



**Late Shri Krishna Kumar Bhargava**

Founder Chairman & Managing Director

(1924 – 1994)

***I'll not look back ...***

*I'll not look back for that is useless effort,  
I cannot live one moment of yesterday again,  
If I have wasted time and talents given  
If I have caused someone I love deep pain  
I cannot change the words or acts by grieving  
But I can make today a shining light,  
Yesterday's page with all mistakes*

*I'll turn away from  
And find before me a clean one  
on which to write.  
I'll pray for strength to make today's page spotless  
that tomorrow I'll have no regret,  
and may God grant that all tomorrows  
my talents will be used for good not one misspent.*

**BOARD OF DIRECTORS**

Ms. Abhilasha Bhargava

Whole time Director

Ms. Karuna K Shaikh

Director

Mr. K. Sudesh Kumar Acharya

Director

**REGISTERED OFFICE**

266, Dr. Annie Besant Road

Worli, Mumbai 400 030

**BANKERS**

Canara Bank

The Standard Chartered Bank Ltd.

The Bank of Tokyo – Mitsubishi Ltd.

**AUDITORS**

Shankarlal Jain & Associates

12, Engineer Building,

265 Princess Street, Mumbai 400 002

**REGISTRARS & TRANSFER AGENTS**

Adroit Corporate Services Pvt. Ltd.

19, Jafferbhoy Industrial Estate, 1<sup>st</sup> Floor,

Makwana Road, Marol Naka, Mumbai 400 059

Tel: 2859 0942/ 2850 3748; Fax: 2859 0942

Email: [adroits@vsnl.net](mailto:adroits@vsnl.net)

**FACTORIES**

**Unit – 1:**

G-17/2, MIDC Industrial Area

Tarapur

Maharashtra

**Unit – 3:**

Raghunath Industrial Estate

College Road, Wadkund

Dahanu Road, Maharashtra

**Unit - 2**

Plot No.12, Gamtalao

Dabhel Industrial Co-op. Ltd., Dabhel

Nani Daman, Daman 396 210

# **BEE ELECTRONIC MACHINES LIMITED**

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## **NOTICE**

Notice is hereby given that the Twenty Eighth Annual General meeting of BEE ELECTRONIC MACHINES LIMITED will be held at the Registered Office of the Company at 266, Dr. Annie Besant Road, Worli, Mumbai 400 030 on Thursday, September 30, 2010 at 11.30AM to transact the following business:

- 1) To receive, consider and adopt the Balance Sheet as at March 31, 2010 and the Profit and Loss Account for the year ended on that date and reports of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Ms. Abhilasha Bhargava, who retires by rotation and being eligible offers himself for re-appointment.
- 3) To appoint Auditors for the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General meeting and to fix their remuneration.

### **NOTES:**

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- b) THE PROXIES, IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- c) The Register of members and the Share Transfer Book of the Company shall remain closed from Saturday, the 25th September 2010 to Thursday, the 30th September 2010 (both days inclusive).

**By order of the Board**

**K Sudeshkumar Acharya**  
**Director**

**Registered Office:**  
**266 Dr. Annie Besant Road,**  
Worli, Mumbai 400 030.  
Date: August 26, 2010

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**REPORT OF THE DIRECTORS**

Dear Members,

The Directors present their 28<sup>th</sup> Annual Report on the business and operations of your Company and the Audited Statement of Accounts for the financial year ended 31<sup>st</sup> March, 2010

**1. FINANCIAL RESULTS:**

	(Rs. in Lakhs)	
	2009-10	2008-09
Sales & Other Income	39.92	39.83
Gross Profit / (Loss)	8.88	13.38
Depreciation	30.19	13.21
Profit / (Loss) before tax	(21.31)	0.17
Less: Tax	Nil	(0.10)
Profit / (loss) after tax	(21.31)	0.07

**2. OPERATIONS:**

The Company has achieved the sales and other income of Rs. 39.92 Lacs against Rs. 39.83 lacs reported last year. There was a Net loss after tax of Rs.21.31 lacs during the year under review as compared to a profit Rs.0.07 Lacs reported during the previous year.

**3. SICK INDUSTRIAL COMPANY:**

The Company has been declared as a Sick Industrial Undertaking by the Hon'ble BIFR.

**4. LISTING:**

The Company's Equity Shares is listed on Mumbai Stock Exchange. The Company has paid the annual listing fees upto the year 2004-05.

**5. DIRECTORS:**

Ms. Abhilasha Bhargava, Wholetime Director retires by rotation at the ensuing Annual General meeting and being eligible offers herself for re-appointment.

**6. PARTICULARS OF EMPLOYEE:**

The Company does not have any employee whose particulars are required to be given under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

**7. AUDIT OBSERVATION:**

The observations in the Auditor's Reports are dealt with in the Notes to Accounts at appropriate places and are self explanatory. The Management has made and continues to make efforts to recover the doubtful loans and advances hence no provisions have been made.

**8. AUDITORS:**

M/s. Shankarlal Jain & Associates, Chartered Accountants, present auditors of the Company retire at the forthcoming Annual General meeting and being eligible, offer themselves for re-appointment. Members are requested to appoint them as Auditors and fix their remuneration.

# BEE ELECTRONIC MACHINES LIMITED

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## 9. DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of provision of Section 217 (2AA) of The Companies Act, 1956, your Directors state as under:-

- a) In preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) The Directors have 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 fiscal year and of the profit and loss of the company for that year.
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the annual accounts on a going concern basis.

## 10. PARTICULARS OF ENERGY CONSUMPTION, FOREIGN EXCHANGE AND OUTGOINGS:

As required under 217 (1)(e) of The Companies Act, 1956 read with Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988, the relevant information is as stated below:-

### CONSERVATION OF ENERGY –

The Company's operations involve low energy consumption. Wherever possible, energy conservation measures are being implemented.

### RESEARCH AND DEVELOPMENT –

The Company has no specific Research and Development programme.

### FOREIGN EXCHANGE EARNINGS/ OUTGOING –

The foreign exchange earning during the year was nil and foreign exchange outgo was also nil.

## 11. CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, a compliance report on the Corporate Governance is required to form a part of the Annual Report along with the Auditors Certificate on its compliance. The Company has taken necessary steps to comply with all the provisions of Corporate Governance to the extent possible. However as the Company has been un-successful in identifying additional non-executive & independent directors to join the Board of Directors of the Company, the Committees so formed consist of the Board of Directors on the present strength of the Board

## 12. ACKNOWLEDGEMENT:

Your Directors would like to place on record their gratitude for the co-operation and support received from various agencies of the Government, as well as the Company's Bankers, shareholders and other business associates. Our thanks are also due to the customers and team members of the Company for their continued co-operation.

For and on behalf of the Board

**Abhilasha Bhargava**  
Whole time Director

**K Sudeshkumar Acharya**  
Director

Place: Mumbai

Date: August 26, 2010

## REPORT ON CORPORATE GOVERNANCE

Pursuant to Clause 49 of the listing agreement, a report on Corporate Governance is given below

### A. MANDATORY REQUIREMENTS

#### 1. Company's Philosophy on Code of Governance

The Company's philosophy of corporate governance is aimed at assisting the top management of the company in the efficient conduct of its business and in meeting its obligations to shareholders.

#### 2. Board of Directors

The Company's Board comprises of three Directors of whom one director holds an executive position and the other two are Independent Directors. The Executive Director is part of the promoter Group.

##### a) Composition of the Board (As on July 31, 2010)

Name of the Director	Status
Ms. Karuna Kotian Shaikh	Non executive Director - Independent
Mr. K. Sudeshkumar Acharya	Non executive Director - Independent
Ms. Abhilasha Bhargava	Wholetime Director

##### b) Board Meetings :

The Board Meetings of the company are usually held at the Registered office of the Company in Mumbai. The Notice confirming the meetings and the agenda for the meetings are sent atleast 7 days in advance to the Directors of the Company. The Senior Management team is invited to make presentations and submit reports on operations in the Board meetings, as required. The Board meets atleast once at the close of the quarter to review the quarterly performance and financial results of the company.

##### c) Number of Board Meetings held during the year:

In the period from April 2009 – March 2010, the Board of Directors met 5 (five) times on the following dates:

Sr. no	Date of the meeting	Board Strength	Directors present
1	30th April, 2009	3	3
2	31 <sup>st</sup> July, 2009	3	3
3	27 <sup>th</sup> August, 2009	3	3
4	31st October, 2009	3	3
5	31st January, 2010	3	3

##### d) Attendance of Directors at the Board Meetings and the last AGM

Name of the Director	No of Board Meetings held	No of Board meetings attended	Attendance at the last AGM	No of directorships in other boards	No of committees (other than Bee Electronic Machines Limited) in which he is a member
Ms Karuna Kotian Shaikh	5	5	Present	0	0
Mr K. Sudeshkumar Acharya	5	5	Present	0	0
Ms Abhilasha Bhargava	5	5	Present	5	0

## BEE ELECTRONIC MACHINES LIMITED

The particulars of the Director who is proposed to be reappointed at this AGM, are given as required pursuant to Clause 49 of this Listing Agreement.

Name	:	Ms Abhilasha Bhargava
Qualification	:	B.Com, FMBA
Expertise	:	Legal and Administration
Other Directorship	:	5
Other memberships of committee	:	Nil

### 3) Committees of Directors:

Non executive / Independent Directors provide guidance to operating management on policy matters as well as in the monitoring of actions of operating management. The involvement is formalized through constitution of designated committees of the Board. The committees are intended to provide regular exchange of information and ideas between the Non-Executive Directors and the operating management. The Board has accordingly constituted three committees that comply with the requirements of clause 49 of the listing agreement with the stock exchanges and the applicable provisions of The Companies (Amendment) Act, 2000.

#### a) Audit committee:

##### Composition of the audit committee

The Audit committee comprises of the following members of the Board (As on July 31, 2010):

- Ms. Karuna Kotian Shaikh, Non Executive Independent Director
- Mr. K Sudeshkumar Acharya, Non Executive Independent Director
- Ms Abhilasha Bhargava, Wholetime Director

The Chair person of the Audit committee is Ms. Karuna Kotian Shaikh

##### Number of Committee meetings held during the year -

During the year April 2009 to March 2010, the audit committee met 5 (five) times as follows

Sr. no	Date of the meeting	Board Strength	Directors present
1	30 <sup>th</sup> April, 2009	3	3
2	31 <sup>st</sup> July, 2009	3	3
3	27 <sup>th</sup> August, 2009	3	3
4	31 <sup>st</sup> October, 2009	3	3
5	31 <sup>st</sup> January, 2010	3	3

Attendance of the members at the Audit Committee Meeting -

Name of the Member	No. of Committee meetings held	No. of Committee meetings attended
Ms. Karuna Kotian Shaikh	5	5
Mr. K Sudeshkumar Acharya	5	5
Ms. Abhilasha Bhargava	5	5

##### Terms of reference:

The terms of the reference to the Audit committee cover the matter specified under clause 49 of the listing agreement as well as in Section 29A of The Companies Act, 1956

**b) REMUNERATION COMMITTEE**

Composition of the Remuneration Committee

- The Remuneration committee comprises of all 3 (three) members of the Board.

Number of committee meetings held in the year -

During the year April 2009 to March 2010, the remuneration committee met on one occasion i.e on 31<sup>st</sup> January, 2010.

**Attendance of members at the remuneration committee meeting**

Name of the Member	No. of Committee meetings held	No. of Committee meetings attended
Ms. Karuna Kotian Shaikh	1	1
Mr. K Sudeshkumar Acharya	1	1
Ms. Abhilasha Bhargava	1	1

**Terms of Reference**

To fix the remuneration payable to managerial personnel and such other matters as may be entrusted to them from time to time

The details of remuneration paid / payable to the Directors during the financial year 2009-10 are as under

Sr. No	Name of the Director	Salary	EPF	Sitting fees
1	Ms. Abhilasha Bhargava Wholetime Director	84,000	7,200	Nil
2	Mr. K Sudeshkumar Acharya	165,600	9,720	Nil

**Remuneration Policy**

The remuneration policy is directed towards rewarding performance. It takes into account company's results, the grade and the position held by the incumbent concerned and his/her overall performance. The company does not have a scheme for grant of stock options

**c) Shareholders information and Investors Grievance Committee****Composition**

The Shareholders Committee consisting of three members has been formed to specifically look into the redressal of Shareholders and investor complaints like transfer of shares, change of address, etc; under the Chairmanship of Non Executive Independent Director, Shri K.Sudeshkumar Acharya.

The Board has appointed Mr. Umesh R Phalorh, Chief Financial Officer as the Compliance Officer.

**Number of complaints received / solved / pending :**

During the year ended March 31<sup>st</sup>, 2010, no complaints were received for non-receipt of Annual report, delay in transfer of shares etc;.

## BEE ELECTRONIC MACHINES LIMITED

### 4) General Body Meetings:

Location and time of last three Annual General Meeting and Extraordinary General Meetings of the Company:

FY	Date	Location of the meeting	Time
2006-07	29-Sep-07	266, Dr. Annie Besant Road, Worli, Mumbai 400 030	11.30 am
2007-08	30-Sep-08	266, Dr. Annie Besant Road, Worli, Mumbai 400 030	11.30 am
2008-09	30-Sep-09	266, Dr. Annie Besant Road, Worli, Mumbai 400 030	11.30 am

### 5) Disclosures:

Disclosure on materially significant related party transactions i.e transactions of the company of material with its promoters, the directors the management, their subsidiaries or relatives, etc. that may have material conflict with the interest of the company at large.

Details are provided in Note No.14 under Section 15 to the Notes forming part of nature, the accounts in accordance with provisions of Accounting Standard 18.

Details of non-compliance by the company, penalties strictures imposed on the company by Stock Exchange or SEBI or any Statutory Authorities on any matter related to capital markets during the last 3 years.

None in the last three years.

### 6) Means of communications:

Half-yearly report sent to each household of share

No. The results of the Company are holders. Displayed on the website of BSEINDIA.Com

Quarterly Results

As above

Any website where displayed

WWW.BSEINDIA.COM

Whether it also displays official news release. The presentation made to institutional investors or analysis.

No official news releases or presentations to institutional investors or analysis were made during the year.

Newspapers in which results are usually published

Asian Age and Mahanayak

Whether MD & A is a part of the Annual Report

No. The Management Discussion and Analysis does not form part of this Annual Report.

### 7) General Shareholder information AGM, Date, Time and Venue

30<sup>th</sup> September, 2010 at 11.30 am at 266, Dr. Annie Besant Road, Worli, Mumbai 30

Financial Results Calendar

April 2010 to March 2011  
1<sup>st</sup> Quarter result - 31st July 2010  
2<sup>nd</sup> Quarter result - last week of October 2010  
3<sup>rd</sup> Quarter result – last week of January 2011  
4<sup>th</sup> Quarter result – last week of April 2011.

Date of Book closure

25<sup>th</sup> September 2010 to 30<sup>th</sup> September 2010 (both days inclusive)



Dividend payment date	NA
Listing on Stock Exchange	The Mumbai Stock Exchange.
Script Code Physical	517203
Script Code Demat	INE038E01014
Registrar and Share transfer Agents	Adroit Corporate Services Pvt Ltd 19, Jaferbhoy Industrial Estate, 1 <sup>st</sup> Floor, Makwana Road, Marol Naka, Mumbai 59
Share Transfer System	Transfer of shares held in physical mode is Processed by Adroit Corporate Services Pvt Ltd and approved by Wholetime Director Pursuant to the powers granted by the Board Of Directors of the Company  The total number of share transfers during The year were 600 with an avg interval Of 15 days between approvals

Distribution of Shareholding as on 31<sup>st</sup> March, 2010

Share holding of nominal value of	Shareholders		Share Amount		
	No. of shareholders	% of shareholders to total	Number of Shares	Nominal value of shares Rs.	% of share amount to total
Upto Rs 5000	6,524	93.71%	894,282	8,942,820	28.12%
5001 – 10000	258	3.70%	219,064	2,190,640	6.89%
10001 – 20000	117	1.68%	181,970	1,819,700	5.72%
20001 – 30000	23	0.33%	58,470	584,700	1.84%
30001 – 40000	14	0.20%	49,825	498,250	1.57%
40001 – 50000	9	0.13%	43,214	432,140	1.36%
50001 – 100000	6	0.09%	53,750	537,500	1.69%
100000 and above	11	0.16%	1,679,425	16,794,250	52.81%
<b>Total</b>	<b>6962</b>	<b>100.00%</b>	<b>3,180,000</b>	<b>31,800,000</b>	<b>100.00%</b>

Shareholding pattern as on 31.03.2010

Category	No of shares held	% of shareholding
1. Promoters holding	1,548,501	48.70%
2. Institutional Investors/Mutual funds/Banks/FII	8,450	0.27%
3. Others		
Indian Public	15,36,038	48.30%
Private Corporate Bodies	80,461	2.53%
NRI / OCB's	6,550	0.20%
In Transit	0	0%
<b>GRAND TOTAL</b>	<b>3,180,000</b>	<b>100.00%</b>