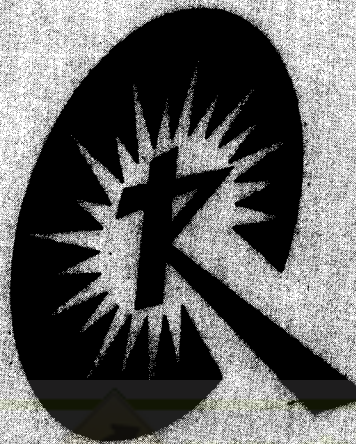




BNR UDYOG LIMITED



8th Annual Report 2002



BNR UDYOG LIMITED

Board of Directors	: Shri B. N. Rathi - Chairman Shri J. Vikramdev Rao Dr. Sudhir Naik Shri H. N. Rathi Shri K. N. Rathi - Managing Director
Auditors	: M/s. Lakshminiwas & Jain Chartered Accountants Station Road, Nampally, Hyderabad - 500 001
Bankers	: HDFC Bank Ltd. Canara Bank The A.P. Mahesh Co-op. Urban Bank Ltd.
Registered Office	: 4-5-173, Hashmat Gunj, Sultan Bazar, Hyderabad - 500 095
Corporate Office	: 6-3-650, Maheshwari Chambers, 218, 2nd Floor, Somajiguda, Hyderabad - 500 082
Registrar, Share Transfer Agents.	: Karvy Consultants Limited "Karvy House", 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad - 500 034
Stock Exchanges (Listed)	: The Hyderabad Stock Exchange Ltd., 3-6-275, Himayatnagar, Hyderabad - 500 029 The Stock Exchange, Mumbai Phiroze, Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001



BNR UDYOG LIMITED

NOTICE

Notice is hereby given that the Eighth Annual General Meeting of the Members of BNR Udyog Limited will be held on Thursday, the 26th day of September, 2002, at 09-30 a.m. at Snatak Bhawan (Rajasthani Graduates Association), 5-4-790/1, 1st Floor, Abids, Hyderabad - 500 001 to transact the following business.

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2002, Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri B.N. Rathi who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Sri H.N. Rathi who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint the Auditors who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

BY ORDER OF THE BOARD

Place : Hyderabad
Date : 30-07-2002.

KAMAL RATHI
Managing Director

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member of the company.
2. The instrument of proxy in order to be effective shall be deposited at the Registered Office of the company by not less than 48 hours before the commencement of the meeting.
3. The Register of members and Share Transfer books will remain closed from 17th September, 2002 to 26th September, 2002 (both days inclusive) for the purpose of Annual General Meeting.
4. Members are requested to notify immediately any change in their address to the company.
5. Members / Proxies should bring the attendance slip duly filled in along with the Annual Report for attending the meeting.
6. Those members who have so far not encashed their dividend warrants for the year 1996 may claim or approach the Registrar of the company M/s. Karvy Consultants Ltd., Hyderabad for the payment thereof, as the same will be transferred to the Investor Education and Protection Fund of the Central Government pursuant to section 205C of the Companies Act, 1956. Kindly note that after such transfer, the members will lose their right to claim such dividend.

BY ORDER OF THE BOARD

Place : Hyderabad
Date : 30-07-2002

KAMAL RATHI
Managing Director



BNR UDYOG LIMITED

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting the Eighth Annual Report of your company together with the Audited Statement of Accounts for the year ending 31st March, 2002.

1. FINANCIAL RESULTS

The financial results for the year ended 31st March, 2002 are summarised as under :

	(Rs. in Lakhs)	
	<u>2001-02</u>	<u>2000-01</u>
Total Income	65.91	59.02
Total Expenditure	53.51	57.75
Profit before Tax	12.40	1.27
Less : Provision for Taxation		
Income Tax	NIL	NIL
Deferred Taxation	(1.16)	NIL
Profit after Tax	13.56	1.27
Balance of Profit b/f	25.60	25.06
Less : Previous year Income Tax	3.16	0.73
Deferred Tax adjustment		
on initial adoption (earlier years)	25.29	NIL
Balance carried to Balance Sheet	10.71	25.60

2. OPERATIONS / REVIEW OF PERFORMANCE :

Performance of the Company was reasonable for the Financial year 2001-2002. The Medical Transcription Division of the company is doing reasonably well business.

3. DIRECTORS :

Sri B.N. Rathi and Sri H.N. Rathi, Directors of the company will retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

4. DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to Provisions of Sec. 217 (2AA) of the Companies Act, 1956, Directors of your company hereby confirm that :

- (i) The Annual Accounts of the Company have been prepared in accordance with the applicable Accounting Standards.
- (ii) The company has been consistently following selected accounting policies and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at the end of the financial year and its profit and loss of the company.
- (iii) The company has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) The Annual Accounts have been prepared on a going concern basis.



BNR UDYOG LIMITED

5. AUDITORS :

M/s Lakshminiwas & Jain, Chartered Accountants retire as Auditors at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The necessary certificate from the auditors has been received to the effect that their re-appointment if made, would be within the prescribed limits u/s 224 (1B) of the Companies Act, 1956.

6. PARTICULARS OF EMPLOYEES :

None of the employees who are employed throughout the year are covered under section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended from time to time.

7. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION :

The provisions of companies (disclosure of particulars in report of Board of Directors) Rules, 1988 relating to conservation of energy are not applicable and since the company is not engaged in any manufacturing or processing activities there is no information to be disclosed under this head.

8. FOREIGN EXCHANGE EARNINGS AND OUTGO :

During the year 2001-2002 receipts from Medical Transcription Division of the Company stood at Rs. 57,24,528/- (US \$ 1,19,931.42)

9. LISTING :

The Equity Shares of the company are listed at The Hyderabad Stock Exchange Limited and The Stock Exchange, Mumbai. The requisite Annual Listing fees of both the Exchanges are paid.

10. CORPORATE GOVERNANCE :

The company is taking all steps to implement Corporate Governance as the same shall become applicable from 31st March, 2003 onwards.

11. FIXED DEPOSIT :

Your Company has not accepted any deposits U/S 58A and as such no amount of Principal or Interest was outstanding on the date of the Balance Sheet.

12. ACKNOWLEDGEMENT :

Your Directors wish to place on record their appreciation for the valuable co-operation and support received from the Government Authorities, Securities and Exchange Board of India, The Hyderabad Stock Exchange Limited, The Stock Exchange, Mumbai, Software Technology Park of India and the Reserve Bank of India.

Your Directors also acknowledge the continued support given by Business Associates and the sincere and dedicated services of the employees of the company at all levels.

Your Directors also like to express their thanks to the Shareholders for the confidence which they reposed in them.

By order of the Board of Directors

Place : Hyderabad
Date : 30-07-2002

B. N. RATHI
Chairman

**AUDITORS' REPORT**

To,
The Members,
BNR Udyog Limited, Hyderabad.

We have audited the attached Balance Sheet of BNR Udyog Limited, Hyderabad as at 31st March, 2002 and the Profit and Loss Account 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.

1. We 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 misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988 issued by the Central Government in terms of Section 227 of the Companies Act, 1956, we report that:
 - a) The Company has maintained proper records showing full particulars including quantitative details and location of fixed assets. The fixed assets have been physically verified by the management during the year. No material discrepancies were noticed on such verification, as compared to the book records.
 - b) None of the fixed assets have been revalued during the year.
 - c) As explained to us, the Stock - in - Trade / Investments has been physically verified by the management at reasonable intervals.
 - d) In our opinion and according to the information and explanations given to us, the procedure for physical verification of stocks / investments followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
 - e) As explained to us, no discrepancies have been noticed on physical verification of stocks / investments as compared to book records.
 - f) On the basis of our examination of stock / investments records, we are of the opinion that the valuation of stocks / investments is fair and proper and in accordance with the normally accepted accounting principles and is on the same basis as in the preceding year.
 - g) The Company has not taken any loan, secured or unsecured from Companies,