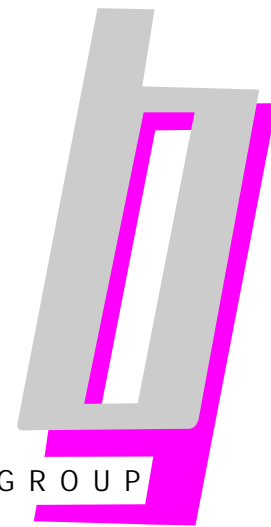


Bhatia Industries & Infrastructure Limited

(formerly known as "*BCC Finance Limited*")



B H A T I A G R O U P

19th
ANNUAL REPORT
2011 - 2012



Corporate Information

BOARD OF DIRECTORS

Mr. Surinder Singh Bhatia : Executive Director & CEO
Mr. Manjeet Singh Bhatia : Director
Mr. Jitendra Kumar Jain : Director
Mr. Lal Krishna Thanvi : Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Samir Kumar Bahri

REGISTERED OFFICE

"BCC House", 8/5 Manoramaganj,
Navratan Bagh, Main Road,
Indore (M.P.) - 452 001

BANKERS

Bank of India
Central Bank of India
State Bank of India
Indusind Bank Limited

AUDITORS

M/s. R. S. Bansal & Co.,
Chartered Accountants
Urvashi, 3 Jaora Compound,
Indore (M.P.) - 452 001

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West)
Mumbai - 400 078

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Important Communication to Members

- The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating services of notice/documents including Annual Report can be sent by e-mail to its member. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Participants. Members who hold shares in physical form are requested to register their e-mail id with Company / Registrar and Transfer and Agent, M/s. Link Intime India Private Limited.
- Demat Your shares : Members are requested to convert their physical shareholdings to demat / electronic form through any of the nearest depository participants (DPs) to avoid the hassles as possibility of loss, mutilation, etc. and also to ensure safe and speedy transactions in the securities.
- Register Nominations : To help your successors get the shares transmitted in their favour, please register your nomination. Members desirous of availing this facility may submit nomination form which can be obtained from Link Intime India Private Limited. Members holding shares in dematerialized form are requested to register their nomination directly with their respective DPs.



NOTICE

NOTICE is hereby given that the **Nineteenth Annual General Meeting** of the Members of **Bhatia Industries & Infrastructure Limited** will be held on **Monday, the 24th day of September, 2012 at 11.00 AM** at 9/4, Manoramaganj, Navratan Bagh Main Road, Indore 452 001 (M.P) to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2012 and Profit and Loss Account for the year ended on that date together with the Reports of the Auditors and Directors thereon.
2. To declare dividend of **Rs. 2.00** per share on 2% Cumulative Redeemable Preference Shares of the Company.
3. To declare dividend of **Rs. 0.75** per share on Equity Shares of the Company.
4. To appoint Director in place of **Mr. Lal Krishna Thanvi**, who retire by rotation and being eligible, offer himself for re-appointment.
5. To appoint M/s. **R.S Bansal & Co.**, Chartered Accountants, Indore, having firm registration number 000939C, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

By Order of the Board
For Bhatia Industries & Infrastructure Limited

Place: Indore
Date: 30th April, 2012

Sd/-
Samir Kumar Bahri
Company Secretary

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE ENCLOSED PROXY FORM, IF INTENDED TO BE USED, SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED IN NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.
2. Shareholders who are interested in obtaining any information regarding the Accounts of the Company are requested to write to the Company at least 7 days before the date of Meeting so that desired information required can be made available at the meeting.
3. The Register of Members and the share Transfer Books of the Company shall remain closed for the purpose of Annual General Meeting from 19th September 2012 to 24th September 2012 (both days inclusive).
4. In pursuance of the recommendation of SEBI Committee on Corporate Governance for the appointment/re-appointment of retiring Directors, please find below, the details of Mr. Lal Krishna Thanvi, who retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

Mr. Lal Krishna Thanvi, aged 50 years, appointed as Director and is the member of Shareholder's Grievance Committee of the Company. He has more than 20 years of experience in Marketing of Coal, Coal Trading, presently, holds Directorships in a Company viz., Bhatia Global Trading Limited and holds 1,600 equity shares of the Company.

5. 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 Registrars and Share Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the member.
6. Members holding shares in electronic form are requested to intimate immediately any changes in their address or bank mandates to their Depository Participant with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to advise any change in addresses immediately to Company/Registrar and Share Transfer Agents, Link Intime India Private Limited.

**DIRECTORS' REPORT**

To,
The Members,
Bhatia Industries & Infrastructure Limited
Indore

Your Directors have pleasure in presenting the Nineteenth Annual Report together with the Audited Financial Statements of the Company for the year ended 31st March, 2012.

FINANCIAL RESULTS

The summary of the financial result of the Company for the year under review are as under:

(Rs. in Millions)

	For the year ended 31.03.2012	For the year ended 31.03.2011
Sales & Other Income	1509.36	2452.74
Profit / (Loss) before Depreciation, Interest & Tax	82.37	174.12
Less: Depreciation	--	--
Financial Charges	32.97	18.20
Profit/(Loss) before tax	49.40	155.92
Add\Less) : Prior period adjustments	(1.50)	--
Add \Less) : Provision for Income-Tax	(17.30)	(52.00)
Profit/(Loss) after Tax	30.60	103.92
Add: Balance brought forward from last year	104.73	29.60
Less: Amount utilized towards issue of fully paid up Bonus Shares	86.21	--
Amount available for Appropriation	49.12	133.52
Less: Proposed Dividend on preference shares	1.60	1.60
Less: Proposed Dividend on Equity Share Capital	9.90	6.90
Less: Dividend Distribution Tax	1.87	1.36
Less: Transfer to Capital Redemption Reserve	11.43	11.43
Less: Transfer to General Reserve	10.00	7.80
Balance carried forward	14.32	104.73

PERFORMANCE REVIEW

During the year under review, your Company has posted Turnover of Rs. 1482.42 Millions and Profit after tax of Rs. 30.60 Millions.

RESERVE

During the period under review Company has transferred Rs. 11.43 Millions to Capital Redemption Reserve and transferred Rs. 10 Millions to General Reserve.

DIVIDEND

Having regard to the performance of the Company, your Directors are pleased to recommend payment of dividend of 2% on cumulative redeemable preference shares and 7.5% on the paid up Equity Share Capital of the Company, which works out to Rs. 0.75 per share on 1,32,00,000 Equity Share of Rs. 10/- each for the Financial Year ended 31st March, 2012. The dividend if approved will be paid to the eligible shareholders within the period stipulated by the Companies Act, 1956.

**PUBLIC DEPOSITS**

The Company has not invited or accepted any public deposits in accordance with the provisions of Section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposits) Rules, 1975 during the year under review.

DIRECTORS

As per Section 256 of the Companies Act, 1956 and Articles of Association of the Company, Mr. L. K. Thanvi, Director of the Company shall retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Samir Kumar Bahri has been appointed as Company Secretary and Compliance Officer of the Company in place of Mr. Ashok Mishra, who tendered his resignation from position of Company Secretary and Compliance Officer w.e.f. October 07, 2011.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956 the Directors hereby confirm that:

- i) In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) Appropriate accounting policies have been selected and applied consistently and judgments 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) 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 preventing and detecting fraud and other irregularities;
- iv) The annual accounts have been prepared on a going concern basis.

STATUTORY AUDITORS

M/s. R. S. Bansal & Co., Chartered Accountants, Indore, having Firm Registration number 000939C, the auditor of the Company hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received letter from M/s. R. S. Bansal & Co., Chartered Accountants, Indore, to the effect that their appointment if made would be within the prescribed limit under Section 224(1B) of the Companies Act, 1956, and that they are not disqualified for such appointment within the meaning of Section 226 of the Companies Act, 1956

AUDITORS' REPORT

The observation and comment given by Auditors in their report read together with notes to Accounts are self explanatory and do not require any further comments under Section 217 of the Companies Act, 1956.

**PARTICULARS OF EMPLOYEES**

None of the employees of the Company during the year was in receipt of remuneration of more than the maximum permitted ceiling given in the Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended.

LISTING

The shares of the Company are listed on Bombay Stock Exchange - Mumbai and Ahmedabad Stock Exchange.

Madhya Pradesh Stock Exchange Limited vide letter Ref. No. MPSE/625/03/2012 dated March 14, 2012 intimated that Delisting Committee of Madhya Pradesh Stock Exchange Limited has approved the Voluntary delisting of 33,00,000 Equity Shares of the Company w.e.f. 03.03.2012.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

Disclosure regarding Conservation of Energy and Technology absorption as required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 are not applicable to the Company.

The information relating to Foreign Exchange Earnings and Outgo is given in the Annexure to the report.

CORPORATE GOVERNANCE REPORT

The Company has complied with the Corporate Governance Code as stipulated under Clause 49 of the listing agreement with the stock exchanges. A separate section on Corporate Governance, along with a certificate from practicing Company Secretary confirming the compliance is annexed to the Annual Report forming part thereof.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis report in accordance with the requirement of Clause 49 of the Listing Agreement is annexed to the Annual Report forming part thereof.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from shareholders, bankers, regulatory bodies and other business constituents during the year under review. Your Director's also wish to place on record their deep sense of appreciation for the commitment displayed by employees for the services rendered by them.

**For and on behalf of the Board
For Bhatia Industries & Infrastructure Limited**

**Place: Indore
Dated: 30.04.2012**

**Sd/-
Surinder Singh Bhatia
Executive Director & CEO**

**Annexure to Directors' Report****PARTICULARS REQUIRED UNDER THE COMPANIES (DISCLOSURES OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988**

Form A (Rule 2)

A. CONSERVATION OF ENERGY

Not applicable, since the Company is engaged in trading activities.

Form -B (Rule 2)

RESEARCH AND DEVELOPMENT

Not applicable:

B. TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION

Not Applicable:

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

1. Total Foreign Exchange used and earned

(Rs. in Million)

S. No.	Particulars	Current year	Previous year
1	Total Foreign Exchange earned	-	-
2	Total Savings in Foreign Exchange Through products manufactured by the Division and deemed exports	-	-
3	Total Foreign Exchange used	763.42	837.90

**For and on behalf of the Board
For Bhatia Industries & Infrastructure Limited**

**Place: Indore
Dated: 30/04/2012**

**Sd/-
Surinder Singh Bhatia
Executive Director & CEO**