



BIBCOL

THIRTEENTH ANNUAL REPORT

2001-2002

BHARAT IMMUNOLOGICALS & BIOLOGICALS CORPORATION LTD.

Regd. Office : Vill. Chola - 203 203, Distt. Bulandshahar (U.P.)

BHARAT IMMUNOLOGICALS & BIOLOGICALS CORPORATION LTD.

BOARD OF DIRECTORS

Mr. S. L. Bhat	:	Chairman
Mr. Arun Sharma	:	Director
Dr. (Mrs.) Ira Ray	:	Director
Mr. S. K. Gautam (Nominee IDBI)	:	Director
Mr. Indrajit Deb	:	Managing Director
Registered Office	:	Vill. Chola, Distt. Bulandshahr (U.P.)
Auditors	:	M/s Pawan K. Goel & Associates Chartered Accountants 522, Awas Vikas, HIG Flats, DM - Colony Road, Bulandshahr - 203 001 (U.P.)
Bankers	:	Canara Bank
Registrar & Transfer Agent	:	Beetal Financial & Computer Services Pvt. Ltd. 321-S, Chirag Delhi, (Near Shahid Bhagat Singh College) New Delhi - 110 017.

BHARAT IMMUNOLOGICALS & BIOLOGICALS CORPORATION LTD.



NOTICE

Notice is hereby given that 13th Annual General Meeting of Bharat Immunologicals & Biologicals Corporation Limited (BIBCOL) will be held as scheduled below:-

DATE : 27.09.2002

TIME : 11.00 a.m.

VENUE : Bharat Immunologicals & Biologicals Corporation Limited, OPV Site, Village Chola, Bulandshahr, U.P.

for transaction of the following business: -

1. To consider and adopt the Balance Sheet of the Company as at March 31, 2002 and the Profit & Loss Account for the year ended that date and the Directors' and Auditors' Reports, thereon.

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution :-

"RESOLVED THAT pursuant to section 163 of the Companies Act 1956, the Company hereby approves that the Register of Members, Index of Members, prepared by the Company under section 159 of the Act together with copies of certificates and documents required to the annexed thereto under section 161 of the Act or any one or more of them shall, be kept at the office of M/s Beetal Financial & Computer Services (P) Ltd., 321-S, Chirag Delhi (Near Shahid Bhagat Singh College), New Delhi - 110 017 instead of at Registered Office of the Company till 30.09.2004 or till the Annual General Meeting of the Company for the financial year ending of 31.03.2004 is held, whichever is later.

Resolved further that the Managing Director be and is hereby authorized to terminate the aforesaid arrangement of keeping the above said documents at the aforesaid address at their absolute discretion before the expiry of said period considering the requirements of business from time to time.

Resolved further that the Register, Index, Books, certificates and documents of the company required to be maintained at the place where they are kept, to the extent, in the manner and on payment of fees, if any specified in the Companies Act be kept open for inspection between 10.00 a.m. to 12.00 noon on any working day except when the Registers and books are closed under the provisions of the Act or the Articles of Association of the Company."

3. To consider and if thought fit to pass with or without modification(s), the following resolution as Special Resolution :-

" Resolved that pursuant to the Provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered by inserting the following as Articles 14B, 14C and 60B in the Articles of Association of the Company.

14B. Dematerialisation of Securities

(1) Definitions for the purpose of this Article :

" SEBI " means the Securities and Exchange Board of India.

" Depository " means a Company formed and registered under the Act and which has been granted a certificate of Registration by SEBI under the Securities and Exchange Board of India Act, 1992.

" Beneficial Owner " means a person or persons whose name(s) is/ are recorded in the Register maintained by a Depository under the Depositories Act, 1996.

" Security " means such security as may be specified by SEBI from time to time.

" Member " in respect of dematerialised shares means the beneficial owner thereof, i.e. the person or whose name(s) is/ are recorded as a beneficial owner in the Register maintained by a Depository under the Depositories Act, 1996 and in respect of other shares the person or persons whose name(s) is/ are duly registered as a holder of a share(s) in the Company from time to time and includes the subscribers to the Memorandum of Association.

Dematerialisation of Securities

- (2) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the provisions of the Depositories Act, 1996 or otherwise.

Issue of Securities and option for investors

- (3) Notwithstanding anything contained in these Articles, every issue of security by the Company shall be in the dematerialised form and the Company shall intimate the details of allotment to the Depository immediately on allotment of such securities.

Investors to a new issue and the beneficial owner shall have the option to rematerialise the shares subsequent to the

BHARAT IMMUNOLOGICALS & BIOLOGICALS CORPORATION LTD.

allotment or dematerialisation, as the case may be, in which event the Company shall issue to the investor/ beneficiary the required certificates of the securities subject to the provisions of applicable laws, rules, regulations or guidelines. The shares so rematerialised shall bear new distinctive numbers so as to identify them from the shares not dematerialised.

Securities in depository mode to be in fungible form

- (4) All securities held in the depository mode with the Depository shall be dematerialised and be in fungible form. To such securities held by a depository on behalf of a beneficial owner, nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Act shall apply.

Rights of Depositories and Beneficial Owners

- (5) (a) Notwithstanding anything to contrary contained in the Act or these Articles, the Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of securities on behalf of the beneficial owner.
- (b) Save as otherwise provided in (a) above, the Depository as the registered owner of the securities shall not have other membership rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the register maintained by a Depository shall be deemed to be a member of the Company. The beneficial owner of securities shall alone be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities held in the depository mode of which he is the beneficial owner.

Service of documents

- (6) Notwithstanding anything contained in the Act or these Articles to the contrary, where securities are held in depository mode, the records of the beneficial owner may be served by a depository on the Company by means of electronic mode or by delivery of floppies or discs.

Transfer of securities

- (7) Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered in the Register maintained under the Depositories Act by a Depository as beneficial owner.

Distinctive numbers of securities held in the depository mode

- (8) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held in the depository mode.

Register and Index of Beneficial Owners

- (9) The Register and Index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of members and holders of securities for the purpose of these Articles and the Act.

14C. Nomination facility in respect of Shares/ Debentures

Notwithstanding anything contained hereinabove, when a nomination had already been made in compliance with provisions of section 109A and 109B of the Companies Act, 1956 or any statutory modifications thereto from time to time, the Board may transfer the Shares and/ or Debentures in the name of the nominee on the death of all the joint holders provided sufficient evidence is produced by the nominee.

60B. Payment of Dividend - Electronic Clearing System

Notwithstanding anything contained in the Articles of Association of the Company, any dividend declared may be paid by Electronic Clearing System through any sponsored Bank, after complying with the formalities prescribed from time to time.

NOTES TO NOTICE OF MEETING

1. A 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 member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed w.e.f. 24.09.02 to 27.09.02 (both days inclusive).

BHARAT IMMUNOLOGICALS & BIOLOGICALS CORPORATION LTD.

3. Members are requested to notify change of addresses to the Company or M/s Beetal Financial & Computer Services (P) Ltd., 321-S, Chirag Delhi (near Shahid Bhagat Singh College), New Delhi - 110 017.
4. As per the provisions of the Companies Act, 1956 facility for making nominations is now available to individuals holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Company or M/s Beetal Financial & Computer Services (P) Ltd., 321-S, Chirag Delhi (near Shahid Bhagat Singh College), New Delhi - 110 017.
5. Under the provisions of section 205A of the Companies Act, 1956, the Company has transferred all the unclaimed Share Application money to the "Investor Education and Protection Fund" constituted by the Central Government.

Further, it may be noted that under the amended Companies Act, once the unclaimed Share Application money is transferred to the Fund as aforesaid, no claim shall lie in respect of such amount.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**Item No. 2 :**

M/s Beetal Financial & Computer Services (P) Ltd., 321-S, Chirag Delhi (near Shahid Bhagat Singh College), New Delhi - 110 017 has been appointed as Registrars and Share Transfer Agents for attending the matters relating to the registration and certification of the transfer of shares of the Company, maintaining the Register of Members and Index of Members and doing all such other work as is normally being done by the Registrars including Dematerialisation of Shares.

With a view to enable the Registrars to carry out their duties efficiently and expeditiously, it would be desirable to keep the Register of Members, the Index of Members together with the copies of certificates and documents required to be annexed thereto at their office at Chirag Delhi (near Shahid Bhagat Singh College), New Delhi - 110 017 instead of at the Registered office of the Company. Having regard to section 163 of the Companies Act, 1956, the approval of the shareholders by a special resolution is required, if the aforesaid books etc. are kept at any place other than the Registered Office of the Company. Therefore, shareholders approval for keeping the aforesaid records/ documents at the office of M/s Beetal Financial & Computer Services (P) Ltd., 321-S, Chirag Delhi (near Shahid Bhagat Singh College), New Delhi - 110 017 is sought till 30.9.2004 or till the Annual General Meeting of the Company for the financial year ending of 31.3.2004 is held, whichever is later.

The advance copy of the special resolution has been delivered to the Office of the Registrar of Companies, U.P. as required by section 163 of the Companies Act, 1956.

No Director has any interest in the resolution except as a member, if any, of the Company.

Item No. 3

Securities and Exchange Board of India introduced Depository system in 1996 with a view to enhance the efficiency of Capital Markets in India. The system offers various advantages to the Company and the investors, which inter-alia include elimination of voluminous and cumbersome paper work involved in the present script based system, avoidance of fake certificates being transacted in the stock market, saving in cost towards stamp duty payable on the market value of the shares etc.

The Company is compulsorily required to get its shares dematerialised as per the Circular of SEBI. In view of the above, certain enabling provisions are to be incorporated in the Articles of Association of the Company.

Similarly, new clauses are proposed to be incorporated in the Articles of Association of the Company based on the amendments in the Companies Act, 1956 regarding the facilities relating to the Nomination of shares and also for the payment of Dividend through Electronic mode in addition to existing provision of payment by cheque/draft/warrant. Hence the Special Resolution in the accompanying notice which requires the approval of the members.

None of the Directors is concerned or interested in the above resolution.

Registered Office :-

Village : Chola - 203 203
District : Bulandshahar (U.P.)
Date : 23.08.2002

By Order of the Board

Sd/-
(VINITA CHAUDHRY)
COMPANY SECRETARY



BHARAT IMMUNOLOGICALS & BIOLOGICALS CORPORATION LTD.

DIRECTORS REPORT

Dear Members,

Your Directors present their 13th Annual Report along with audited accounts of the Company for the year ended March 31, 2002.

FINANCIAL RESULTS

Your Company posted a turnover of Rs.4659.56 lacs as against Rs. 7023.52 lacs for the previous year. The loss for the year after taxes amounted to Rs.716.44 lacs as against the profit of Rs.87.33 lacs for last year.

DIVIDEND

In view of carry forward losses and insufficiency of profits during the year under review, your directors have not recommended any dividend.

STATUS OF SUPPLY OF OPV OVER LAST FIVE YEAR

Your Company has supplied 700 million doses of Oral Polio Vaccine to National Immunization Programme upto the year 2001-02. Details of vaccine supplied for the past five years are as follow :

(Quantity in million doses)

YEAR	SALES
1997-98	22.90
1998-99	105.00
1999-00	190.76
2000-01	213.51
2001-02	155.86

FUTURE PROSPECTS

You are aware that the company has been referred to BIFR and it has been declared "sick" company by BIFR. In the meantime, the Company has proposed One Time Settlement (OTS) of its term loan liability. It is expected that with the settlement of dues under OTS, the Company may not remain a sick company under the provisions of SICA. The Company has already submitted a revised position of its net worth after giving the effects of OTS to BIFR for redetermining the status of the Company. The Company is hopeful of diversification of products with the approval of its administrative ministry. It appears to the Directors of the Company that with the above settlement the financial performance of the Company would improve to a great extent.

FIXED DEPOSITS

Your company has not accepted any Fixed Deposits from public during the year under review.

DIRECTORS

There is no change in the composition of Board of Directors of your Company except that Nominee Director, Sh. S.K. Gautam has been appointed by IDBI in place of Sh. Shamik Roy.

LISTING OF SECURITIES

The share capital of the company is listed with below mentioned Stock Exchanges :

1. U.P. Stock Exchange Association Limited, Kanpur.
2. The Stock Exchange, Mumbai.
3. The Delhi Stock Exchange Association Limited, New Delhi.

AUDITORS REPORT

Thirteenth Annual Report

BHARAT IMMUNOLOGICALS & BIOLOGICALS CORPORATION LTD.

M/s Pawan K. Goel & Associates have been reappointed as auditors of the company for the year under review.

Comments on the observations of the auditors/CAG are given as addendum to Directors' Report and are self-explanatory and/ or suitably explained in various notes to the Accounts.

ENERGY CONSERVATION AND TECHNOLOGY ABSORPTION

In accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956 and the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 the required information relating to conservation of energy, Technology Absorption and Foreign Exchange earnings and outgo is available at Annexure and forms an integral part of the report.

PERSONNEL AND INDUSTRIAL RELATIONS

Industrial and personnel relations were cordial during the year.

PARTICULARS OF THE EMPLOYEES

None of the employees are drawing remuneration beyond the monetary ceiling prescribed under section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, as amended.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217 (2AA) of the Companies Act, 1956, your Directors state :

- (i) that in the preparation of the annual accounts, the applicable accounting standards have been followed;
- (ii) that the accounting policies selected and applied are consistent and the judgements and estimates made 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 of the company for that period;
- (iii) that proper and sufficient care has been taken 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;
- (iv) that the annual accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE

Your company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as provided in the Listing Agreements of the Stock Exchanges with which the Company's shares are listed are duly complied with.

A separate report each on Corporate Governance are annexed hereto as Annexure alongwith the Auditors' certificate for due compliance.

DEPOSITORY SYSTEM

The trading of the Shares of the Company is required to be dematerialised from 26.3.2001. Hence the Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) for the dematerialisation of its shares on NSDL & CDSL.

The Directors wish to place on record their sincere thanks to the Company's principals, its bankers, dealers and all its business associates for their continued support and record their appreciation of devoted services rendered by all ranks of Company personnel during the year.

For and on behalf of the Board of Directors

Place : New Delhi
Date : August 23, 2002

(S L Bhat
Chairman

BHARAT IMMUNOLOGICALS & BIOLOGICALS CORPORATION LTD.

ANNEXURE TO DIRECTORS' REPORT

Information as required under section 217(1)(e) read with the Companies (Disclosure of Particulars in respect of Board of Directors) Rules, 1988

(A) CONSERVATION OF ENERGY

Form of Disclosure

None

Power and Fuel Consumptions

1. Electricity Particulars

Particulars	Current Year 2001-02	Previous Year 2000-01
(a) Units Purchased		
Total Amount (Rs. in lacs)	1827600	1898640
Rate / Unit (in Rs.)	97.61	131.1
	5.34	6.90
(b) Units Generation - own diesel generator		
HSD used (Rs. in lacs)	177200	153900
Unit per Ltr. of diesel	12.14	10.40
Oil/Cost/Unit (in Rs.)	2.69	2.51
	6.85	6.52

2. Light Diesel Oil (Used for steam production)

	Current Year 2001-02	Previous Year 2000-01
Quantity (K Ltrs.) (Used in Boilers)		
Total Amount (Rs. in lacs)	62.700	129.015
Average Rate (Rs./ K. Ltr.)	8.83	16.82
	14087	13039

3. Consumption (Per One Lac Doses of Oral Polio Vaccine)

Source of Energy	Standard (If any for Indigenous production)	Current Year 2001-02	Previous Year 2000-01
Electricity	4655 Units	1990	762.09
Light Diesel Oil	520 Ltrs.	62.25 Ltrs.	47.90
Coal (Specify Quantity)	None	NIL	N.A.
Others	None	NIL	N.A.

Note: Standard consumption for present activities of blending and filling of OPV has not been fixed. As such the standard for indigenous production stated above is not comparable with actual consumption.

- (B) Technology Absorption
(C) Foreign Exchange Earnings
Foreign Exchange Outgo

NIL
29,79,21,441

None
56,53,09,926
50,36,25,326

SHARAT IMMUNOLOGICALS & BIOLOGICALS CORPORATION LTD.**CORPORATE GOVERNANCE**

In compliance with the Corporate Governance requirements as enshrined in clause 49 of the Listing Agreement with the Stock Exchanges, your company had incorporated a separate section. The contents of the section are likely to be found useful being informative by the shareholders and investors of the Company.

COMPLIANCE OF MANDATORY REQUIREMENTS**a) Company's Philosophy**

The Company firmly believes in and has consistently practiced good Corporate Governance.

The spirit of Corporate Governance prevailed in the Company and influenced its systems of functioning long before the guidelines were codified and do not require any major change in our management practices. In fact, the Company's essential character/ complexion are shaped by transparency, professionalism and accountability.

b) Board of Directors

The Board of Directors comprises of a Managing Director and five Non-Executive Directors.

Seven Board Meetings were held during the year on 12.4.2001, 30.4.2001, 27.4.2001, 17.8.2001, 30.10.01, 28.11.01 and 25.1.02 Other related particulars of the Directors are as under :-

Name	Category	Other Directorships	Board Meetings attended (Nos.)	Attendance at last AGM
Sh. V.P. Kamboj	Non Executive	1	7	Present
Sh. Indrajit Deb	Managing Director	-	7	Present
Sh. S.L. Bhat	Non Executive	1	7	Present
Sh. Arun Sharma	Non Executive	1	2	
Dr. (Mrs.) Ira Ray	Non Executive	-	-	
Sh. S.K. Gautam	Nominee director (appointed as nominee Director from 30.8.01)	1	-	
Sh. Shamik Roy	Nominee Director (ceased to be nominee Director from 16.8.01)	Sh. S. K Gautam was appointed in place of Sh. Shamik Roy on 30.8.01	2	

c) Audit Committee

An Audit Committee was formed during the year. The role and powers of Audit Committee are substantially as per the recommendations of SEBI. During the financial year ended 31.3.2002, four meetings were held on 17.8.01, 30.10.01, 25.1.02 and 8.2.02. The other details of Audit Committee are as under :-

Member Director	Category	Meetings attended
Sh. S.L. Bhat - Chairman	Non-Executive	4
Sh. Arun Sharma	Non-Executive	4
Dr. (Mrs.) Ira Ray	Non-Executive	1

BHARAT IMMUNOLOGICALS & BIOLOGICALS CORPORATION LTD.

Invitees :

- a) The Statutory Auditors
b) Sh. M.M. Sharma, (Head-Finance)

Secretary :

Company Secretary

d) **Managerial Remuneration Committee**

Separate Remuneration Committee has not been formed. No remuneration is being paid to the Directors except Chairman and Managing Director whose remuneration is approved by the Board of Directors and our Administrative Ministry as under :

Name of the Director	Sitting Fees	Salary & Perks (Rs.)
Dr. V.P. Kamboj	-	1,24,200
Sh. Indrajit Deb	-	5,75,800

e) **Share Transfers and Shareholders/ Investors Grievances Committee**

The already existing Share Transfer Committee has been re-designated during the year as Share Transfer and Shareholders/ Investors Grievances Committee. During the year 23 meetings were held. The details of the Committee meetings are as under :-

MEMBER DIRECTOR	CATEGORY	MEETINGS ATTENDED
Sh. Indrajit Deb	Executive	12
Dr. (Mrs.) Ira Ray	Non-Executive	13
Sh. S.L. Bhat	Non-Executive	-
Sh. S.K. Gautam	Non-Executive	11

Shareholders Complaints and Redressal as on 31.3.2002

Type of Grievances and category	Non-receipt of dividend/ interest/ redemption money/ share application money	Non receipt of share/ debenture certificates	Non receipt of duplicate share certificate	Demat related grievance	Non receipt of Annual Report
Complaints received during the year	1	12	Nil	2	4
Complaints redressed	1	12	Nil	2	4
Complaints not solved to the satisfaction of investors	1 (under process)	Nil	Nil	Nil	Nil