



BIBCOL

**TWENTY FOURTH ANNUAL REPORT
2012-2013**

**BHARAT IMMUNOLOGICALS AND
BIOLOGICALS CORPORAION LIMITED**

Registered Office : Vill. Chola - 203 203, Distt. Bulandshahr (U.P.)

www.bibcol.com

BHARAT IMMUNOLOGICALS AND BIOLOGICALS CORPORATION LIMITED

BOARD OF DIRECTORS

DR. SATISH GUPTA : CHAIRMAN
SH. SREESHAN RAGHAVAN : MANAGING DIRECTOR
DR. B.L. JAILKHANI : DIRECTOR
DR. Y. K. GUPTA : DIRECTOR

REGISTERED OFFICE

: VILL. CHOLA, DISTT.
BULANDSHAHR (U.P.)

AUDITORS

: M/S RASOOL SINGHAL & CO.
CHARTERED ACCOUNTANTS
RAILWAY ROAD,
ABOVE QUALITY RESTAURANT,
ALIGARH, UTTAR PRADESH 202001

BANKERS

: CANARA BANK, 9 COMMUNITY CENTER,
GULMOHAR ENCLAVE, NEW DELHI -49
CANARA BANK, OLD JAIL ROAD,
BULANDSHAHR, U.P.203203

REGISTRAR & TRANSFER AGENT

: M/S. BEETAL FINANCIAL & COMPUTER
SERVICE (P) LIMITED, BEETAL HOUSE,
3RD FLOOR, 99 MADANGIR, BEHIND
LOCAL SHOPPING CENTRE,
NEAR DADA HARSUKHDAS MANDIR,
NEW DELHI – 110062,
Tel. No. : 011-29961281 to 83.

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BHARAT IMMUNOLOGICALS AND BIOLOGICALS CORPORATION LIMITED

NOTICE

Notice is hereby given that 24th Annual General Meeting of the Members of Bharat Immunologicals and Biologicals Corporation Limited (BIBCOL) will be held as per following schedule:

Date 30/09/2013 (Monday)

Time 11.30 A.M.

Venue: Bharat Immunologicals and Biologicals Corporation Limited, OPV Plant, Village - Chola, Bulandshahr. (U.P.)

For transaction of the following Business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the company as at March 31, 2013 and the statement of Profit & Loss Account for the year ended on that date and Reports of the Directors and Auditors, thereon.
2. To appoint Auditors and fix their remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an

Ordinary Resolution:

"RESOLVED THAT M/s. Reshma & co, Chartered Accountants, be and is hereby appointed as the Auditors of the company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company, on such remuneration as shall be fixed by the Board of Directors."

NOTES TO NOTICE OF MEETING:

1. A member entitled and vote at the Annual General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll, instead of herself / himself and proxy need not be a member of the company. The instrument appointing proxy should however, be deposited at the Registered Office of the company not less than forty eight hours before the commencement of the meeting.
2. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
3. Members/ Proxies should fill in the attendance Slip for attending the meeting and bring their Attendance Slips along with their copy of Annual Report to the Meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 23/09/2013 to 30/09/2013 both days inclusive.
7. All documents referred in the notice are open for inspection at the Registered Office of the Company between 10.00 a.m. to 1.00 p.m. on any working day up to the date of Annual General Meeting and also at the meeting.
8. It will be appreciated that queries, if any, on accounts and operations of the Company are sent to the Regd. Office of the company ten days in advance of the meeting so that the information may be made readily available.
9. Members are requested to notify change of address to the company or M/S. Beetal Financial &, Computer Service (P) Limited, Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi - 110062.

Registered Office: Village: Chola

PO/District: Bulandshahr (U.P.)

Date : 03.09.2013

Place : New Delhi

By Order of the Board
Managing Director

Date:

DIRECTOR'S REPORT

Your Directors have pleasure in presenting 24th Annual Report together with Audited Statements of Accountants of the Company for the year ended March 31, 2013.

FINANCIAL RESULTS

During the year 2012-13 BIBCOL has recorded highest ever turnover of Rs. 17279.78 lacs an increase of about 273% from previous year. Profit before tax also increased to 15% to Rs. 687.33 lacs.

DIVIDEND

In view of carry forward losses your Directors have not recommended any dividend for the current year.

FUTURE OUTLOOK

BIBCOL has been working on development of dispersible Iron –Folic Acid tablets for treatment of anemia, Mineral Vitamin Mix powder and high energy food for severely malnourished children. Company is expecting commercialization of these products in the coming year.

FIXED DEPOSIT

Your company has not accepted/ invited any Deposits from public pursuant to Section 58A of the Companies Act, 1956 till the end of the year under review.

DIRECTORS

There is no variation in the composition of Board of Directors during the year 2012-13

LISTING OF SECURITIES

The shares of the company are listed with below mentioned Stock Exchanges:

- (a) The Bombay Stock Exchange, Mumbai
- (b) The U. P. Stock Exchange Association Limited, Kanpur.
- (c) The Delhi Stock Exchange Limited, New Delhi.

The company has paid annual listing fee to the above Stock Exchanges for the year 2012-2013.

AUDITOR'S REPORT

M/s. Rasool Singhal & Associates, Chartered Accountants have been appointed as Statutory Auditors of the Company by Comptroller and Auditor General of India for the period under review. Comments on the observation of the Auditors' / CAG are given as addendum to Director's Report and are self-explanatory and/or suitably explained in various Notes on the Accounts.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

In accordance with the provisions of Sec. 217 (i) (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 outgo is available at Annexure and forms an integral part of this report.

PERSONNEL AND INDUSTRIAL RELATIONS:

Industrial and personal relations were more or less satisfactorily at all levels during the year.

PARTICULARS OF THE EMPLOYEES:

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

DIRECTOR'S RESPONSIBILITY STATEMENT:

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

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed
2. That the accounting policies selected and applied are consistent and the judgments and estimate made are reasonable and prudent so as to give 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.
3. 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.

4. That the annual accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement, (a) Report of the Directors on the Practice prevalent on Corporate Governance in the company and (b) Practicing company secretary's Certificate on Compliance of mandatory requirements of Corporate Governance are given in the annexure to this report.

ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation and gratitude to the Company's Principal, Investors, bankers and all business associates for their unstinted support and valuable guidance and record devoted services rendered by all categories of employees during the year.

Place: Bulandshahr

For and on behalf of Board of Director

Date: 03.09.2013

Managing Director

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

Power and Fuel Consumption

1. Electricity Particulars :

| Particulars | 2012-13 | 2011-12 |
|--|-------------|----------|
| (a) Units Purchased | 3088890 | 1355040 |
| Total Amount (Rs. In Lacs) | 20671091.86 | 10677934 |
| Rate/Unit(in Rs.) | 6.69 | 7.80 |
| (b) Unit Generation-Own diesel generator | 163200 | 46080 |
| HSD Used (Unit & Rs. In lacs) 51113 Lts. | 2294503 | 7.73 |
| Unit per liter of diesel | 3.19 | 2.56 |
| Oil/Cost/Unit (in Rs.) | 14.00 | 16.77 |

2. Light Diesel Oil (Used for steam Production) :

| Particulars | 2012-13 | 2011-12 |
|-------------------------------------|---------|---------|
| Quantity (K Lts.) (Used in Boilers) | 182.80 | 65.99 |
| Total Amount (Rs. In Lacs) | 94.53 | 30.77 |
| Average Rate (Rs./K/Ltr.) | 51711 | 46625 |

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

| Source of Energy | Standard(If any) Indigenous Production | Current Year 2012-13 | | Previous Year 2011-12 | |
|------------------|---|----------------------|-------|-----------------------|--------|
| | | OPV | ZINC | OPV | ZINC |
| Electricity | 4655 Units | 3202264 | 37073 | 1196597 | 158453 |
| Light Diesel Oil | 520 Lt. | 1540 | 0 | 22520 | 0 |
| Others | None | 0 | 0 | 0 | 0 |

| PARTICULARS | CURRENT YEAR | PREVIOUS YEAR |
|---|--------------|---------------|
| (A) Technology Absorption | NIL | NIL |
| (B) Foreign Exchange Earning | 35.59 | 46.41 |
| (C) Foreign Exchange Outgo (Rs. in lakhs) | 11529.39 | 4965.28 |

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industrial Structure and development

BIBCOL was established for supply of Oral Polio Vaccine for meeting national Immunization Programme of Government of India. Commercial production was started in the year 1996 and since then contributed significantly to the National Immunizations Programme. In the year 2006, the facility was up graded to meet the WHO cGMP & revised schedule M of Drugs & Cosmetics Act.

To meet the current requirement of Oral Polio Bio-valent Vaccine BIBCOL has obtained the manufacturing license and GMP. In addition to OPV in vaccine segment, BIBCOL has been manufacturing & marketing dispersible Zinc Tablet and Diarrhea Treatment Kit in Pharmaceutical segment.

Segment-wise or product-wise performance

Company has recorded highest ever revenue in vaccine (OPV) segment and has touched Rs. 17279.78 lacs an increase of about 275% from previous year and in Pharma Segment (Zinc+Kit) it has generated Rs. 330 lacs an increase of about 173% from previous year.

Outlook-opportunities, threats, risk and concerns

Opportunities: Gaining importance of Infant health among public, provide an opportunity for new health care products. BIBCOL is targeting the segment of malnourished children and has planned for development of products.

Threats: Growth of private manufacturers, non availability of bulk in India, frequent change in foreign exchange rates, reluctance of the Ministry of Health & Family Welfare to award supply order to a PSU that was established to support government polio eradication programme. Abolishment of price preference to PSUs are perceived to be threats.

Risks: End of product cycle of OPV and low market for zinc as relatively new product in diarrhea management.

Concerns: Perpetual import of bulk vaccine of OPV, non- availability of technology for new products like Injectable Polio Vaccine.

Internal control systems and their adequacy

The Company has established systems providing adequate internal controls, commensurate with its size and nature of the business. Such systems have been appropriately documented.

Financial performance with respect to operation performance

Effective cost controlling process had been adopted to reduce Sundry Expenses as could be appreciated from the Profit & Loss Account.

Human Resources

The Company regards its human resources amongst its most valuable assets. It proactively reviews and evolves policies and process to attract and retain its substantial pool of Scientific, technical and managerial resources and work force through a work environment that encourages initiative, provides challenges and opportunities. However, all employees need to be updated for recent developments and quality standards through training to improve their competence. Regular training programmes were introduced for the employees. M/s Bharat Immunologicals and Biologicals Corporation Limited have sought help of Department of Biotechnology (DBT), Government of India to strengthen Human Resource Development

REPORT ON CORPORATE GOVERNANCE

The company follows the highest standards of corporate governance. The company's Corporate Governance is based on principles of transparency, disclosure, accountability, compliances, ethical conduct and the commitment to promote the interests of all stakeholders..

In accordance with Clause 49 of the listing agreement with the stock exchanges, the details of compliance by the Company are as under:

1. Board of Directors

The Board is having a non-executive Chairman and appropriate composition of Executive and Non- Executive Directors conforming to the specification provided in the Listing Agreement. All the Directors are equipped with variety of perspectives and skills, to ensure effectiveness of the Board, facilitating efficient discharge of duties and adding value in the context of the Company's circumstances.

The Board of Directors consists of Four directors (as at 31/03/2013) and the composition and category of Directors is as follows:

Board Meeting Attended by Directors:

| Name | Category | Other Directorship | No. Committee membership held in other company | Board Meeting Attended (Nos.) | Attendance at last AGM |
|-------------------|-----------------------------|--------------------|--|-------------------------------|------------------------|
| Dr. Satish Gupta | Independent Chairman | One (1) | Nil | 6 | Present |
| Sh. S. Raghavan | Executive Managing Director | None | Nil | 6 | Present |
| Dr. B.L. Jaikhani | Independent Director | None | Nil | 6 | - |
| Dr. Y. K. Gupta | Independent Director | None | Nil | 2 | - |

1.1 Six Board meetings of the Company were held during the year on the following dates: **1.** 30/04/2012, **2.** 30/07/2012, **3.**16/08/2012, **4.** 28/08/2012 **5.** 31/10/2012 and **6.** 29/01/2013.

1.2 None of the Directors on the Board hold directorship in more than fifteen companies and no Director is a member of more than 10 committee and Chairman of more than 5 Committee (as specified in Clause 49), across all the Companies of which he is a Director. The Directors have made the necessary disclosures regarding committee positions.

1.3 There are no pecuniary relationships or transactions of the non-executive directors' of the Company.

1.4 Sitting fees to Non- Executive Director (from 01.04.2012 to 31.03.2013)

| Non Executive Director | No. of Board and Committee Meeting Attended | Sitting Fees (Rs.) |
|------------------------|---|--------------------|
| Dr. Satish Gupta | 11 | 22000 |
| Dr. B.L. Jaikhani | 11 | 22000 |
| Dr. Y. K. Gupta | 2 | 4000 |

2. Board and its subordinate Committees

With a view to sub serve the functions specifically prescribed by Clause 49 of the listing agreements; the company has constituted an Audit Committee and Share Transfer and Shareholders Grievance Committee. The following report depicts the composition of the committees and also the nature of functions performed by them during the year under report:

2.1 Audit Committee

The Board has constituted an Audit Committee pursuant to Clause 49 of the Listing Agreement and Section 292A of the Companies Act 1956. The role and powers of the audit committee as stipulated by the Board are in accordance with the items listed in Clause 49 (II)(C) & (D) of the Listing Agreement and as per Section 292A of the Companies Act 1956.

2.2 The composition and other details of the audit committee (as at 31/03/2013) are as follows :

| Name of the Director | Designation | Nature of Directorship | No. of Meetings | |
|----------------------|-------------------------|-------------------------|-----------------|----------|
| | | | Held | Attended |
| Dr. Satish Gupta | Chairman (Part time) | Independent Director | 5 | 5 |
| Dr. B. L. Jaiikhani | Director (Part time) | Independent Director | 5 | 5 |
| Sh. S. Raghavan | Managing Director | Executive Director | 5 | 5 |

2.3 The Statutory Auditors, Cost Auditors, Internal Auditor and Head/ Incharge of Finance & Accounts division of the Company were also invited to attend the Audit Committee meetings. As per the need, other key functionaries of the company were also invited to attend the meetings.

2.4 Five Audit Committee meetings were held during the year on the following dates: **1.** 30/04/2012, **2.** 30/07/2012, **3.** 28/08/2012, **4.** 31/10/2012, and **5.** 29/01/2013.

2.5 Remuneration Committee: -Separate Remuneration Committee has not been formed. No remuneration is being paid to Part Time Directors.

2.6 Share Transfer and Shareholders'/ Investors' Grievance Committee

Share Transfer and Shareholders'/ Investors' Grievance Committee, comprising of Sh. Shreeshan raghavan, Chairman, Sh. C.B.Benjwal and Sh. S. K. Lal as Members. The Committee oversees and reviews all matters connected with the securities transfers. The Committee also looks into redressal of shareholders' complaints like transfer of shares, non-receipt of balance sheet etc. The Committee oversees the performance of the Registrar and Transfer Agents, and recommends measures for overall improvement in the quality of investor services. During the year, 4 meetings were held. The details of the Committee meeting are as under:

| Member | Category | Meeting Attended |
|-----------------|--------------------------------|------------------|
| Sh. S. Raghvan | Executive Managing Director | 4 |
| Sh. C.B.Benjwal | DCGM (F&A) | 4 |
| Sh. S. K. Lal | Company Secretary | 4 |

BHARAT IMMUNOLOGICALS AND BIOLOGICALS CORPORATION LIMITED

3. Board Procedure

It has always been the Company's policy and practice that apart from matters requiring the Boards' approval by Statute, all major decisions including quarterly results, actual operations, feedback reports and minutes of all Committees are regularly placed before the Board.

4. General Body Meetings

Annual General Meetings

Location and time for last 3 Annual General Meetings were as follows:

| Year | Venue | DATES | TIME |
|---------|---|------------|------------|
| 2009-10 | BIBCOL, Registered Office, OPV Plant, Village Chola, Distt. Bulandshahr U.P. | 10.09.2010 | 11.30 A.M. |
| 2010-11 | BIBCOL, Registered Office, OPV Plant, Village Chola, Distt. Bulandshahr U.P. | 30.09.2011 | 11.30 A.M. |
| 2011-12 | BIBCOL, Registered Office, OPV Plant, Village Chola, Distt. Bulandshahr U.P. | 20.12.2012 | 11.30 A.M. |

5. (a) **Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large.**

None of the transactions with any of the related parties were in conflict with the interest of the Company.

- (b) Details of non-compliance by the Company, penalties, structures, imposed on the Company by Stock Exchanges or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years.

No penalty or strictures had been imposed on the company by any regulatory authorities relating to capital markets in the last three years.

6. Means Of Communication: -

The quarterly and Annual financial results of the company were published during the financial year under review in national newspaper namely, Pioneer & Veerajun.

7. The Management Discussion and Analysis Report forms part of this Annual Report.

8. General Shareholder Information

9 Annual General Meeting

9.1 The 24th Annual General Meeting of the company will be held on 30/09/2013 at OPV Plant, Village Chola, Bulandshahr, UP-203203

9.2 Financial Calendar

| | | |
|------------------------|---|--------------------------|
| First Quarter results | : | During July |
| Second quarter results | : | During October |
| Third quarter results | : | During January |
| Fourth Quarter Result | : | Before end of April 2013 |

9.3 **Book closure date:** The 23rd September, 2013 to 30th September, 2013 (both days inclusive), for the purpose of holding Annual General Meeting.

9.4 **Listing of Equity Shares on Stock Exchanges at:** BSE Mumbai, DSE New Delhi and UPSE Kanpur.

Note: The Company has paid Annual Listing Fee to each of these Stock Exchanges and their respective addresses have been given in the Annual Reports sent to members' along with the notice of the 24th Annual General Meeting of the company.

9.5 (a) **Stock Code Trading Symbol - Bombay Stock Exchange : '524663' Bharat Imuno**

BHARAT IMMUNOLOGICALS AND BIOLOGICALS CORPORATION LIMITED

(b) Demat ISIN Numbers in NSDL & CDSL for Equity Shares: ISIN No. INE994BO1014

**(c) Stock Market Data (in Rs./ per share of Rs. 10) Bombay Stock Exchange (BSE) Month's High
Month's Low :**

| Year | Month | High (Rs.) | Low (Rs.) | |
|------|-----------|------------|-----------|-------|
| 2012 | April | 8.91 | 7.51 | |
| | May | 14.74 | 6.45 | |
| | June | 12.77 | 10.81 | |
| | July | 22.83 | 13.00 | |
| | August | 24.10 | 15.40 | |
| | September | 18.50 | 14.00 | |
| | October | 18.50 | 14.00 | |
| | November | 15.95 | 13.50 | |
| | December | 15.79 | 13.02 | |
| | 2013 | January | 16.94 | 12.60 |
| | | February | 18.36 | 13.56 |
| | | March | 15.95 | 11.30 |

9.6 Registrars and Transfer Agents:

M/s. Beetal Financial & Computer Service (P) Ltd,
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir, New Delhi - 110062.
Tel. No.-011-29961281-82, e-mail: beetal@rediffmail.com

9.7. Share Transfer System

Presently, the shares that are received in physical form are processed and the share certificates returned within a period of 10 to 15 days from the date of receipt, subject to the documents being valid and complete in all respects. The share Certificates are dispatched within a period of one month from the date of their receipt. The entire dematerialization request received from the shareholders are confirmed within the specified period of 21 days from the date of its generation of DRN Number by the DPs and physically received in the office of the RTA.

9.8 DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2013

| No. of equity Shareholders | Upto 5000 | 5001- 10000 | 10001- 20000 | 20001- 30000 | 30001- 40000 | 40001- 50000 | 50001- 100000 | 100001- and above | Total |
|----------------------------|-----------|-------------|--------------|--------------|--------------|--------------|---------------|-------------------|--------|
| No. of Shareholders | 13962 | 997 | 516 | 186 | 80 | 95 | 112 | 133 | 16081 |
| % Shareholding | 86.82 | 6.20 | 3.21 | 1.16 | 0.50 | 0.59 | 0.70 | 0.83 | 100.00 |

9.9 Categories of Shareholders as on 31.03.2013 :

| Category Code | Category of Shareholders | Number of Share holders | Total No. of Shares | Number of share held in Dematerialized form | Total Shareholding as a percentage of total number of shares |
|--|--------------------------|-------------------------|---------------------|---|--|
| A. Shareholding of Promoter and Promoter group | Govt. of India | 8 | 25586000 | 25585993 | 59.25 |