Net Profit/ (Loss)	(92.84)	(83.98)

DIVIDEND

Company has suffered loss and therefore no dividend was declared.

OPERATIONAL HIGHLIGHT

- [A] The global economic disturbances continued to bring challenges to the electronics industry during the Year. Consumer demand for electronic products has largely declined leading to a significant decrease in sales orders. Average selling prices also experienced a drastic fall.

Despite of the adverse business trend Sales for the year ended March 31, 2013 increased 20.87% to Rs.773.79 lacs compared to Rs.640.18 lacs in 2012. This growth was driven primarily by the better utilisation of scare resources and also professionally management of the production under the dynamic and most experience Director Mr. Sukhminder Singh Baidwan. However loss during the year increased by 8.86 lacs in comparison of the loss of the previous year. The continuity in loss is primarily due to under utilization of the installed capacity and running the factory below the BEP in addition to increase in overheads.

This increase in demand is expected to continue during the first quarter of financial year 2013-14.

- [B] Your company is listed with BSE. Promoter of public limited company which shares are listed with stock exchange cannot bring capital unless it goes for right issue/ or preferential issue. Due to loss in the past years and provision of Depreciation on straight line method the net worth of the company has been eroded therefore the promoters who has given unsecured loan to the company requested to treat the said loan as quasi capital of the company in order to revive the financial health of the company.

DIRECTORS

The Board of Directors place on record, with profound grief, the sad demise of the illustrious founder and Chairman & Managing Director of the company Mr. Vidya Sagar Bhagat on 18.02.2013 and his consequent cessation from the Directorship of the Company effective from that date.

The Board recalls the services rendered by him to the industry as well as to the society during his lifetime and express their gratitude to Mr. V. S. Bhagat for his valuable guidance and support for the promotion and growth of the company from its inception.

At the Meeting of the Board of Directors of the Company held on 15.05.2013, Mr. A.P. Mathur expressed his intention to relinquish his position as Director of the Company and accordingly from the Chairman of the committees of the Board of Directors and requested the Board to accept his request with immediate effect.

The Board with great reluctance and utmost regret accepted Mr. A.P. Mathur request to relinquish his office as Director of the Company with the conclusion of the Board meeting held on 15.05.2013. The Board has placed on record his sincere appreciation of the valuable services rendered by Mr. A. P. Mathur during his tenure as a Director of the Company.

Mr. Veenu Pasricha retires by rotation and, being eligible, offers himself for re-appointment.

The Board of Directors at its Meeting held on 5th March, 2013 have pursuant to the approval of the Remuneration Committee of the Board and subject to the approval of the Members to be obtained at the ensuing Annual General Meeting of the Company, appointed Mrs. Renu Bhagat as the Chairperson & Managing Director for a period of 5 years with effect from 5th March, 2013.

CAPITAL STRUCTURE:

During the year under review, the share capital of your company remained unchanged.

AUDITORS

M/s. Aggarwal & Rampal, Chartered Accountants, statutory of the company has tendered their resignation from the office of the company. The Board recall the services rendered by him to the company and express their gratitude for his valuable guidance and support to the company and accepted their resignation w.e.f. from the conclusion of this Annual General Meeting.

M/s Jawahar Kalra & Co. consented and given a certificate that if such appointment for the year 2013-14 is made, it will be in accordance with the requirement of the provisions of section 224(1B) of the Companies Act 1956 and its ceiling within prescribed under the Companies Act 1956. Your Directors and audit committee recommend their appointment to hold office until the conclusion of this annual general meeting to the ensuing General Meeting.

COST AUDITOR:

Your Board has not appointed any cost Auditor for the financial year ended 31.03.2013 as the financial position of the company is very poor and not able to bear the professional fees of the cost auditor as suggested by the Institute of Cost and Management Accountant of India. As the financial position improves the company will appoint Cost Auditor pursuant to the direction from the Ministry of Corporate Affairs, Government of India.

FIXED DEPOSIT:

The company did not accept any deposits covered under section 58A of the Companies Act, 1956 during the year under review.

INSURANCE:

All the insurable interests of your Company including inventories, buildings, plant and machinery and liabilities under legislative enactments are adequately insured.

LISTING OF SECURITIES:

At present the securities of the Company are listed with The Stock Exchange Mumbai. The company had proposed to delist the equity shares from all the Stock Exchanges except the Stock Exchange Mumbai and the proposal for delisting is under consideration before the Delhi Stock Exchange Association Limited, The Stock Exchange Ahmedabad, Ludhiana Stock Exchange Association Limited and the Calcutta Stock exchange Association limited and the approval for delisting of the shares is awaited.

DEPOSITORY SYSTEM

As per the SEBI Guidelines M/s. LINK INTIME INDIA PRIVATE LIMITED having office at 44, Community Centre 2nd Floor, Naraina Industrial Area, Phase-I, New Delhi-110028 have been associated with us as share transfer agent. All the members are requested to contact them for any kinds of shares related matters.

THE CORPORATE GOVERNANCE CODE

Implementation of Corporate governance is a turning point in bringing the transparency in the regulation and administration of corporate matters. We have implemented the corporate governance in spirit having vision to bring the complete discipline between the function and corporate regulation.

As a proactive step your Company has been following the Corporate Governance practices like striking out reasonable balance in the Composition of Board of Directors, setting up Audit Committee and other Business Committees, adequate disclosures and business to be deliberated by the Board etc, even before the code became mandatory applicable.

A Report in line with the requirements of clause 49 of the Listing Agreement on the Corporate Governance practices followed by the Company and the Auditors' Certificate on Compliance of mandatory requirements along with Management Discussion and Analysis, are given as an annexure to this report.

AUDITORS' REPORT- OBSERVATION OF THE AUDITORS IN THE ANNUAL ACCOUNT

The auditors' report on the accounts of the Company is self-explanatory.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The report as required under the listing agreements with the Stock Exchanges is annexed and forms part of the

Directors' Report.

DIRECTORS' RESPONSIBILITY STATEMENT:

While preparing the annual financial statements the Company has adhered to the following:

In the preparation of the said financial statements the Company has followed the applicable accounting standards, referred to in Section 211(3-C) of the Companies Act, 1956.

The company has followed the said accounting standards and has been applying them consistently and has made judgments and estimates that are reasonable, prudent and are in the interest of the Company's business, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2013 and Statement of the profit & loss of the Company, for the said period.

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.

The Directors have prepared the financial statements on a going concern basis.

CEO CERTIFICATION:

Chairperson and Managing Director and Manager (Finance & Accounts) have certified to the Board that:

1. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (a) these statements do not contain any materially untrue statement or omit any material fact contain statements that might be misleading.
- (b) 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.
2. There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year, which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take rectify these deficiencies.
4. We have brought in notice to the auditors and the Audit Committee all the material transaction which have substantial effect on the financial health of the company

INDUSTRIAL RELATIONS

The relations with labour remained cordial during the year.

ENERGY CONSERVATION/ TECHNOLOGY ABSORPTION/ FOREIGN EXCHANGE EARNING AND OUTGO

Particulars of Energy Conservation / Technology Absorption and Foreign Exchanges earnings and out go as per Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of the particulars in the Report of Board of Directors) Rules 1988, are given annexure "I" and form part of this report.

PARTICULARS OF EMPLOYEES

Particulars of employees under Section 217(2A) of the Companies Act, 1956 read with the companies (Particulars of employees) Rules 1975, are given in Annexure II and form part of this report.

ACKNOWLEDGEMENT:

Yours Directors take the opportunity to offer thanks to the State Bank of Patiala for their valuable assistance.

Yours Directors also wish to place on record their deep sense of appreciation for services of the executives, staff and workers of the company for smooth operations of the Company.

Place: NewDelhi
Date: 29.07.2013

By order of the Board of Directors
Sd/-
(RENU BHAGAT)
Chairperson & Managing Director

ANNEXURE-I

Information required under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 for the Period ended 31st March 2013.

CONSERVATION OF ENERGY

Your Company continues to give high priority to conservation of energy on an on-going basis. The required information in the prescribed 'Form A' are given hereunder.

FORM 'A'**A. POWER AND FUEL CONSUMPTION****1. Electricity**

	<u>Current Year</u>	<u>Previous Year</u>
(a) Purchased		
Units	1411929	1203660
-Total Amt.(Rs. In Lacs)	78.15	64.93
-Rate per Unit (Rs.)	5.53	5.39
(b) Own Generation		
i) Through Diesel generator		
- Units	41382	21226
Units per lt.of diesel Oil	3.14	3.38
- Cost per unit (Rs.)	13.55	11.68
ii) Through steam turbine/ generator	Nil	Nil
2. Coal	Nil	Nil
3. Furnace Oil	Nil	Nil
4. Others Internal Generation	Nil	Nil

CONSUMPTION PER UNIT OF PRODUCTION

Product	Printed Circuit Boards	
Electricity consumed	92.42 units	100.67 units
Per sq.mtr.	(Rs532.64)	(Rs.554.00)

RESEARCH AND DEVELOPMENT (R&D)

Research and development continues to be given high priority. A number of developments have been incorporated in the products due to these efforts.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

The technology imported from M/s Fuba Printed Circuits GMBH (Formerly Fuba Hans Kolbe & Co.) the technical collaborator of your Company, has been fully absorbed and we are able to manufacture the products without any foreign technical assistance. The company has developed capacity to manufacture the multilayer boards and double-sided boards with SMT pads.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

	<u>2012-2013</u> <u>(Rs. in Lacs)</u>	<u>2011-2012</u> <u>(Rs. in Lacs)</u>
A. FOREIGN EXCHANGE USED		
1. Traveling expenses	NIL	NIL
2. Raw materials/chemicals/Stores and spares etc. Imported	232.77	154.13
3. Others (P&M)	2.70	NIL
FOREIGN EXCHANGE EARNED	0.00	0.68

ANNEXURE-II

Particulars of Employees under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and forming part of the Directors' Report for the year ended 31 March 2013.

Name of the Employee	:	Mr. Vidya Sagar Bhagat (till 18.02.2013)
Age	:	72 Years
Designation/ Nature of Duties	:	Chairman & Managing Director/looking After the Company's affairs till 18.02.2013
Gross remuneration	:	1448714/- (till 18.02.2013)
Qualification	:	B.A. (Hons) in Economics
Experience	:	50 years
Date of Commencement of Employment	:	01.04.1990
Previous Employment/ Position Held	:	Bhagat Construction Co. Pvt. Ltd.. Director

NOTES

1. Mr. V.S Bhagat is related to Mrs. Renu Bhagat and Mr. Veenu Pasricha, Directors.
2. Remuneration received includes Gross salary, Employer's Contribution towards provident fund, medical reimbursement, cost of hiring leased/ consessional leased accommodation.
3. There is no employee in the Company, who is in receipt of remuneration in excess of that drawn by Managing Director and holds himself or alongwith his spouse and dependent children, not less than two percent of the equity shares of the company.

CORPORATE GOVERNANCE**1. Company's philosophy on code of corporate governance:**

Corporate Governance at BCC Fuba is a systematic process by which Company is directed and controlled to enhance their excellence. Company recognizes fundamentals to securing the trust of investors and key stakeholders. BCC Fuba's management, together with our Board of Directors, continually evaluates processes and implements procedures designed to maintain strong governance and operations standards. In addition to the basic governance issue, the Board lays strong emphasis on attainment of high levels of transparency, accountability and integrity.

2. Board of Directors

The Board of Directors consists of 5 Directors.

Composition and category of Director is as follows:

Executive Directors:

Mrs. Renu Bhagat

Mr. Sukhminder Singh Baidwan

Non-executive and Independent Directors

Shri Veenu Pasricha

Shri R.M. Mehta

Shri H.R. Ansari