



**ADHUNIK INDUSTRIES LIMITED**  
FORMERLY KNOWN AS BHAGWATI RESOURCES LIMITED

**AUDITED FINANCIAL RESULT**

**FOR THE YEAR ENDED**

**2010 – 2011**



**ADHUNIK INDUSTRIES LIMITED**  
(FORMERLY BHAGWATI RESOURCES LIMITED)

**Directors' Report - 2011**

**Dear Members**

Your Directors have pleasure in presenting their Annual Report together with audited accounts of your Company for the year ended 31st March, 2011.

Financial highlights		(Rs. in Lakhs)	
		2010-11	2009-10
Turnover		33,488.80	39,437.77
Operating Profit before Interest, Depreciation & Tax		2,296.10	2,481.06
Provision for Taxation		604.52	724.42
Profit after Taxation		1,268.51	1,395.41

**Operations**

During the year, your Company recorded a profit of Rs. 12.69 Crores. The production of finished goods decreased in the current financial year as compared to previous financial year due to expansion of Rolling Mill and interrupted supply of power from Durgapur Projects Limited. Due to this, the net profit of the Company declines. The Company has increased the production capacity of Rolling Mill from 1,32,000 MT to 2,22,000 MT.

**Deposits**

Your Company did not accept any deposits within the meaning of Section 58A of the Companies Act, 1956 and the rules made there under.

**Dividend**

The Board for the year ended March 31, 2011 recommended a dividend of Re. 1/- per share (Re. 1/- per share for the year ended March 31, 2010) subject to approval of the shareholders at the Annual General Meeting. The dividend will be paid on 4,67,63,750 equity shares of the Company (4,67,63,750 equity shares for the year ended March 31, 2010).

**Management's Discussion and Analysis Report**

Management's Discussion and Analysis Report for the year under review, as stipulated under clause 49 of the Listing Agreement with the Stock Exchange, is presented in a separate section forming part of the Annual Report.

## **Directors**

In accordance with the provisions of the Companies Act, 1956, Mr. Mohan Lal Agarwal and Mr. Manoj Kumar Agarwal, Directors of your Company, retire from the Board by rotation and being eligible to offer themselves for reelection at the ensuing Annual General Meeting.

### **Directors' responsibility statement**

Pursuant to section 217(2AA) of the Companies Act, 1956, your Directors confirm and state that

- (i) In the preparation of the annual accounts for the financial year ended March 31, 2011, the applicable accounting standards had been followed and that there were no material departures
- (ii) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the Balance Sheet of the Company as at March 31, 2011 and of the profit of the Company for that period
- (iii) The Directors had taken proper and sufficient care for the maintenance 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) The Directors had prepared the annual accounts on a going concern basis.

## **Corporate Governance**

Your Company has been practicing good Corporate Governance and lays strong emphasis on transparency, accountability and integrity. A separate section on Corporate Governance is given in the Annual Report and a certificate from Mr. Mohan Ram Goenka, practicing Company Secretary, regarding compliance of conditions and provisions of the Corporate Governance is given as annexure to the Report along with a certificate from CEO/CFO in terms of sub-Clause (v) of Clause 49 of the Listing Agreement is annexed in the Corporate Governance Report.

## **Code of Conduct**

The Board has laid down a Code of Conduct for all Board members and senior management of the Company.

Board members and senior management personnel have affirmed compliance with the Code for the financial year 2010-11. A certificate from the CEO is annexed in this regard.

### **Code for Prevention of Insider Trading Practices**

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, a comprehensive code for prevention of insider trading is in place. The objective of the code is to prevent purchase and /or sale of shares of the Company by insider on the basis of unpublished price sensitive information.

### **Statutory disclosures**

None of the Directors of the Company are disqualified as per the provisions of Section 274(1)(g) of the Companies Act, 1956. The Directors have made necessary disclosures, as required under various provisions of the Act and Clause 49 of the Listing Agreement.

### **Transfer of amounts to Investor Education and Protection Fund**

Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, the Company is not required to transfer any amount to Investor Protection and Education Fund as the Company is declaring dividends since financial year 2007-08 and as such there is no amount of dividend which was due and payable and remained unclaimed and unpaid for a period of seven years.

### **Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo**

Information as required by Section 217(1)(e) of the Companies Act, 1956, read with the Company's (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 is given in the annexure attached hereto and forms a part of this Report.

### **Auditors**

M/s. R L Mundhra & Co. Chartered Accountants, the statutory Auditors of the Company who retire at the ensuing Annual General Meeting are eligible for reappointment.

### **Secretarial audit report**

As a measure of good corporate governance practice, the Board of Directors of the Company appointed Mr. Mohan Ram Goenka, Practicing Company Secretary to conduct independent secretarial audit of the Company. The secretarial compliance certificate for the financial year ended March 31, 2011, is provided in the Annual Report.

The secretarial compliance certificate confirms that the Company complied with all the applicable provisions of the Companies Act, 1956, Listing Agreements with the stock exchanges, Securities Contract (Regulation) Act, 1956 and all the regulations of SEBI as applicable to the Company, including the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and the SEBI (Prohibition of Insider Trading) Regulations, 1992.

## Personnel

At Adhunik, values make for more than just a powerful tagline. We have proven a role model for creating wealth ethically and legally. We engage employees through a fair and rewarding work environment. The information required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended, is provided in the Annexure as below

### Statement pursuant to Section 217(2A) of the Companies Act,1956 and the Companies (Particulars of Employees) Rules,1975

Name	Age in Years	Designation & Qualification	Nature of duties	Gross Remuneration (Rs.)	Experience (No. of years)	Last Employment
Mr. Jugal Kishore Agarwal	59	Managing Director / Law Graduate	Management and overall in charge	30,00,000	26	NIL

## Acknowledgement

The Board takes this opportunity to express its sincere appreciation for the excellent support and cooperation received from the Company's customers, suppliers, government authorities, bankers, investors, financial institutions and shareholders for their consistent support to the Company. The Directors also sincerely acknowledge the outstanding support and services of the workers, staff and executives of the Company which together contributed towards the efficient operation and management of the Company.

### For and on behalf of the Board

Registered office  
14 Netaji Subhash Road  
Kolkata - 700001

Date: 03.09.2011

*Manoj Sharma*

Manoj Sharma  
Chairman

*Jugal Kishore Agarwal*  
Jugal Kishore Agarwal  
Managing Director

### Annexure to the Directors' Report

Disclosure of particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Companies (Disclosure of Particulars in the Report of Board of Directors) Rules,1988.

#### **Conservation of Energy**

There are many steps regarding conservation of energy were taken, which helped in improving the energy consumption. But due to increase in electricity prices, cost per unit increased compared to previous years.

Form for disclosure of particulars with respect to Conservation of Energy are as follows:

<b>Particulars</b>	<b>2010-11</b>	<b>2009-10</b>
<b>A. Power &amp; Fuel Consumption</b>		
<b>1. Electricity Purchased</b>		
Unit (Lakhs- Kwh)	187.54	175.48
Total Amount (Rs. in Lakhs)	781.64	606.20
Cost per Unit (Rs.)	4.17	3.45
<b>2. Coal</b>		
Quantity (Tons)	4,992.07	1,392.94
Total Cost (Rs. in Lakhs)	169.05	23.49
Average Cost (Rs. per Ton)	3,386.43	1,686.36
<b>3. Furnace Oil</b>		
Quantity (K. Ltrs.)	2,170.72	5,291.49
Total Amount (Rs. in Lakhs)	601.32	1,177.64
Average Rate (Rs. in Lakhs per K. Ltr.)	0.28	0.22
<b>B. Consumption (In Units) per Tonne of Rolled Products</b>		
Electricity (in KWH)	234.54	166.33
Furnace Oil (in Ltr)	27.15	50.16

#### **Technology Absorption, Adaptation and Innovation**

No specific technology has been absorbed or adopted during the year.

#### **Foreign Exchange Earnings and Outgo**

There is no inflow and outflow of Foreign Currency during the year as well as in the previous year.

## **Management Discussion & Analysis**

### **A. Industry Structure and Developments**

Your Company is engaged in the production of wire rods and tmt.bars which is mainly used in the construction industry. As such, the outlook for your Company is closely linked to that of the steel and real estate industry and the demand for tmt and wire rod in particular is influenced by the price & availability of raw materials.

### **B. Opportunities and Threats**

The demand for tmt and wire rod is cyclical in nature reflecting a similar trend in the iron & steel industry and as a result, there is substantial volatility in prices. But during the current financial year 2010-11, no major volatility in prices found. The Company is able to maintain its level of turnover in spite of market is under the process of recovery from global meltdown.

### **C. Segment-wise or Product-wise Performance**

The Company has identified iron & steel products as its sole operating segment and the same has been treated as primary segment. The Company produced during the year 79,960.745 Mt of finished products and sold 80,949.630 MT of finished products. Total revenue earned is Rs. 334.89 Crores. The Company has enhanced its production capacity from 1,32,000 MT to 2,22,000 MT during the current year.

### **D. Future Outlook:**

As India is one of the developing nations around the world having the growth % in double digits, the demand for steel related products always there. So, the Company will be able to survive in the competitive market with increase in demand for the products.

### **E. Risks and Concerns:**

The major risk for the Company is the supply of adequate raw materials such as billet for smooth operation and production which is mitigated from the supply from the group companies.

### **F. Internal Control Systems and their Adequacy:**

Your Company has instituted adequate internal control systems commensurate with its size and scale of operations. The Audit Committee periodically reviews such systems with the help of the internal and Statutory Auditors and reports to the Board on its adequacy.

**G. Discussion on Financial Performance with respect to Operational Performance:**

The company was not able to maintain its turnover as compared to last year due to expansion of Rolling Mill and un-interrupted supply of power. Due to this, profit after tax of the Company decreases. However, with better control and efficient management and policies of cost reduction, impact on profit could be reduced to some extent.

**H. Human Resources/Industrial Relations:**

Industrial relations during the year under review were cordial and peaceful. Your Directors wish to place on record the excellent cooperation and contribution made by the employees at all levels to the growth and development of the Company.



## Report on Corporate Governance

Your Company has been practicing the principles of good Corporate Governance, which comprise all activities that result in the control of the Company in a regulated manner, aiming to achieve transparent, accountable and fair management.

The details of the Corporate Governance compliance by the Company as per Clause 49 of the listing agreement with Stock Exchanges are as under

### **Company's philosophy on Corporate Governance**

The basic philosophy of Corporate Governance of the Company is to achieve business excellence and to dedicate itself for increasing long-term shareholders' value, keeping in view the needs and interests of all its stakeholders. The Company is committed to transparency in all its dealings and places high emphasis on business ethics. We believe that Corporate Governance is voluntary and self-discipline code which means not only ensuring compliance with regulatory requirements but also by being responsive to our stakeholders needs.

The key elements of good Corporate Governance include honesty, trust and integrity, openness, performance orientation, responsibility and accountability, mutual respect, and a commitment to the organization. The Corporate Governance framework of the Company ensures that a timely and accurate disclosure is made on all material matters regarding the Company, including the financial statements, performance, ownership and governance of the Company. This improves public understanding of the structure, activities and policies of the organization. Consequently, the organization is able to attract investors, and enhance the trust and confidence of the stakeholders.

The Board of Directors ('The Board') is at the core of our Corporate Governance practice and oversees how the management serves and protects the long-term interest of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure highest standards of corporate governance.

### **Board of Directors**

The Board of Directors is the apex body constituted by the shareholders for overseeing the overall functioning of the Company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interests of the shareholders are being served. The Managing Director is assisted by senior managerial personnel in overseeing the functional matters of the Company.

In terms of the Company's Corporate Governance policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the shareholders. As trustees, the Board ensures that the Company has clear goals relating to shareholder value and its growth and seeks accountability for their fulfillment. The Board of the

Company comprises an adequate blend of professional, Executive and Independent Directors.

### Composition

The Board had composition of 7 (seven) Directors including 2 (two) Independent Directors. During 2010-11, the Board met eleven times on April 1, 2010, May 10, 2010, July 10, 2010, July 23, 2010, August 13, 2010, September 1, 2010, September 30, 2010, October 28, 2010, November 12, 2010, February 14, 2011 and March 18, 2011. The maximum time gap between any two consecutive meetings was not more than four months. The constitution of the Board during the year ended March 31, 2011 and their attendance at the Board meetings, last Annual General Meeting and the Directorship/Chairmanship/Membership of Committee of each Director in other companies are as under:

S. No.	Name of Director	Attendance		Category of Directors	Other Directorship	Other committee membership	Other committee chairmanship
		Board	Last AGM				
1	Shri Manoj Sharma (Chairman)	10	Yes	Independent Non-Executive	Nil	Nil	Nil
2	Shri Jugal Kishore Agarwal (Managing Director)	11	Yes	Non-Independent Executive	11	Nil	Nil
3	Shri Nirmal Kumar Agarwal	10	Yes	Non Independent Non-Executive	12	2	Nil
4	Shri Mohan Lal Agarwal	08	Yes	Non Independent Non-Executive	12	Nil	Nil
5	Shri Mahesh Kumar Agarwal	11	Yes	Non Independent Non-Executive	12	1	Nil
6	Shri Manoj Kumar Agarwal	9	Yes	Non Independent Non-Executive	13	3	Nil
7	Shri Manish Kumar	9	Yes	Independent Non-Executive	Nil	Nil	Nil

### Notes

- Committee includes Audit Committee, Shareholders'/Investors' Grievance Committee and Remuneration/Compensation Committee only.
- Other directorship includes directorship in public companies only.
- All the directors certified that the disqualifications mentioned under section 274(1)(g) of the Companies Act, 1956 do not apply to them.

4. None of the Directors is a member in more than 10 committees or act as a Chairman of more than five committees across all companies in which he is a Director and the same is in compliance with Clause 49(c)(iv) of the Listing Agreement.
5. Mr. Mohan Lal Agarwal and Mr. Manoj Kumar Agarwal are liable to retire by rotation and being eligible offered themselves for re-appointment. Information as required under Clause 49(VI) of the Listing Agreement are appended to the Notice for the Annual General Meeting

#### Board business

The normal business of the Board includes:

- General notice of interest of Directors
- Appointment, remuneration and resignation of Directors, Chief Financial Officer and Company Secretary of the Company
- Strategies for shaping of portfolio and direction of the Company and priorities, in corporate resource allocation
- Corporate annual plan and operating framework
- Quarterly business performance reports
- Convening a meeting of shareholders of the Company, setting the agenda thereof, and ensuring that a satisfactory dialogue with shareholders takes place
- Declaration / recommendation of dividend
- Formation/reconstitution of Board Committees and their terms of reference.
- Review functioning of the Board and its Committees
- Review functioning of the subsidiary companies
- Minutes of meetings of Audit Committee and other Committees of the Board
- Annual review of accounts for adoption by shareholders
- Quarterly and annual results announcements
- Merger, acquisition, joint venture or disposal, if any
- Recruitment and remuneration of senior management
- Materially important show cause, demand, prosecution and penalty notices
- Significant development in the human resources and industrial relations fronts
- Risk evaluation and control
- Summary of all long-term borrowings made, bank guarantee issued, loans and investments made
- Significant changes in accounting policies and internal controls
- Internal Audit findings and External Audit Reports (through the Audit Committee)
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer (if any), etc. (through the Shareholders / Investors' Grievances Committee)
- Brief on all statutory developments, changes in government policies etc. with impact thereof, Directors' responsibility arising out of any such developments
- Compliance with all relevant legislations and regulations

### **Board support**

The Management and the conduct of the affairs of the Company lie with the Managing Director, who heads the management team. He is collectively entrusted with the task of ensuring that all management functions are executed professionally and are accountable to the Board for their actions and results.

The Company Secretary of the Company attends all the meetings of Board and advises/assures the Board on compliance and governance principles.

### **Board independence**

The Board has adopted guidelines which are in line with the applicable legal requirements. Our definition of independence of Directors is derived from Clause 49 of the Listing Agreement with stock exchanges. Based on the confirmation/disclosures from the Directors and on evaluation of relationships disclosed, the Company had an optimum mix of Independent Directors on the Board of the Company which is in conformity with Clause 49 of the Listing Agreement.

The Independent Directors have the requisite qualifications and experience in their respective fields which is of great use to the Company. They contribute in significant measure to Board Committees. Their independent role vis-à-vis the Company means that they have a special contribution to make in situations where they add a broader perspective by ensuring that the interests of all stakeholders are kept in acceptable balance and in providing an objective view in any instances where a (potential) conflict of interest may arise between stakeholders.

### **Board meetings**

#### **Scheduling and selection of agenda items for Board meetings**

- i) The Company holds minimum of four Board meetings in each year. All Board meetings are convened by giving appropriate notice at any time to address the specific needs of the Company.
- ii) The meetings are usually held at the Company's Corporate Office at 2/1A Sarat Bose Road, "Lansdowne Tower" Kolkata-700 020.
- iii) Meetings are governed by a structured agenda. All departments in the Company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion / approval in the Board Committee meetings. All such matters are communicated to the Company Secretary in advance so that the same could be included in the agenda for the Board meetings. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Board members, in consultation with the Chairman, may bring up any matter for the consideration of the Board.

- iv) The Board is given presentations covering finance, the major business segments and operations of the Company, before taking on record the results of the Company for the preceding financial quarter at each of the scheduled Board meeting.

The Managing Director and the Company Secretary in consultation with the other concerned persons in senior management finalize the agenda papers for the Board meeting. Directors have access to the Company Secretary's support and all information of the Company and are free to suggest inclusion of any matter in the Agenda.

#### **Board material distributed in advance**

Agenda papers are circulated to the Directors in advance. All material information is incorporated in the agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any documents to the agenda, the same are placed on the table at the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

#### **Recording minutes of proceedings at Board/Committee meetings**

The Company Secretary records the minutes of the proceedings of each Board meeting. Draft minutes are circulated to all the members of the Board for their comments. The minutes of proceedings of a meeting are generally entered in the minutes book within 30 days from the conclusion of the meeting.

#### **Post meeting follow up mechanism**

The guidelines for Board and Committee meetings facilitate an effective post meeting follow up, review and reporting process of the decisions taken by the Board and Board Committee thereof. The important decisions taken by the Board/Committees meetings are communicated to the respective departments/division concerned promptly. Action taken report on the decisions/minute of the previous meeting(s) is placed at the meeting of the Board/Committee for their noting.

#### **Committees of the Board**

The Board committees play a crucial role in the governance structure of the Company and are being set out to deal with specific areas/activities which concern the Company and need a closer review. The Board committees are set up under the formal approval of the Board, to carry out the clearly defined role which is considered to be performed by members of the Board as a part of good governance practice. The terms of reference of the Board Committees are determined by the Board from time to time. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all the Committees are placed before the Board for review.

To enable better and focused attention on the affairs of the Company, the Board constituted the following committees

## **Audit Committee**

The terms of reference, role and scope of Audit Committee are in line with the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with the Stock Exchange(s). The Audit Committee of the Board, inter alia, provides reassurance to the Board on the existence of an effective internal control environment.

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal control and financial reporting process with a view to ensuring accurate and timely disclosures, with highest levels of transparency, integrity and quality of financial reporting viz.:

### **A. Powers of the Audit Committee:**

1. To investigate any activity within its terms of reference
2. To seek information from any employee
3. To obtain outside legal and professional advice
4. To secure attendance of outsiders with relevant expertise, if it considers necessary

### **B. The role of Audit Committee includes:**

- Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible
- Recommending the appointment and removal of statutory auditors, fixation of audit fee and approval for payment of any other services
- Reviewing with management the annual financial statements before submission to the Board
- Reviewing with the management and external and internal auditors, the adequacy of internal control systems
- Reviewing the adequacy of internal audit function
- Discussing with internal auditors any significant findings and follow up on such issues
- Discussing with external auditors before the audit commences on the nature and scope of audit, as well as having post-audit discussion to ascertain area of concern, if any
- Reviewing the Company's financial and risk management policies and
- Carrying out such other functions as may be specifically referred to the Committee by the Board of Directors and/or other Committees of Directors of the Company

Five meeting of the Committee was held during the financial year 2010-11. The dates on which the said meetings were held were as follows:

May 10, 2010, July 23, 2010, August 13<sup>th</sup>, 2010, November 12<sup>th</sup>, 2010 & February 14<sup>th</sup>, 2011.

The necessary quorum was present at the meetings. The maximum time gap between any consecutive meetings was not more than four months.

#### **Attendance record of Audit Committee members**

Name of the Director	Category	No. of Meetings	Meetings attended
Shri Manoj Sharma	Independent Non-Executive	5	5
Shri Manish Kumar	Independent Non-Executive	5	5
Shri Mahesh Kumar Agarwal	Non Independent Non-Executive	5	5

The Chairman of the Audit Committee was present at the last Annual General Meeting. Statutory auditors, internal auditors and the GM-Finance & Accounts of the Company are permanent invitees to Audit Committee meetings. The Company Secretary acts as the Secretary to the Committee

#### **Remuneration/Compensation Committee**

The Remuneration/Compensation Committee ("the committee") comprised of three members out of which two are Independent Directors. This Committee comprises of Shri Manoj Sharma (Chairman), Shri Manish Kumar and Shri Mahesh Kumar Agarwal.

The Remuneration/Compensation Committee was set up to review the overall compensation structure and related policies of the Company with a view to attract, motivate and retain employees. The Committee determines the Company's policies on remuneration packages payable to Managing Director and also reviews the compensation levels vis-à-vis other companies and the industry in general. The Company Secretary acts as the Secretary to the Committee. No Meeting of the Committee was held during the financial year 2010-11.

#### **Details of remuneration paid to the Directors during 2010-11**

No sitting fees for Board meeting and Committee meeting were paid to the directors. The Company has paid an annual remuneration of Rs. 30,00,000/- (Rupees Thirty Lacs only) including perquisites to the Managing Director Sri Jugal Kishore Agarwal.

#### **Shareholders/Investors' Grievances Committee**

The Shareholders/Investors' Grievances Committee ('the committee') comprised of three members including one Independent Director.

This Committee comprises of Shri Nirmal Kumar Agarwal (Chairman), Shri Manoj Sharma and Shri Mohan Lal Agarwal as member of the Committee. The Committee was constituted to address investor grievances and complaints in matters such as transfer of equity shares, non-receipt of annual reports and non-receipt of declared dividends, among others, and ensure an expeditious resolution to the matter. The Committee also evaluates performance and service standards of Registrar and Transfer Agent and provides continuous guidance to improve the service levels for investors.

The Company Secretary acts as the Compliance Officer.

Two Meetings of the Committee was held during the financial year on 23<sup>rd</sup> July, 2010 and November 11, 2010.

Attendance record of Shareholders/Investors' Grievances Committee :

Name of the Director	Category	Number of meetings	Meetings attended
Shri Nirmal Kumar Agarwal	Non Independent Non-Executive	2	2
Shri Mohan Lal Agarwal	Non Independent Non-Executive	2	2
Shri Manoj Sharma	Independent	2	2

The Company did not receive any complaints from shareholders during the year. No complaints were pending as on March 31, 2011.

E-mail ID earmarked for redressing Investors queries in terms of Clause 47(f) of the listing agreement- secretarial@adhunikgroup.co.in

#### Disclosures

- (i) There was no materially significant related party transaction entered into by the Company with the promoter Directors or their relatives during the period that may have potential conflict with interest of the Company at large. Transactions with related parties are disclosed in Note No. 13(b) of Schedule 21 to the accounts in the Annual Report.
- (ii) There was no instance of non-compliance penalties/strictures imposed on the Company by stock exchange(s) or the SEBI or any other statutory authorities, on any matter related to capital markets during the last three years
- (iii) There were no inter-se or pecuniary relationships or transactions with the Non-Executive Directors.
- (iv) Whistle Blower Policy being non-mandatory requirement has not been adopted by the Company. However, the management affirms that no personnel have been denied access to the Audit Committee.

- (v) The company is complying with all mandatory requirements of Clause 49 of Listing Agreement. The Non-Mandatory requirements relating Remuneration/ Compensation Committee have been adopted by the company.
- (vi) Shareholding of Directors in the Company as on March 31, 2011.

Name of Directors	Number of equity shares
Shri Jugal Kishore Agarwal	4,94,500
Shri Nirmal Kumar Agarwal	3,89,250
Shri Mohan Lal Agarwal	4,41,500
Shri Mahesh Kumar Agarwal	5,24,000
Shri Manoj Kumar Agarwal	5,16,550

#### Means of Communication

- a) The Financial results are regularly submitted to the stock exchanges in accordance with the listing agreement and published in one English Daily (The Echo of India) and one Bengali Daily (Aarthik Lipi).
- b) The Management Discussion and Analysis report is a part of Annual Report.

#### Details of previous Annual General Meeting:

The last three Annual General Meetings of the Company were held as per details given below:

Year	Date	Time	Venue	Number of special resolutions passed
2009-10	September 13, 2010	11.00 am	14, Netaji Subhas Road Kolkata-700 001.	Nil
2008-09	November 30, 2009	11.00 am	14, Netaji Subhas Road Kolkata-700 001.	1. Appointment of Sri Manoj Kumar Agarwal as Director 2. Appointment of Sri Manoj Sharma as Director 3. Appointment of Sri Jugal Kishore Agarwal as Managing Director 4. Change in name of the Company.
2007-08	September 27, 2008	11.00 am	14, Netaji Subhas Road Kolkata-700 001.	Nil

Two Extra Ordinary General Meetings of the shareholders was held during the financial year by Ordinary resolution on October 26, 2010 for appointment of Statutory Auditor and on March 11, 2011 for approval under Section 293(1)(a) and 293(1)(d). No Special resolution was passed during the last financial year.

### **Code of Conduct**

The Code of Conduct, as adopted by the Board, is applicable to Directors, senior management and employees of the Company. The Code is designed from three interlinked fundamental principles viz. good corporate governance, good citizenship and exemplary personal conduct. The Code covers commitment to sustainable development concern for occupational health, safety and environment, a gender-friendly workplace, transparency and auditability, legal compliance and the philosophy of leading by personal example.

### **Disclosures as required under clause 49 of Listing Agreement**

All the members of the Board and senior management personnel of the Company affirmed due observance of the Code of Conduct, framed pursuant to Clause 49 of the Listing Agreement with stock exchanges, in so far as it was applicable to them and there was no non compliance thereof during the year ended March 31, 2011.

Place: Kolkata  
Date: September 3, 2011

  
Jugal Kishore Agarwal  
Managing Director

### **Code for prevention of insider trading practices**

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, a comprehensive code for prevention of insider trading is in place. The objective of the code is to prevent purchase and /or sale of shares of the Company by insider on the basis of unpublished price sensitive information.

### **CEO/CFO certification**

The CEO and CFO certification issued in accordance with the provisions of Clause 49 of Listing Agreement with Stock Exchanges for the year is annexed and forms part of the Annual Report.

### **Postal Ballot**

No resolution was passed through Postal Ballot in 2010-11. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a resolution through postal ballot.

### **Compliance certificate**

The compliance certificate from MR & Associates, practicing Company Secretary, affirms that the Company complied with the conditions of corporate governance as were applicable as on March 31, 2011 and stipulated in Clause 49 of the Listing Agreement with the stock exchange(s) is annexed hereto.

## **General shareholders' information**

### **AGM details**

<b>Day and date</b>	<b>Friday, September 30, 2011</b>
<b>Venue</b>	2/1A Sarat Bose Road," Lansdowne Towers" Kolkata – 700 020.
<b>Time</b>	11.00 A.M.
<b>Book closure dates</b>	17th September 2011 to 30 <sup>th</sup> September 2011 (both days inclusive)
<b>Dividend payment date</b>	On and after 30 <sup>th</sup> September 2011 (within statutory limit of 30 days) subject to approval of shareholders.

### ***Registrar & Share Transfer Agents***

M/s Maheshwari Datamatics Private Limited.  
6, Mangoe Lane, 2<sup>nd</sup> Floor  
Kolkata-700 001.  
Tel no. 91-33-22435809  
Fax no. 91-33-22484787  
E-mail- mdpl@cal.vsnl.net.in

### **Share transfer system**

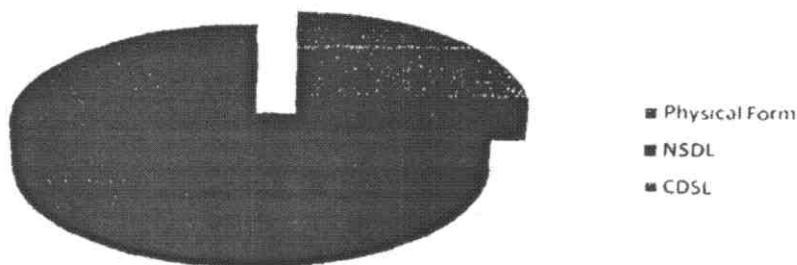
The Registrars and Share Transfer Agent, M/s Maheshwari Datamatics Private Limited, register the share transfer after the shares are lodged for transfer, within a period ranging from 10 to 15 days provided the documents lodged with the Registrars/Company are in order. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Clause 47 (c) of the Listing Agreement with Stock Exchanges and files a copy of the certificate with the Stock Exchange.

### **Dematerialization of shares and liquidity**

As per SEBI requirement the Company enlisted its shares with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the Company's shares are available for trading under both the depository systems in India. The International Securities Identification Number (ISIN) allotted to the Company's share under the Depository System is INE452L01012. The Company has paid annual custody fee for the financial year 2011-12 to NSDL and CDSL, the depositaries. As on 31<sup>st</sup> March, 2011 3,47,45,550 Equity Shares of the Company representing 74.30% of the issued and subscribed share capital stood dematerialized.

**Details of DEMAT and Physical Shares as on March 31, 2011**

Description	Number of Holders	Number of Shares	% of Equity
CDSL	NIL	NIL	NIL
NSDL	12	3,47,45,550	74.30%
Physical	87	1,20,18,200	25.70%
Total	99	4,67,63,750	100.00%



**Distribution of shareholding as on March 31, 2011**

Category (Share)	Shareholders		No of Shares	
	Number	% to total		% to total
1- 500	66	66.67	10693	0.022
501-1000	1	1.01	1000	0.002
1001-2000	5	5.05	10000	0.021
2001-3000	4	4.04	9450	0.022
3001-4000	1	1.01	3300	0.007
4001-5000	Nil	Nil	Nil	Nil
5001-10000	1	1.01	6000	0.012
10001 and above	21	21.21	46723307	99.914
<b>Total</b>	<b>99</b>	<b>100</b>	<b>46763750</b>	<b>100.000</b>

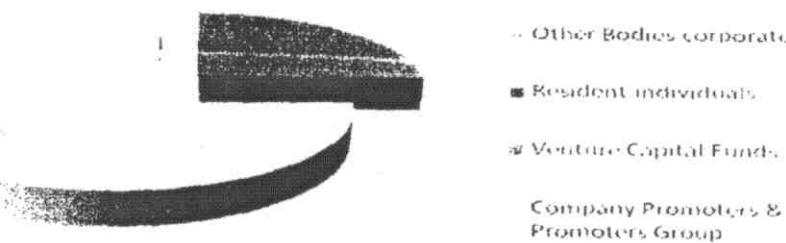
**Market Price Data**

Since the Companies shares are not actively traded presently on Calcutta Stock Exchange, therefore the market price data are not available.

**Categories of shareholders as on March 31, 2011**

Serial number	Category	Numbers of holders	Number of shares	% to equity
1	Company Promoters & Promoters Group	18	3,50,54,800	74.9615
2	Other Bodies corporate	7	28,107	0.0601
3	Resident individuals	73	39,893	0.0853
4	Venture Capital Funds	1	1,16,40,950	24.8931
	Total	99	4,67,63,750	100.00

**Shareholding pattern as on March 31<sup>st</sup>, 2011.**



**Listing of shares on stock exchanges with stock code**

Stock exchange	Stock code
Calcutta Stock Exchange Limited 7, Lyons Range Kolkata-700 001. Telephone nos : 033-22104470-77 Facsimile no. : 033-22102223 Website : <a href="http://www.cse-india.com">www.cse-india.com</a> ISIN No.-	028188     INE452L01012

The annual listing fee for the year 2011-12 has been paid to the above stock exchange.

**Dividend history**

Financial year	Dividend per share (RS.)	Total dividend (Rs. in lakhs)
2010-11	1.00*	467.64
2009-10	1.00	467.64
2008-09	1.00	2.00
2007-08	1.00	2.00

\* subject to the approval of members

**Financial calendar tentative**

**Financial year 2011-12**

1	First quarter results	Within August 14, 2011
2	Second quarter and half-year results	Within November 15, 2011
3	Third quarter results	Within February 14, 2012
4	Fourth quarter results	Within May 15, 2012
5	Annual Result	Fourth week of July, 2012

**Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity :**

Not applicable

**Plant location :**

Raturia Industrial Area, Angadpur  
Durgapur-713 215, West Bengal.  
India

**Investors correspondence**

All queries of investors regarding the Company's shares or other matters may be sent at the following addresses

The Company Secretary  
Adhunik Industries Limited  
Lansdowne Towers  
2/1A, Sarat Bose Road  
Kolkata – 700 020  
Tel no. 91-33-30517100  
Fax no. 91-33-22890285  
E Mail:bharatagarwal@adhunikgroup.co.in

or M/s Maheshwari Datamatics Pvt. Limited.  
6, Mango Lane, 2<sup>nd</sup> Floor  
Kolkata- 700 001  
Tel no. 91-33-22435809  
Fax no. 91-33-22484787

Registered Office  
14, Netaji Subhash Road  
Kolkata – 700 001

For and on behalf of the Board

Date: September 3, 2011

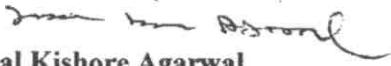
*Manoj Sharma*  
Manoj Sharma  
Chairman

*Jugal Kishore Agarwal*  
Jugal Kishore Agarwal  
Managing Director

## **CEO AND CFO CERTIFICATION**

We, Jugal Kishore Agarwal, Managing Director and Bikash Roy Choudhury, Head of Finance and Accounts, responsible for the finance function certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March 2011 and confirm that to the best of our knowledge and belief :
  - (i) these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and that they have evaluated the effectiveness of the internal control systems of the company and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee :
  - (i) significant changes in internal control during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

  
**Jugal Kishore Agarwal**  
Managing Director

  
**Bikash Roy Choudhury**  
Head of Finance & Accounts

Kolkata  
3rd September 2011.

**Company Secretary Certificate regarding compliance of conditions of Corporate Governance**

To the Members of  
M/s. Adhunik Industries Limited  
Kolkata

Re: Certificate regarding compliance of conditions of Corporate Governance

1. We have examined the compliance of conditions of Corporate Governance by Adhunik Industries Limited, for the year ended 31.03.2011, as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchange (s).
2. The Compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our Examination has been limited to procedure and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.
3. In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by the directors and the management, we certify that the company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. We state that no investor grievance is pending for a period exceeding one month against the Company as per the RTA records.
5. We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Place : Kolkata  
Date : September 3, 2011

For MR & Associates  
Company Secretaries

  
Mohan Ram Goenka  
Partner  
C P No.: 2551

## AUDITOR'S REPORT

To  
The Members of

**Adhunik Industries Ltd**  
(Formerly Bhagwati Resources Ltd)

1. We have audited the attached Balance Sheet of **Adhunik Industries Limited** ("the Company") as at March 31, 2011 and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that day annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 ("the order"), we enclose in the Annexure a statement on the matter specified in paragraphs 4 & 5 of the said order.
4. Further to our comments in the Annexure referred to above, we report that:
  - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - iii. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - iv. In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956



- v. On the basis of the written representations received from the directors, as on March 31, 2011, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
5. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
- a. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2011;
  - b. In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
  - c. In the case of Cash Flow statement, of the cash flows for the year ended on that date.

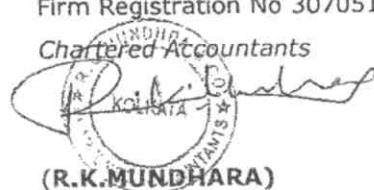
Place: Kolkata

Date: 03<sup>rd</sup> September, 2011

For R L MUNDHRA & Co.

Firm Registration No 307051E

Chartered Accountants



(R.K.MUNDHARA)

Partner

Membership No:016658

### **Annexure to the Auditor's Report**

**(REFERRED TO IN OUR REPORT OF EVEN DATE TO THE MEMBERS OF ADHUNIK INDUSTRIES LTD AS  
AT AND FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2011)**

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situations of fixed assets.
  - (b) According to the information and explanation given to us, the fixed assets were physically verified by the management in accordance to the programme of verification. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of Account
  - (c) There was no substantial disposal of fixed assets during the year.
- (ii) (a) The management has conducted physical verification of inventories at reasonable intervals during the year.
  - (b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on such physical verification carried out at the end of the year.
- (iii) (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act'1956. Accordingly clauses (a) to (d) of para III of the order are not applicable to the company.
  - (b) According to the information and explanations given to us, the Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act'1956. Accordingly clauses (e) to (g) of para III of the order are not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the company in respect of these areas.

- (v) (a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangement referred to in section 301 of the companies act 1956 that needs to be entered into the register maintained under section 301 has been so entered.
- (b) In our opinion and according to the information and explanation given to us, the transactions made in pursuance of such contracts or arrangements exceeding the value of Rs. 5,00,000, entered into during the financial year have been made at a prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public within the provisions of section 58A, 58AA or any other relevant provisions of the Companies Act, 1956, and rules framed there under.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government for maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- (ix) (a) Undisputed statutory dues including provident fund, employees state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess *have been deposited with the appropriate authorities though in general there have been delay and as explained, there is no amount due for deposit to investor education and protection fund.*
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of sales-tax, income-tax, custom duty, wealth-tax, excise duty and cess that have not been deposited on account of any dispute.
- (x) The company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.



- (xi) Based on our audit procedures and as per the information and explanations given by the management, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a Nidhi / Mutual benefit fund / Society. Therefore, the provisions of clause 4(xiii) of the Order are not applicable.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable.
- (xv) According to the information and explanations given to us, the Company has not given guarantee for loans taken by others from bank or financial institutions.
- (xvi) In our opinion and according to the information and explanations given to us by the management, term loans are applied for the purpose for which the loans were obtained.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment
- (xviii) The Company has not made any preferential allotment of shares during the year to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) The company has not issued any secured debentures during the year.
- (xx) The Company has not raised any money through public issue during the year.
- (xxi) Based upon the audit procedure performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our Audit

Place: Kolkata

Date: 03<sup>rd</sup> September, 2011

For R L MUNDHRA & Co.

Firm Registration No 307051E

Chartered Accountants



Partner

Membership No:016658

# ADHUNIK INDUSTRIES LIMITED

(Formerly Known as Bhagwati Resources Limited)

BALANCE SHEET AS AT 31ST MARCH, 2011

Particulars	Schedule	2010-2011	2009-2010
<b>SOURCES OF FUNDS :-</b>			
Shareholders' Funds:			
Share Capital		467,637,500	467,637,500
Share Application Pending Allotment		52,700,000	43,450,000
Reserves And Surplus		289,788,449	217,648,662
Loan Funds:			
Secured Loans		760,903,541	499,140,521
Un-Secured Loans		269,683,881	190,461,095
Deferred Tax Liabilities		80,271,529	67,415,004
<b>TOTAL</b>		<b>1,920,984,900</b>	<b>1,485,752,782</b>
<b>APPLICATION OF FUNDS :-</b>			
Fixed Assets:			
a) Gross Block		755,370,504	433,712,904
b) Less : Depreciation		118,263,506	96,572,942
c) Net Block		637,106,998	337,139,962
d) Capital Work In Progress		51,349,118	85,655,188
		688,456,116	422,795,150
Investments		400,000	400,000
Current Assets, Loans & Advances:			
a) Inventories		600,326,431	576,206,326
b) Sundry Debtors		679,899,211	621,134,394
c) Cash & Bank Balances		113,314,743	35,371,988
d) Loans & Advances		437,481,331	320,839,173
		1,831,021,716	1,553,551,881
Less : Current Liabilities and Provisions			
a) Current Liabilities		368,961,901	308,751,720
b) Provisions		229,931,031	182,242,529
		598,892,932	490,994,249
Net Current Assets		1,232,128,784	1,062,557,632
Miscellaneous Expenditure (To the extent not written off or adjusted)			
<b>TOTAL</b>		<b>1,920,984,900</b>	<b>1,485,752,782</b>
Accounting Policies & Notes to Accounts	20		

Schedules referred to above form an integral part of the Balance Sheet.

As per our report of even date

R L MUNDHARA & CO

Firm Regd No. 307051E

Chartered Accountants

KOLKATA - 700 014

(R K MUNDHARA)

Partner in ACCO

Mem No.: 016658

As Approved

For & on behalf of the Board

*on behalf of the Board make seal*

Director

Director

*Bhavat Agarwal*

Company Secretary

Place : Kolkata

Date : 3rd Day of September 2011

# DHUNIK INDUSTRIES LIMITED

(Formerly Known as Bhagwati Resources Limited)  
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

Particulars	Schedule	2010-2011	2009-2010
<b>Income</b>			
Business Income	13	3,508,332,134	4,144,470,586
Less Excise Duty		159,452,585	200,693,632
Other Income	14	3,348,879,549	3,943,776,954
Increase / (Decrease) in Stock in Trade	15	1,331,998	1,825,648
		152,952,715	4,809,218
		<b>3,503,164,262</b>	<b>3,950,411,820</b>
<b>Expenditure</b>			
Purchases & Raw Material Consumption	16	3,068,073,396	3,493,004,985
Manufacturing Expenses	17	112,774,828	100,027,025
Personnel Cost	18	12,265,305	12,167,554
Administrative & Selling Expenses	19	80,441,033	97,008,700
Interest & Finance Charges		20,616,415	15,227,414
Depreciation		21,690,564	20,894,540
Preliminary Expenses Written off			97,808
Profit before Tax		<b>3,315,861,541</b>	<b>3,738,428,026</b>
Provision for Tax		187,302,721	211,983,794
Current Tax		47,595,160	71,954,091
Deferred Tax		12,856,525	488,219
Income Tax for earlier years		-	4,287,228
Profit after Tax		126,851,036	135,254,256
Balance brought forward from previous year		217,848,662	137,105,655
Profit available for appropriation		<b>344,499,698</b>	<b>272,359,911</b>
Proposed Dividend		46,763,750	46,763,750
Dividend Distribution Tax		7,947,499	7,947,499
Balance Carried to Balance sheet		<b>289,788,449</b>	<b>217,648,662</b>
Basic Earnings per Share		2.71	2.89
Diluted Earnings per Share		2.55	2.73
Accounting Policies & Notes to Accounts	20		

Schedules referred to above form an integral part of the Profit & Loss Account.

As per our report of even date

R L MUNDHRA & CO

Firm Regn No: 307051E

Chartered Accountants

(R.L. MUNDHRA)

Partner

Mem No: 016658

Place : Kolkata

Date : 3rd Day of September 2011

As Approved  
For & on behalf of the Board

Director

Main Aseem  
Director

Bhawat Agarwal  
Company Secretary

# ADHUNIK INDUSTRIES LIMITED

(Formerly Known as Bhagwati Resources Limited)  
Cash Flow Statement for the year ended 31st March'2011

Figures for the  
year ended  
31st March,2011

Figures for the  
year ended  
31st March,2010

## A. Cash Flow from Operating Activities

Net Profit before Tax and extra ordinary item	187,302,721	211,983,794
Adjustment for :		
Misc.Expenditure	21,690,564	97,808
Depreciation	93,342	20,894,540
Gratuity	(1,075,307)	32,659
Interest Income	20,618,415	(1,243,329)
Interest Paid	(50,000)	15,227,414
Dividend Income		(40,000)
	41,275,014	34,969,092
Operating Profit before working Capital changes	228,577,735	246,952,886
Adjustments for :		
(Increase)/Decrease in Trade and Other Receivable	(120,153,751)	(129,374,826)
(Increase)/Decrease in Inventories	(24,120,105)	(44,241,845)
Increase/(Decrease) in Trade Payables & Liabilities	60,142,181	17,414,168
	(84,131,675)	(156,202,503)
Cash Generated from Operations	144,446,060	90,750,383
Income Tax (Paid) / Refund	(55,253,224)	(74,185,221)
Cash Flow before extraordinary items	89,192,836	16,565,162
Extra-Ordinary Items		16,565,162
Net Cash used in Operating Activities	A	

## B. Cash flow from Investing Activities

Purchase of Fixed Assets	(287,351,530)	(90,990,813)
Interest income	1,075,307	1,243,329
Fixed Deposit made / matured during the year	(45,332,651)	(2,023,658)
Dividend Income	50,000	40,000
Net Cash used in Investing Activities	B	(301,558,374)

## C. Cash Flow from Financing Activities

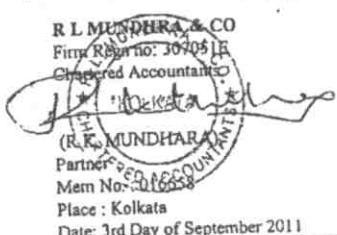
Share Application money	9,250,000	
Interest Paid	(20,618,415)	(15,227,414)
Increase in Secured Loan	261,763,020	(60,748,892)
Increase in Unsecured Loan	79,222,786	151,288,564
Dividend Paid	(46,695,750)	(132,000)
Tax on Dividend	(7,947,499)	(33,990)
Net Cash from financing Activities	C	(27,197,542)
Net Increase / (Decrease) in Cash and Cash Equivalents	32,610,104	(19,712)
Cash and Cash Equivalent as at the Opening of the year	10,658,891	10,688,403
Cash and Cash Equivalent as at the close of the year		(10,688,403)
Note : 1) Cash and Cash Equivalent comprises of :		
Cash in Hand	1,967,220	2,405,378
Balance with Scheduled Banks (including Bank Overdrawn)	41,311,575	8,283,313
Cheques in hand	43,278,795	10,668,694
2) This Cash Flow Statement has been prepared under indirect method.		
3) Previous Year Figure have been regrouped wherever necessary.		

As Approved  
For and on behalf of the Board

*Suresh Kumar Majumdar*  
Director

Director

*Bhawat Agarwal*  
Company Secretary



# JHUNIK INDUSTRIES LIMITED

Formerly Known as Bhagwati Resources Limited  
Schedules annexed to and forming part of Balance Sheet and Profit & Loss Account

SCHEDULE 1: SHARE CAPITAL	2010-2011	2009-2010
Authorised 50,000,000 Equity Shares of Rs. 10 each (50,000,000 Equity Shares of Rs. 10 each)	500,000,000	500,000,000
Issued, Subscribed And Paid Up 46763750 (46763750) Equity Shares of Rs 10 each fully paid up (out of above 4,65,63,750 Equity Shares of Rs. 10/- each allotted as fully paid up for consideration other than Cash pursuant to a scheme of Amalgamation to the share holder of amalgamated company)	467,637,500	467,637,500
	467,637,500	467,637,500

SCHEDULE 2: RESERVES AND SURPLUS	2010-2011	2009-2010
Profit & Loss Account Balance	289,788,449	217,648,662
	289,788,449	217,648,662

SCHEDULE 3: SECURED LOAN	2010-2011	2009-2010
(Refer Note No. 3 (1),(2) & (3) of Schedule 20)		
Rupee term Loan From Banks	174,634,891	41,019,676
Cash Credit From Banks	585,401,876	456,375,053
Finance Against Equipments & Vehicle	866,774	1,745,792
	760,903,541	499,140,521

SCHEDULE 4: UNSECURED LOAN	2010-2011	2009-2010
From : Body Corporates	269,683,881	190,461,095
	269,683,881	190,461,095

SCHEDULE 5: INVESTMENTS	2010-2011	2009-2010
Long Term Quoted - Other than Trade 40,000 (40,000) fully paid up equity shares of Rs.10 each in Adhunik Metaliks Ltd.	400,000	400,000
Market Value	3,680,000	4,798,000

SCHEDULE 7: INVENTORIES	2010-2011	2009-2010
Raw Materials	214,031,695	346,601,769
Finished Goods & Rejected Materials	365,569,309	212,616,594
Stores, Spares & Consumables	20,725,427	16,987,963
	600,326,427	575,105,226



# ADHUNIK INDUSTRIES LIMITED

(Formerly Known as Bhagwati Resources Limited)

## SCHEDULE 5

### Schedules annexed to and forming part of Balance Sheet and Profit & Loss Account

#### FIXED ASSETS

Description of Assets	Cost as on 31st December 2013	Lessors' Liability as on 31st December 2013	Cost as on 31st March 2014	Lessors' Liability as on 31st March 2014	Difference	Balancing	Net Block as on 31st March 2014
Land							
Leasehold Land	8,429,270		8,429,270				
Freehold Land	1,700,000		1,700,000				
Factory Building	85,235,927	86,277,061	171,512,988	15,197,890	2,957,409	18,155,298	153,357,689
Plant & Machinery	327,789,398	235,031,724	562,821,122	77,513,366	17,597,400	95,110,766	467,710,356
Furniture	663,212		663,212	205,513	4,981	247,494	415,718
Office Equipment	2,709,832	344,135		3,053,987	622,823	147,612	770,236
Vehicle	4,692,144			4,692,144	1,186,094	458,389	1,644,463
Computer (including Software)	2,493,121	4,680		2,497,801	1,257,134	389,406	1,646,540
Total Fixed Assets	510,612,446	26,567,625	513,352,071	17,597,292	150,522,501	18,263,564	337,139,962
Previous year's Total Fixed Assets	505,325		477,204	17,576,033	150,522,501	18,945,591	352,698,876



# JHUNIK INDUSTRIES LIMITED

Formerly Known as Bhagwati Resources Limited  
Schedules annexed to and forming part of Balance Sheet and Profit & Loss Account

SCHEDULE 8: SUNDAY DEBTORS	2010-2011	2009-2010
(Unsecured, considered good, unless otherwise stated)		
Debts Outstanding for More Than Six Months	32,541,244	28,920,172
Others Debts	647,357,967	592,214,222
	679,899,211	621,134,394

SCHEDULE 9: CASH & BANK BALANCES	2010-2011	2009-2010
Cash in hand (As certified by the Management)	1,967,220	2,405,378
Balance with scheduled Bank		
a) In Current Accounts	41,311,575	8,263,313
b) In Fixed Deposit Accounts (Including Interest accrued thereon)	70,035,948	24,703,297
	113,314,743	35,371,988

SCHEDULE 10: LOANS, ADVANCES & DEPOSITS	2010-2011	2009-2010
(Unsecured, considered good, unless otherwise stated)		
Advances recoverable in cash or in kind for value to be received	74,416,434	63,140,350
Security deposit with various authorities	6,163,747	6,605,837
Advances to suppliers & others	95,975,297	47,549,434
Advance Income Tax	41,500,000	35,000,000
TDS & TCS Receivable	122,785,996	74,032,772
Prepaid Expenses	141,697	137,247
Balance with excise authorities	96,498,160	94,373,533
	437,481,331	320,839,173

SCHEDULE 11: CURRENT LIABILITIES & PROVISIONS	2010-2011	2009-2010
<u>Current Liabilities</u>		
Sundry Creditors for Goods & Expenses	172,535,760	271,017,755
Sundry Creditors for Project	181,475,111	23,629,484
Advance Recd From Customers	14,747,030	13,968,481
Investor Education & Protection Fund*		
- Unpaid Dividend Account	204,000	136,000
* Amount not yet due for deposit.	368,961,901	308,751,729
<u>Provisions</u>		
Income Tax	174,722,130	127,126,970
Gratuity	497,652	404,310
Proposed Dividend	46,763,750	46,763,750
Proposed Dividend Distribution Tax	7,947,499	7,947,499
	229,933,703	182,742,529

SCHEDULE 12: MISCELLANEOUS EXPENDITURE	2010-2011	2009-2010
(To the extent not written off or adjusted)		
Opening Balance	-	97,808
Less: Written off during the year	-	97,808

SCHEDULE 13: BUSINESS INCOME	2010-2011	2009-2010
Sales	3,232,402,450	3,849,690,350
Service & Other Business Income	275,929,684	294,780,236
	3,508,332,134	4,144,470,586

SCHEDULE 14: OTHER INCOME	2010-2011	2009-2010
Interest Income (TDS Rs. 90,695/- P.Y. Rs. 108,121/-)	1,075,307	1,243,329
Dividend Income	50,000	40,000
Other Income	206,691	542,319
	1,331,998	1,825,648



# MUNIK INDUSTRIES LIMITED

(Formerly Known as Bhagwati Resources Limited)  
Schedules annexed to and forming part of Balance Sheet and Profit & Loss Account

SCHEDULE 15: INCREASE/DECREASE IN STOCK IN TRADE	2010-2011	2009-2010
Opening Stock	212,616,594	207,807,376
Less : Closing Stock	365,569,309	212,616,594
Increase/(Decrease) in Stock	152,952,715	4,809,218

SCHEDULE 16: MANUFACTURING EXPENSES	2010-2011	2009-2010
Power & Fuel Expenses	78,164,352	60,851,348
Store & Spares Consumed	14,070,922	16,269,501
Repairs & Maintenance	981,095	960,513
Operating & Maintenance Charges	1,870,200	2,318,073
Other Manufacturing Expenses	951,013	835,408
Excise Duty Provided on Closing Stock	16,737,246	18,792,182
	129,744,828	100,027,025

SCHEDULE 17: PERSONNEL COST	2010-2011	2009-2010
Salaries (Including Bonus)	7,797,825	7,603,013
House Rent Allowance	437,189	519,170
Contribution to P.F./PPF/DLI/Administrative Charges	1,030,291	1,045,371
Director's Remuneration (Refer note no. 3(11) of Schedule 20 )	3,000,000	3,000,000
	12,235,305	9,167,554

SCHEDULE 18: ADMINISTRATIVE & SELLING EXPENSES	2010-2011	2009-2010
Rent, Rates & Taxes	2,819,101	3,408,858
Insurance Expenses	268,358	337,975
Postage & Communication Expenses	13,362	11,064
Freight & Forwarding Expenses	246,929	12,439,309
Motor Vehicle & Travelling Expenses	1,902,926	2,379,974
Auditors' Remuneration	100,000	100,000
Bank Commission & Charges	64,765,700	65,025,726
Telephone charges	404,652	543,685
Fees & Subscription	1,005,000	1,958,474
Donation	813,000	423,000
Listing Fees	11,581	12,699
Sales Promotion Expenses	151,000	2,963,534
Accounts & Finance Maintenance Charges	1,800,000	1,800,000
Advertisement Exp	2,807,909	1,384,399
Commission Charges	661,638	668,794
Testing Charges	25,314	207,072
Consultancy Charges	267,000	109,766
Registrar Fees	14,891	13,236
Printing & Stationery	640,397	453,105
Miscellaneous Expenditure	1,722,275	2,768,030
	80,125,033	97,898,760

SCHEDULE 19: INTEREST & FINANCE CHARGES	2010-2011	2009-2010
Interest	4,383,652	6,107,349
-Term Loan	16,232,763	9,120,065
-Others	20,615,415	15,227,484



# ADHUNIK INDUSTRIES LIMITED

(Formerly Known as Bhagwati Resources Ltd)

Schedule to the Balance Sheet and Profit and Loss Account

Schedule 20: Accounting Policies and Notes to Accounts

## 1) NATURE OF OPERATIONS

Adhunik Industries Ltd, having manufacturing facilities at Durgapur, West Bengal is primarily engaged in the manufacture & sale of steel products.

## 2) SIGNIFICANT ACCOUNTING POLICIES:

### (I) Basis of Accounting :

The financial statements have been prepared to comply in all material respects with the notified Accounting Standards by the Companies (Accounting Standards) Rules 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on an accrual basis under the historical cost convention. Except otherwise mentioned, the accounting policies applied by the Company are consistent with those used in the previous year.

### (II) Use of Estimates :

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that effect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and result of operation during the reported year. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

### (III) Revenue Recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- (a) Revenue from sale of goods and services rendered is recognised when significant risks and rewards of ownership of products and services have passed to the customers.
- (b) Claims made in respect thereof is accounted as income in the year of receipts or acceptance by the client or evidence of acceptance received by the client.
- (c) Dividend is recognized on cash basis.
- (d) Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

### (IV) Fixed Assets:

- (a) Fixed assets are stated at cost, less accumulated depreciation / amortization and impairment if any. Cost comprises the purchase price inclusive of duties (net of CENVAT & VAT), taxes, incidental expenses, erection/commissioning expenses, and interest etc. upto the date the asset is put to use.
- (b) Machinery spares which can be used only in connection with an item of fixed assets and whose use as per technical assessment is expected to be irregular, are capitalised and depreciated over the residual useful life of the respective assets.
- (c) Expenditure on New Projects and Substantial Expansion: Expenditure directly relating to construction activity is capitalised. Indirect expenditure incurred during construction period is capitalised as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction activity or is incidental thereto. Other Indirect expenditure (including borrowing costs) incurred during the construction period which is not related to the construction activity nor is incidental thereto is charged to the Profit & Loss Account. Income earned during construction period is deducted from the total of the indirect expenditure. All direct capital expenditure on expansion are capitalised. As regards indirect expenditure on expansion, only that portion is capitalised which represents the marginal increase in such expenditure involved as a result of capital expansion. Both direct and indirect expenditure are capitalised only if they increase the value of the asset beyond its original standard of performance.



(V) Depreciation :

- (a) The Classification of Plant and Machinery into continuous and non-continuous process is done as per technical certification and depreciation thereon is provided accordingly.
- (b) Depreciation on Fixed Assets is provided on Straight Line Method at the rates specified in Schedule XIV of the Companies Act, 1956 or estimated useful life whichever is higher.
- (c) Depreciation Includes the amount written off in respect of leasehold land over the respective lease period.
- (d) Depreciation on fixed assets added / disposed off during the year, is provided on pro-rata basis with reference to the month of addition / disposal.
- (e) Discarded Fixed Assets awaiting disposal are valued at estimated realisable value and disclosed separately.
- (f) Depreciation on Insurance Spares / standby equipments is provided over the useful lives of the respective mother assets.

(VI) Fixed Assets acquired under lease :

(a) Finance Lease

(i) Assets acquired under lease agreements which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payment after discounting them at an appropriate discount rate at the inception of the lease term and disclosed as leased assets. Lease Payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to expenses account.

(ii) Lease assets capitalised , if any, are depreciated over the shorter of the estimated useful life of the asset or the lease term.

(b) Operating Lease

Lease where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets, are classified as operating lease. Operating lease payments are recognized as expense in the profit and loss Account on a straight line basis over the lease term.

(VII) Investments :

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

(VIII) Inventories :

- (a) Raw Materials, Stores & Spares ,Packing Materials & Traded Goods are valued at lower of cost computed on FIFO basis and net realisable value.
- (b) Finished Goods are valued at lower of cost computed on weighted average basis and net realisable value. Cost of finished goods includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.
- (c) By-products are valued at net realisable value.
- (d) Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale.

(IX) Cash & Cash Equivalents :

Cash and cash equivalents in the Cash Flow comprise cash at bank and in hand (including cheques / drafts in hand), balance lying in banks in current account (including overdraft).



(X) Excise Duty :

Excise Duty on Finished Goods stock lying at the factories is accounted for at the point of manufacture of goods and is accordingly considered for valuation of finished goods stock lying in the factories as on the Balance Sheet date.

(XI) Employees Benefits :

- i. Provident Fund is a defined contribution scheme and the contributions are charged to the Profit & Loss Account of the year when these are due.
- ii. Gratuity liability is a defined benefit obligation and is provided for on the basis of actuarial valuation made at the end of Financial Year.
- iii. Actuarial gain/losses are immediately taken to the Profit & Loss Account and are not deferred.

(XII) Borrowing Costs:

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

(XIII) Provisions:

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions made in terms of Accounting Standard 29 are not discounted to its present value and are determined based on the best estimates required to settle the obligation at the Balance Sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(XIV) Taxation:

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is 'reasonable certainty' that sufficient future taxable income will be available against which such deferred tax assets can be realised.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

(XV) Segment Reporting:

The Company has identified Iron & Steel products as its sole operating segment and the same has been treated as primary segment.

(XVI) Contingencies:

Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty, are treated as contingent and disclosed by way of Notes to the Accounts.



(XVII) Earning per share:

Earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

(XVIII) Impairment of Assets:

- i. The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.
- ii. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

(XIX) Miscellaneous Expenditure

Preliminary expenses are amortized over a period of five years.

3) NOTES TO ACCOUNTS:

(1) Rupee Term loan from Banks are secured by way of:

- a. Equitable mortgage on all the present and future immovable properties including land & building both present & future of the Company at Angadpur Durgapur, West Bengal and Dhule, Maharashtra and first charge by way of hypothecation of the Company's movable properties, save and except book debts and equipment purchase on hire purchase basis but including movable machinery, spares, tools and accessories, both present and future subject to prior changes in favour of the Company's bankers on specified movable properties for borrowing of working capital requirement.
- b. Guarantee and certain collateral securities have been provided by the Promoters / Directors in their personal capacity.
- c. Term Loans aggregating to ₹.16,473,500/- (Previous Year ₹. 10,832,000) are repayable within one year.

(2) Cash Credit from banks are secured by:

- a. First charge by way of hypothecation of stock, book debts and other current assets of the company related to Andagpur, Durgapur.
- b. Second charge on other assets on which first charge has been created in favour of Term Loan Lenders for term loans provided by it of the company related to Andagpur, Durgapur.
- c. Guarantee and certain collateral securities have been provided by the Directors in their personal capacity.

(3) Finance against Equipments/Vehicle Loans is secured by hypothecation of the respective vehicles.

(4) The breakup of Deferred Tax Liability as on 31st March 2011 is as follows:

	31st March 2011	31st March 2010
i) Timing Difference on Depreciable Assets	12,878,252	499,320
ii) Other Timing Difference	(31,727)	(11,101)
	12,856,525	4,88,219



- (5) In the opinion of the management, current assets, loans and advances have the value at which these are stated in the balance sheet, if realized in the ordinary course of business, unless otherwise stated and adequate provisions for all known liabilities have been made and are not in excess of the amount reasonably required
- (6) The outstanding balances of Sundry debtors / creditors are subject to confirmation as letters of confirmation of balances from several parties have not been received and hence the balances are subject to adjustments, if any, on reconciliation / settlement of account
- (7) Based on the information/documents available with the company, there has been no amount due to micro, small and medium scale undertakings as per the requirement of section 22 of the Micro, Small & Medium Enterprises Development Act, 2006.
- (8) In the opinion of the management, leave is meant to be availed of and the employees has been advised to plan their leave in advance while in service and also immediately before superannuation. Accordingly, leave encashment liability for the year has been recognised and provided for only when such encashment was allowed
- (9) Revenue in respect of rejected/scrapped materials is recognized as and when these are sold or amount there against is ascertained.
- (10) Raw materials consumed are accounted after adjustment of normal shortage/surplus of raw materials and rejected raw materials.

(11) a) Directors' Remuneration:

	2010-2011	2009-2010
	₹.	₹.
Basic	1,500,000	1,500,000
House Rent Allowance	290,000	290,000
Bonus	250,000	250,000
Other	960,000	960,000
<b>TOTAL</b>	<b>3,000,000</b>	<b>3,000,000</b>

b) Computation of Profit for the purpose of Managerial Remuneration:

	2010-2011	2009-2010
	₹.	₹.
Profit before tax as per profit & loss account	187,302,721	211,983,794
Add:		
Depreciation ( as per Accounts)	21,690,564	20,894,540
Managing Directors' Remuneration	3,000,000	3,000,000
	211,993,285	235,878,334
Less:		
Depreciation (u/s 350 of the Companies Act, 1956)	21,690,564	20,894,540
Managing Directors' Remuneration	3,000,000	3,000,000
	24,690,564	23,894,540
Profit for the year	187,302,721	211,983,794
Net profit under section 349 of the Companies Act, 1956	187,302,721	211,983,794



(12) Earnings per Share (EPS)

In terms of Accounting Standard 20, the calculation of EPS is given below:-

	2010-11	2009-10
Net Profit after tax (Rs.)	126,851,036	135,254,256
Weighted average No of Equity Shares outstanding in calculation of Basic EPS	46,763,750	46,763,750
Basic Earnings per Share (in Rupees)	2.71	2.89
Weighted average No of Equity Shares outstanding in calculation of Diluted EPS	49,805,807	49,551,981
Diluted Earnings per Share (in Rupees)	2.55	2.73
Nominal Value of Share	10	10

(13) Related Party

Related party disclosure is identified by the management in accordance with the Accounting Standard 18 issued by the Institute of Chartered Accountants of India:

(a) Name of the related parties :

Key Management Personnel

Mr. Mahesh Kumar Agarwal  
Mr. Nirmal Kumar Agarwal  
Mr. Mohan Lal Agarwal  
Mr. Jugal Kishore Agarwal  
Mr. Manoj Kumar Agarwal  
Mr. Manish Kumar  
Mr. Manoj Sharma

Relatives of Key Management personnel

Mr. Ghanshyam Das Agarwal(Brother of Director)  
Mrs. Pramila Agarwal (Wife of Mr. Jugal kishore Agarwal)  
Mrs. Sonika Agarwal (Wife of Mr. Manoj kumar Agarwal)  
Mr. Nirmal Agarwal (Husband of Mrs. Anita Agarwal)  
Mr. Naveen Agarwal (Son of Mr. Jugal Kishore Agarwal )  
Mr. Sachin Agarwal (Son of Mr. Jugal Kishore Agarwal )

Enterprises over which Key Management

Adhunik Corporation Ltd.

Personnel / Relatives have significant influence

Neepaz V Forge (India) Ltd

Orissa Manganese and Minerals Ltd

Adhunik Steels Ltd.

Adhunik Power & Natural Resource Ltd

Adhunik Cement (Assam) Ltd.

Adhunik Power Transmission Ltd.

Adhunik Alloys & Power Ltd.

Adhunik Metaliks Ltd.

Adhunik Cement Ltd.

Adhunik Infotech Ltd.

Sungrowth Shares & Stock Ltd.

Swarnarekha Steel Industries Ltd

Mahananda Suppliers Ltd.

Zion Steel Limited

Adhunik Meghalaya Steels Private Limited

Futuristic Steels Limited



(16) Particulars of Raw Materials Consumed :

Particulars	Unit	Current Year	Previous Year
		Qty.	Qty.
Billet	MT	91857.13	89,646.88
Ingot	MT	769.02	17,709.52
Furnace Oil	LTR	2,170,721.34	5,291,494.68
Coal	MT	4,992.07	1,392.94

- (17) Previous year's figures (including those which are in brackets) have been regrouped / rearranged wherever necessary.

Signatories to Schedules 1 to 20.

As per our report of even date

As Approved  
For and on behalf of the Board

R L MUNDHRA & CO.  
Firm Regn no: 307051E  
Chartered Accountants

  
(R.L. MUNDHRA)  
Partner  
Mem No. 016658  
Place : Kolkata

Date : 3rd Day of September 2011

*Mahanjeet Singh*  
Director  
*Mahanjeet Singh*  
Director

*Bhanu Agarwal*  
Company Secretary

## ADHUNIK INDUSTRIES LIMITED

(Formerly Known as Bhagwati Resources Limited)

Additional Information pursuant to Part IV of the Schedule VI to the Companies Act, 1956:

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

### i) Registration Details

Registration No.	L65921WB1979PLC03220	State code	21
Balance Sheet Date	31.3.2011		

### ii) Capital raised during the year (Amount in Rs. Thousands)

Public Issue	Nil	Right Issue	Nil
Bonus Issue	Nil	Private Placement	Nil

### iii) Position of Mobilization and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities	2,519,878	Assets	2,519,878
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#### Sources of Funds:

Paid up Share Capital	467,638	Reserve & Surplus	289,788
Share Application Money	52,700	Unsecured Loans	269,684
Secured Loans	760,904	Deferred Tax Liability	80,272

#### Application of Funds:

Net Fixed Assets	688,456	Investments	400
Net Current Assets	1,232,129	Accumulated Losses	Nil
Misc. Expenditure			

### iv) Performance of Company (Amount in Rs. Thousands)

Income	3,503,164	Total Expenditure	3,315,862
Profit Before Tax	187,302	Profit after Tax	126,851
Basic EPS	2.71	Dividend rate	10%
Diluted EPS	2.55		

### v) Generic Name of Principal Products, Services of the Company:

Item Code No.	0117
Product Description	Iron & Steel

As Approved  
For & on behalf of the Board

Place: Kolkata

Date: 3rd Day of September 2011

*Jitendra Agarwal*  
Director

*Mahan Deawal*  
Director

*Bharat Agarwal*,  
Company Secretary