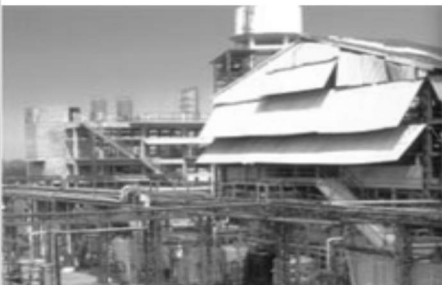




Bharat RASAYAN LIMITED

(AN ISO 9001 : 2008 CERTIFIED COMPANY)



23rd
Annual Report
2011-2012



Bharat RASAYAN LIMITED
23rd Annual Report 2011-2012

BOARD OF DIRECTORS

Promoter Directors

S. N. GUPTA
M. P. GUPTA
R. P. GUPTA

Chairman & Managing Director
Whole Time Director
Whole Time Director

Other Directors

AJAY GUPTA
V.K. SHARMA
SANDESH JAIN
NARESH AGARWAL
PANKAJ GUPTA
RAM KANWAR
AMIT GUPTA

Director (Executive)
Director (Executive)
Director (Independent & Non-Executive)
Director (Independent & Non-Executive)
Director (Independent & Non-Executive)
Director (Independent & Non-Executive)
Additional Director

**COMPANY SECRETARY &
COMPLIANCE OFFICER**

DEEPIKA BHARDWAJ

AUDITORS

M/S. B.K. GOEL & ASSOCIATES

Chartered Accountants
P-16, N.D.S.E.-II, New Delhi - 110 049.

COST AUDITORS

M/S. M.K. SINGHAL & CO.

Cost Accountants
"Panchvati", Opp. M.M.College, Modinagar - 201 204 (U.P.).

BANKERS

- STATE BANK OF INDIA
- AXIS BANK LIMITED
- YES BANK LIMITED

**REGISTERED OFFICE
FACTORY**

1501, Vikram Tower, Rajendra Place, New Delhi - 110 008.

Unit-I 2 KM Stone, Madina-Mokhra Road, Village Mokhra,
Tehsil Meham, Distt. Rohtak (Haryana).

Unit-II Mambapur/Gummadidala Village, Jinnaram Mandal
Distt. Medak - 502 313, Andhra Pradesh.

Unit-III 42/4, Amod Road, GIDC, Industrial Estate, Dahej,
Distt. Bharuch - 392 130, Gujarat

**REGISTRAR & SHARE
TRANSFER AGENT**

M/S. LINK INTIME INDIA PVT. LIMITED

A-40, 2nd Floor, Naraina Industrial Area, Phase-II,
Near Batra Banquet Hall, New Delhi - 110 028.
Tel. Nos. : 91-11-41410592-94, Fax No : 91-11-41410591
E-mail ID : delhi@linkintime.co.in

Members may please note that no
gifts/coupons shall be distributed
at the meeting

visit us at www.bharatgroup.co.in

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NOTICE

Notice is hereby given that the twenty-third Annual General Meeting of the members of Bharat Rasayan Limited will be held on Saturday, September 29, 2012 at 10.30 a.m. at Satyam Banquets, 6, Bhera Enclave, Paschim Vihar, Outer Ring Road, New Delhi-110 087, to transact the following business:

ORDINARY BUSINESS

Item No.1 - Adoption of Accounts

To consider and adopt the Audited Balance Sheet of the Company as at March 31, 2012, Statement of Profit and Loss for the year ended on that date together with the report of the Board of Directors and Auditors thereon.

Item No.2 - Declaration of Dividend

To declare dividend on equity shares for the financial year ended March 31, 2012.

Item No. 3 - Re-appointment of Shri M. P. Gupta

To appoint a Director in place of Shri M. P. Gupta, who retires by rotation and, being eligible, seeks re-appointment.

Item No. 4 - Re-appointment of Shri R. P. Gupta

To appoint a Director in place of Shri R. P. Gupta, who retires by rotation and, being eligible, seeks re-appointment.

Item No.5 - Re-appointment of Shri Sandesh Jain

To appoint a Director in place of Shri Sandesh Jain, who retires by rotation and, being eligible, seeks re-appointment.

Item No. 6 - Re-Appointment of Statutory Auditors

To re-appoint Auditors and to 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. B. K. Goel & Associates, Chartered Accountants (Firm Registration No. 016642N), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors based on the recommendations of the Audit Committee."

SPECIAL BUSINESS

Item No. 7 - Appointment of Shri Amit Gupta as Director, liable to retire by rotation

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Shri Amit Gupta, who was appointed as an Additional Director on the Board of the Company with effect from January 09, 2012, pursuant to Section 260 of the Companies Act, 1956 (the "Act") and Article 89 of the Articles of Association of the Company and who holds office till the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing, under Section 257 of the Act, from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Non Executive and Independent Director of the Company, liable to retire by rotation."

Item No. 8 - Appointment of Shri V. K. Sharma as a Director liable to retire by rotation and also as a Whole-time Director designated as an Executive Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:



"RESOLVED THAT Shri V. K. Sharma, who was appointed as an Additional Director on the Board of the Company with effect from October 24, 2011, pursuant to Section 260 of the Companies Act, 1956 (the "Act") and Article 89 of the Articles of Association of the Company and who holds office till the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing, under Section 257 of the Act, from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactments thereof, approval of the Company be and is hereby accorded to the appointment of Shri V. K. Sharma, as a Whole-time Director designated as Executive Director of the Company for a period of two years with effect from October 24, 2011, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 9 - Authorisation to make contribution/donation under Section 293(1)(e) of the Companies Act, 1956

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 293(1)(e) and other applicable provisions, if any, of the Companies Act, 1956, the Board of Directors of the Company (hereinafter referred to as "the Board") be and is hereby authorized to make contribution of sum for projects undertaken by Association or Institution approved by the National Committee for Promotion of Social and Economic Welfare and for donating/promoting/sponsoring activities of charitable, social, benevolent and other Non-Profit making Organisation, Society, Trust and to other Funds up to an amount not exceeding ₹3,00,00,000/- (Rupees Three Crores Only) out of profit of the Company for the financial year 2012-13.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary and/or expedient for implementing and giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard on behalf of the Company."

Regd. Office

1501, Vikram Tower
Rajendra Place
New Delhi-110008
August 27, 2012

By order of the Board of Directors
For Bharat Rasayan Limited

Deepika Bhardwaj
Company Secretary

Notes:

1. **A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company.**

The instrument appointing the 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 intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the Meeting.
3. In terms of Article 86 of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Shri M. P. Gupta, Shri R. P. Gupta and Shri Sandesh Jain, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company commends their respective re-appointments.
4. Members holding shares in the dematerialized form are requested to mention their Client ID/DP ID Nos. and those holding shares in physical form are requested to mention their Folio Nos. on the Attendance slip and hand over the same at the entrance of the Meeting Hall for attending the Meeting.
5. Members are requested to bring their copy of Annual Report to the Annual General Meeting. As a measure of economy, copies of Annual Report will not be distributed at the Meeting.
6. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders and in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the Meeting.
7. In case of joint holders attending the Meeting, only such holder who is higher in the order of names will be entitled to vote.
8. The Register of Directors' shareholding, maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the members at the Annual General Meeting.
9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Share Transfer Agent (RTA) at the address provided in this report, the detail of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon.
10. The Company's shares are admitted in both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for custody and dematerialization of securities. Members can avail of the depository facilities by approaching any of the Depository Participants (DPs) of NSDL or CDSL or by approaching the RTA of the Company.
11. Members desirous of seeking any information from the Company are requested to send their queries to the Company at its registered office at 1501, Vikram Tower, Rajendra Place, New Delhi- 110 008 well in advance so that the same may reach at least ten days before the date of the AGM to enable the Company to keep the information readily available at the meeting.
12. (a) The Company has notified closure of Register of Members and Share Transfer Books from Friday the 21st day of September, 2012 to Saturday the 29th September, 2012 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
(b) The dividend on Equity Shares, if declared at the Meeting, will be credited/dispatched on or before October 27, 2012, to those members whose names shall appear on the Company's Register of Members on September 21, 2012. In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.



13. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
14. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company Secretary or to M/s. Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agent of the Company.
15. Pursuant to the provisions of Sections 205A(5) and 205C of the Companies Act, 1956, unclaimed dividends for the financial years 2007-08, 2008-09, 2009-10 & 2010-2011 shall be transferred by the Company to the **Investor Education and Protection Fund (IEPF)** established by the Central Government after completion of seven years from the date they became due for payment.

The Company has also uploaded details of members whose amount of dividend is lying unpaid with the Company alongwith the proposed date of their transfer to the IEPF Account on the IEPF portal, www.iepf.gov.in and the same is also available at the Company's website www.bharatgroup.co.in, in compliance with the Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with the Companies) Rules, 2012, as notified by the Ministry of Corporate Affairs w.e.f. May 20, 2012.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent, M/s. Link Intime India Pvt. Ltd.
17. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Company or can also be downloaded from the website of Ministry of Corporate Affairs (MCA) www.mca.gov.in.
18. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to special business under item nos. 7, 8 & 9 is annexed hereto.
19. Details of Directors seeking appointment and re-appointment at the Annual General Meeting scheduled to be held on September 29, 2012, pursuant to the requirements of Clause 49 of the Listing Agreement are as given:

Particulars	Shri M. P. Gupta	Shri R. P. Gupta	Shri Sandesh Jain
Date of Birth	January 12, 1954	March 05, 1966	July 03, 1964
Qualification	B.Com.	B.Com.	B.Com., FCA
Expertise in Specific Functional Area	Shri M. P. Gupta has an experience of more than 35 Years in the Corporate Sector. He has to his credit, vast experience in the field of Finance, Banking, Taxation, Accounts and General Administration.	He has vast experience of 26 years (approx) in varied fields like Manufacturing/ Production, Procurement and General Administration.	Shri Sandesh Jain is a Practicing Chartered Accountant. He has over 22 years of experience in providing consultancy services in the Corporate Sector in the field of Corporate Law & Finance.



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Particulars	Shri M. P. Gupta	Shri R. P. Gupta	Shri Sandesh Jain
	Shri M. P. Gupta is a Director in the Company since incorporation i.e. May 15, 1989.	He has been instrumental in setting up the Company's plant at Dahej (Gujarat) and is also involved in activities at other plants located at Rohtak (Haryana) and Andhra Pradesh. Shri R. P. Gupta is associated with the Company since its incorporation i.e. May 15, 1989.	Shri Sandesh Jain has been on the Board as a Non-Executive & Independent Director since September 30, 2006.
Directorship in other Companies	<ul style="list-style-type: none"> - Bharat Insecticides Ltd. - B R Agrotech Ltd. - Vikas Technopack Pvt. Ltd. - Synochem Organics Pvt. Ltd. - Samhlo Farms Pvt. Ltd. 	<ul style="list-style-type: none"> - Bharat Insecticides Ltd. - B R Agrotech Ltd. - Samhlo Farms Pvt. Ltd. 	<ul style="list-style-type: none"> - Rathi Graphic Technologies Ltd. - Mask Impex Pvt. Ltd. - Beach Financial Services Pvt. Ltd. - RGTL Industries Ltd. - Joy Commercial Pvt. Ltd. - Ideal Fiscal Services Ltd. - SFSL Investments Ltd. - SMGK Agro Products Pvt. Ltd.
Membership/ Chairmanship of committees across all Public Companies (includes only Audit Committee and Shareholders'/ Investors' Grievance Committee)	Shareholders'/Investors' Grievance Committee <ul style="list-style-type: none"> - Bharat Rasayan Ltd.® 	Nil	Audit Committee <ul style="list-style-type: none"> - Bharat Rasayan Ltd.* - Rathi Graphic Technologies Ltd.* Shareholders'/Investors' Grievance Committee <ul style="list-style-type: none"> - Rathi Graphic Technologies Ltd.®

*Chairman

®Member



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Particulars	Shri V. K. Sharma	Shri Amit Gupta
Date of Birth	November 23, 1951	January 10, 1982
Qualification	Ph.D in Chemical Technology	Post Graduate (MBA in Marketing)
Expertise in Specific Functional Area	Shri V. K. Sharma has a rich experience of 27 Years (approx.) in Agrochemical and Pharmaceutical Industries. He is actively involved in the areas of Production and General Administration of Company's Unit located at Dahej, Gujarat. He has been on the Board as an Executive Director with effect from October 24, 2011.	Shri Amit Gupta has done his post graduation in Marketing and has overall experience of 5 years (approx.) in this field. He specializes in Marketing Strategies. He has been on the Board as a Non-Executive and Independent Director since January 09, 2012.
Directorship in other Companies	Nil	Nil
Membership/ Chairmanship of committees across all Public Companies (includes only Audit Committee and Shareholders'/ Investors' Grievance Committee)	Nil	Audit Committee - Bharat Rasayan Limited® Shareholders'/Investors' Grievance Committee - Bharat Rasayan Limited®

*Chairman ®Member

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item No. 7

The Board of Directors of the Company ('the Board'), at its meeting held on January 09, 2012, appointed Shri Amit Gupta, as an Additional Director of the Company with effect from January 09, 2012, pursuant to Section 260 of the Companies Act, 1956 ('the Act') read with Article 89 of the Articles of Association of the Company.

In terms of the provisions of Section 260 of the Act, Shri Amit Gupta holds office upto the date of the ensuing Annual General Meeting of the Company scheduled to be held on September 29, 2012. The Company has also received a notice in writing from a member alongwith a deposit of ₹ 500/- for proposing his candidature for the office of Director as Non-Executive and Independent Director of the Company under Section 257 of the Act.

None of the Directors of the Company except Shri Amit Gupta, to whom the resolution relates, is concerned or interested in the resolution.

The Board commends the resolutions as set out at Item No. 7 of the Notice for your approval.



Item No. 8

The Board of Directors of the Company ('the Board'), at its meeting held on October 24, 2011, appointed Shri V. K. Sharma, as an Additional Director of the Company with effect from October 24, 2011, pursuant to Section 260 of the Companies Act, 1956 ('the Act') read with Article 89 of the Articles of Association of the Company.

In terms of the provisions of Section 260 of the Act, Shri V. K. Sharma holds office upto the date of the ensuing Annual General Meeting of the Company scheduled to be held on September 29, 2012. The Company has also received a notice in writing from a member alongwith a deposit of ₹ 500/- for proposing his candidature for the office of Director of the Company under Section 257 of the Act.

Further, the Board also appointed, subject to the approval of members in general meeting, Shri V. K. Sharma as Whole-time Director, designated as Executive Director, for a period of 2 years commencing from October 24, 2011, on the remuneration determined by the Remuneration Committee of the Board and approved by the Board.

Broad particulars of the terms of appointment of and remuneration payable to Shri V. K. Sharma are as under:

- (a) **Remuneration:** Remuneration including Basic Salary, House Rent Allowance (H.R.A.), Transport Allowance, Special Allowance etc. aggregating to, but not exceeding ₹ 1,30,384/- (Rupees One lacs thirty thousand three hundred eighty four only) per month.
- (b) **Perquisites in addition to the above:** In addition to aforesaid remuneration, Shri V. K. Sharma will be entitled to:
- (i) Perquisites in the nature of Medical reimbursements, Books & Periodicals, Petrol and Driver's Salary/Helper Allowance subject to the maximum of ₹ 12,250/- per month.
 - (ii) Contribution to Employees Provident Fund (EPF) and Gratuity Fund shall be as per Company's Rules. The same will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income tax Act, 1961. Gratuity payable shall not exceed half a month salary for each completed year of service.
 - (iii) The Company may provide Car for business of the Company. Provision of car for use on company's business will not be considered as perquisites. Use of Car for private purpose shall be billed by the Company and paid by him.
 - (iv) The Company may provide Mobile and Telephone facility at residence of Shri V. K. Sharma. However, personal long distance calls shall be billed by the Company and paid by him.

Shri V. K. Sharma shall be entitled to increment as per Company's policy, provided the total remuneration payable to him shall not exceed, at any time, amount permissible under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof.

In the event of no profits or inadequacy of profits in any financial year, remuneration payable to Shri V. K. Sharma, shall be regulated in accordance with applicable Parts/Sections to the Schedule XIII and/or other applicable provisions of the Companies Act, 1956, as existing from time to time.

Shri V. K. Sharma satisfies all the conditions set out in Part - I of Schedule XIII to the Act for being eligible for the re-appointment. He is not disqualified from being appointed as a Director in terms of Section 274(1) (g) of the Act. Shri V. K. Sharma upon appointment shall be subject to retirement by rotation during his tenure of appointment in the Company.

The resolution seeks the approval of the members in terms of Sections 257, 198, 269 and 309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956. The above may be treated as an abstract of the terms of appointment of Shri V. K. Sharma under Section 302 of the Act.



No Director, except Shri V. K. Sharma to whom the resolution relates is interested or concerned in the resolution. The Board commends the resolution as set out at Item No. 8 of the Notice for your approval.

Item No. 9

In order to undertake activities relating to upliftment of public/people at large and for their welfare by rendering corporate social responsibility, the Company is considering various proposals for contribution of sum for projects undertaken by Association or Institution approved by the National Committee for Promotion of Social and Economic Welfare and for donating/promoting/ sponsoring activities of charitable, social, benevolent and other Non-Profit making Organization, Society, Trust and other Funds.

Pursuant to the provisions of Section 293(1)(e) of the Companies Act, 1956, approval of the Members is required for contribution to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, where the proposed contribution in aggregates exceeds ₹ 50,000 or 5% of average net profit of three financial years immediately preceding the current financial year, whichever is greater.

It is, therefore, proposed to obtain approval of the members for authorizing the Board of Directors to contribute a sum not exceeding ₹ 3.00 Crores out of profit of the Company to any charitable, social, benevolent, public or general fund and to any Non-Profit making Organization, Society, Trust, an Association of Institution and other funds not directly relating to the business of the Company in one or more installments as may be considered fit and proper by the Board of Directors, notwithstanding the fact that the said amount may exceed 5% of the Company's average net profits, as determined in accordance with the provisions of Sections 349 and 350 of the Companies Act, 1956, during the immediately three preceding financial years.

No Director is interested or concerned directly or indirectly in the resolution. The Board commends the resolution as set out at Item No. 9 of the Notice for your approval.

Regd. Office

**1501, Vikram Tower
Rajendra Place
New Delhi-110008
August 27, 2012**

By order of the Board of Directors
For Bharat Rasayan Limited

**Deepika Bhardwaj
Company Secretary**