



BNR UDYOG LIMITED



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**14th Annual Report
2007 - 2008**



BNR UDYOG LIMITED

Board of Directors	: Shri B. N. Rathi - Chairman Shri J. Vikramdev Rao Dr. Sudhir Naik Shri H. N. Rathi Shri T. Bharadwaj Shri Kamal Rathi - Managing Director
Auditors	: M/s. Lakshminiwas & Jain, Chartered Accountants, Station Road, Nampally, Hyderabad - 500 001.
Bankers	: HDFC Bank Ltd. Canara Bank Ltd. The A.P. Mahesh Co-op. Urban Bank Ltd.
Registered Office	: 4-5-173, Hashmat Gunj, Sultan Bazar, Hyderabad - 500 095 Ph. : 24755239, 24755240
Corporate Office	: 218, 2nd Floor, Maheshwari Chambers, Somajiguda, Hyderabad - 500 082
Registrar & Share Transfer Agents	: Karvy Computer Share Private Limited "Karvy House", 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad - 500 034 Ph. : 23312454, 23320751
Stock Exchanges (Listed)	: Bombay Stock Exchange Ltd., Phiroze, Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001



BNR UDYOG LIMITED

NOTICE

Notice is hereby given that the Fourteenth Annual General Meeting of the Members of BNR Udyog Limited will be held on Thursday, the 25th day of September 2008, at 9-30 a.m. at Rajasthani Graduates Association, 5-4-790/1, 1st Floor, Abids, Hyderabad - 500 001 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2008, Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Shri B.N.Rathi who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri H.N. Rathi who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint the Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification the following resolution as a special resolution.

Resolved that pursuant to provisions of Section 314(1) of the Companies Act, 1956 the consent of the share holders be and is hereby accorded for the appointment of Mrs. Mayura Rathi a relative of Shri. B.N.Rathi, Shri.H.N.Rathi and Shri Kamal Rathi as Vice President at a monthly remuneration upto Rs.35,000/-

7. To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution

Resolved that pursuant to section 260 and other applicable provisions of the Companies Act, 1956 Dr. B. Priyadarshini be and is hereby appointed as a Director of the company liable to retire by rotation.

NOTES:

1. A member entitled to attend and vote at the Meeting is also 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 the Share Transfer Books will remain closed from 16th September, 2008 to 25th September, 2008 (both days inclusive).
4. Dividend on equity shares as recommended by the Directors for the financial year 31st March, 2008 when declared at the meeting will be paid on or after 15th October 2008 to those shareholders whose names stand on the company's Register of Members as on 25th September, 2008.
5. Members are requested to notify immediately any change in their address to the Company/Registrar.



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6. Members/Proxies should bring the attendance slip duly filled in alongwith the Annual Report for attending the Meeting.

BY ORDER OF THE BOARD,

Place : Hyderabad
Date : 30.07.2008

KAMAL RATHI
Managing Director

Explanatory Statement as required under Section 173 of the Companies Act,1956

ITEM NO.6

Mrs. Mayara Rath is a commerce graduate and she is managing the Medical Transcription division and looking after its day to day operations. Her guidance in the Medical Transcription area is of immense help to the staff. It is Proposed to appoint her as Vice President with a monthly remuneration upto Rs. 35,000/- In pursuance of Section 314(1) of the Companies Act,1956 her holding place of profit requires approval of shareholders. Hence, the present resolution.

None of the Directors except Shri B.N. Rath, Shri H.N. Rath and Shri Kamal Rath are concerned or interested in the said resolution.

ITEM NO.7

Dr. B. Priyadashini was appointed as an Additional Director at the Board Meeting held on 30th July, 2008 and she vacates her office at the Annual General Meeting. Pursuant to section 257 of the Companies Act,1956 a Notice has been received from a member of the company specifying his intention to propose the said appointment.

A brief resume of Shri B.N. Rath, Shri H.N. Rath and Dr. B. Priyadarshini as per clause 49 of the Listing Agreement.

Shri B.N.Rath is an Arts Graduate and is the chairman, promoter director of the company. He has vast experience and knowledge in the capital market and also in the banking and financial sector. He is the Member of the Audit Committee. The company needs his guidance and experience and hence his re-appointment as a Director is recommended.

Shri. H.N.Rath is a Science Graduate and is also the promoter director of the company. He has good experience in the capital market and commodities market. His guidance is of immense help to the company. Hence, his re-appointment as a director is recommended.

Dr. B. Priyadarshini is a Medical Practitioner by Profession. She has experience of 14yrs. in the Medical field. The company is confident of growing further in the Medical Transcription division under her experience and guidance.

BY ORDER OF THE BOARD,

Place : Hyderabad
Date : 30.07.2008

KAMAL RATHI
Managing Director



BNR UDYOG LIMITED

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting the 14th Annual Report of your company together with the Audited Statement of Accounts for the year ending 31st March, 2008.

1. FINANCIAL RESULTS :

The financial results for the year ended 31st March, 2008 are summarised as under :

	2007-08	2006-07
Total Income	198.09	203.51
Total Expenditure	124.50	153.08
Profit before Tax	73.59	50.43
Less : Provision for Taxation (Deferred Tax)	17.48	7.37
Profit after Tax	56.11	43.06
Balance of Profit b/f	81.63	67.29
Add : Previous Year Tax	0.49	5.85
Profit available for appropriation	138.23	116.20
Less : (i) Proposed Dividend	21.00	21.00
Less : (ii) Tax on Dividend	3.57	3.57
Less : (iii) Transferred to Reserve Fund	10.00	10.00
Balance carried to Balance Sheet	103.66	81.63

2. DIVIDEND :

The Board of Directors have recommended dividend @ 7% on the paid up equity share capital of the company for the year ended 31st March, 2008. The dividend will be paid when declared by the shareholders in accordance with law. The dividend will be free of tax in the hands of shareholders. However, the company will have to pay dividend distribution tax plus applicable surcharge and education cess.

3. OPERATIONS / REVIEW OF PERFORMANCE :

The Performance of the Company was reasonably good for the Financial year 2007-2008. With the changing global and Scenario the company is looking up for more tie ups and agreement with both global and local companies who are outsourcing their work. The company has reduced the turnover in NCDEX because of highly volatile commodity market. Once the market stabilizes the company may increase the business.

4. DIRECTORS:

Shri. B.N.Rathi and Shri. H.N.Rathi Directors of the company retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Dr.B. Priyadarshini is seeking appointment as a Director. She is a Medical Practitioner by profession and her inclusion as a Director will be of immense help to the company. She was appointed as an Additional Director at the Board Meeting held on 30th July, 2008.

5. DIRECTORS' RESPONSIBILITY STATEMENT

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

- The Annual Accounts of the Company have been prepared in accordance with applicable Accounting Standards.
- The Company has been consistently following selected accounting policies and made judgement 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 account of the Company.
- 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 safe



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guarding 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.

6. AUDITORS:

M/s Lakshminivas & Jain, Chartered Accountants retire at the conclusion of the Annual General Meeting and are recommended 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.

7. 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 the Companies (Particulars of employees) Rules, 1975 as amended from time to time.

8. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

The Provisions of the 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.

9. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the financial year 2007-2008 receipts from Medical Transcription Division of the Company stood at Rs.1,33,80,232/- equivalent to US \$3,33,274.54.

10. LISTING:

The Equity Shares of your Company are listed at The Bombay Stock Exchange Ltd., and the requisite Fee of Bombay Stock Exchange Ltd. is paid.

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. CORPORATE GOVERNANCE:

Your company has complied with the applicable provisions of Corporate Governance as prescribed in the revised Clause 49 of the Listing Agreement with the Stock Exchanges. A separate section on Corporate Governance followed by the Company together with the Certificate from the Auditors of the Company confirming Compliance is set out in the Annexure forming part of this Report.

13. SEGMENTWISE PERFORMANCE:

Your Company considers Medical Transcription, NCDEX and its related activities as the primary segment for reporting.

14. 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 Ltd., The Bombay Stock Exchange Ltd. and the National Commodity & Derivatives Exchange Ltd., Reserve Bank of India, STPI & Multi Commodity Exchange of India Ltd. 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 : 30.07.2008

B. N. RATHI
Chairman