

 **23<sup>rd</sup>**   
**Annual Report**  
**2012-13**



**BRAHMANAND HIMGHAR LIMITED**

<b>BOARD OF DIRECTORS</b>	Mr. Rajendra Kumar Agrawal	Managing Director
	Mr. Bimal Kumar Agarwal	Director (Chairman)
	Mr. Inder Raj Agrawal	Independent Director
	Mr. Ashok Kumar Lodha	Director
	Mr. Tejinder Singh	Independent Director
	Mr. Harshvardhan Kedia	Independent Director

**COMPANY SECRETARY** Mr. Kailash Chandra Panda

**AUDITORS** K. M. Tapuriah & Co.  
4, Synagogue Street  
Kolkata - 700 001

**BANKERS** STATE BANK OF INDIA  
Garbeta Branch  
PO - Amlagora  
Dist. - Paschim Medinipore  
West Bengal - 721157.

AXIS BANK LTD.  
Voltas House, Main Road  
Bistupur, Jamshedpur - 831 001

**REGISTERED OFFICE** Vill - Jharia, P.O. - Amlasuli,  
P.S. - Goaltore  
Dist - Paschim Medinipore,  
West Bengal - 721157

**UNIT : I** Vill - Jharia, P.O. - Amlasuli  
P.S. - Goaltore,  
Dist. - Paschim Medinipore  
West Bengal - 721 157

**UNIT : II** Mouza Tamolia, P.S. Chandil  
Dist - Seraikella-Kharsawan  
Jharkhand

**REGISTRAR & SHARE TRANSFER AGENT** M/s S. K. Infosolutions Pvt Ltd  
34/1A, Sudhir Chatterjee Street  
Kolkata - 700 006

## CONTENTS

	Page
Notice	2
Director's Report	3 - 12
Auditor's Report	13 - 15
Accounts	16 - 30
Attendance Slip	31
Proxy Form	31



## NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the Company will be held on Thursday the 26th day of September, 2013 at the Registered office of the Company at Vill - Jharia, P.O. - Amlasuli, P.S. - Goaltore, Dist - Paschim Medinipore, West Bengal - 721157 at 2.30 P.M. to transact the following business :-

### ORDINARY BUSINESS :

1. To receive, consider, approve and adopt the Audited Balance Sheet as on 31st March, 2013, Statement of the Profit and Loss for the year ended on that date and the reports of the Auditors and Directors thereon.
2. To appoint a Director in Place of Mr. Tejinder Singh and Mr. Harshvardhan Kedia, who retires by rotation and being eligible offers themselves for their re-appointment.
3. To appoint Statutory Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and fix their remuneration.

By Order of the Board

Place : Medinipore  
Date : 28th May, 2013

(Bimal Kumar Agarwal)  
Director

### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Books of the company will remain closed from 19<sup>th</sup> September, 2013 to 26<sup>th</sup> September, 2013 (both days inclusive) in terms of provisions of section 154 of the Companies Act, 1956.
3. A member desirous of getting any information on the accounts or operations of the company is required to forward his/her queries to the company at least seven days prior to the meeting so that the required information can be made available at the meeting.
4. Members/Proxies are requested to bring their copies of Annual Report to the meeting, as spare copies are not available with the company and also to bring the attendance slip duly filled in for attending the meeting.
5. Trading in the equity shares of the company is compulsorily in dematerialized form for all investors. The ISIN (International Securities Identification Number) allotted to the company's equity share is **INE 318G01015**.
6. The members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easy identification of attendance at the meeting.
7. **Members are requested to send all communications relating to shares to the Company's Share Transfer Agent (Physical & Electronics) to M/S S. K. Infosolutions Pvt Ltd, 34/1A, Sudhir Chatterjee Street, Kolkata - 700 006.**
8. The names and address of the Stock Exchanges where at the Company's Equity Shares are listed, are given below :-

**The Calcutta Stock Exchange Limited**  
7, Lyons Range, Kolkata - 700 001

**Inter-connected Stock Exchange Of India Limited**  
International Infotech Park  
Tower - 7, 5<sup>th</sup> Floor, Vashi  
Navi Mumbai - 400 703

**NOTE : In addition to the listing in the aforementioned stock exchanges the Companies shares getting traded in Bombay Stock Exchange under category of Securities being traded under permitted categories (INDONEXT).**

## DIRECTORS REPORT

To

**The Members  
Brahmanand Himghar Limited**

Your Directors have pleasure in presenting their Twenty third Annual Report and Audited Accounts of your Company for the year ended 31<sup>st</sup> March, 2013.

1. FINANCIAL RESULTS	<b>31.03.2013</b>	<b>31.03.2012</b>
Profit for the year ended	30,76,142.79	29,94,357.53
<b>Less : Provision for Taxation</b>		
Current Tax	12,90,322.00	9,87,294.00
Tax for earlier year	(2,21,150.00)	8,997.00
Deferred Tax (Assets)	(38,165.71)	(50,095.28)
	<b>20,45,136.50</b>	<b>20,48,161.81</b>
<b>Add : Profit B/F from previous year</b>	<b>2,64,49,889.31</b>	<b>2,44,01,727.50</b>
<b>Balance C/F to Balance Sheet</b>	<b>2,84,95,025.81</b>	<b>2,64,49,889.31</b>

### 2. DIVIDEND

Your Director's regret for not recommending Dividend on Equity Shares.

### 3. CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION, FOREIGN EXCHANGE EARNING & OUTGO:

Details of energy conservation is not applicable to the Company, no technology has been absorbed or imported by the Company and Foreign Exchange Earning & Outgo is **NIL**.

### 4. RESEARCH & DEVELOPMENT

The Company has not incurred any sum in respect of Research & Development for any of its activity.

### 5. PUBLIC DEPOSIT

During the Year the Company has not accepted any Deposit from the Public, within the meaning of Section 58A of the Companies Act, 1956.

### 6. INFORMATION U/S 217(2A) OF THE COMPANIES ACT, 1956

There were no Employees employed during the year who were in receipt of Remuneration of Rs.60,00,000/- (Rupees Sixty Lacs Only) p.a. (if employed throughout the year) or Rs.5,00,000/- (Rupees Five Lacs Only) p.m. (if employed for the part of the year).

### 7. DIRECTORS

To appoint Directors in Place of Mr. Tejinder Singh and Mr. Harshvardhan Kedia, who retires by rotation and being eligible offers themselves for their re-appointment.

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BRAHMANAND HIMGHAR LIMITED

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**8. AUDITORS**

M/S K. M. Tapuria & Co., Chartered Accountants, Statutory Auditors of the Company retires at the conclusion of the ensuing Annual General Meeting and being eligible offers themselves for their reappointment.

**9. DIRECTORS RESPONSIBILITY STATEMENT**

- (a) In the preparation of Annual Accounts, the applicable Accounting Standard have been followed.
- (b) The Directors have 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 state of affairs of the Company at the end of financial year and the profit and loss account for that period.
- (c) The Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding assets of the Company and for preventing and detecting frauds and other irregularities.
- (d) The Directors have prepared the Annual Accounts on Going Concern Basis.

**10. APPRECIATION**

For and on behalf of the Board, the Directors wish to place on record their sincere appreciation for the positive co-operation received from Banks, Customers, Suppliers and all the staffs of the Company during the year.

For and on behalf of the Board

Place : Medinipore  
Date : 28<sup>th</sup> May, 2013

**Bimal Kumar Agarwal**  
Chairman

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## **Annexure to the Directors Report**

### **CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

#### **1. Company's Philosophy on Corporate Governance**

Your Company has implemented and continuously strikes to improve the Corporate Governance practice which attempt to meet stakeholders expectations and Company's societal commitments through high standards of ethics, sound business decisions, prudent financial management practices, Professionalism in decision making and conducting the business and finally with strict compliance with regulatory guidelines on governance. Corporate Governance is the system by which Companies are directed and controlled by the Management in the best interest of the stakeholders and others ensuring greater transparency and better and timely financial reporting.

#### **Fundamental Principles of Corporate Governance**

A strong system of Corporate Governance is usually marked by the following fundamental principles :

- Ethical and disciplined corporate behaviour;
- Non-executive and Independent directors;
- Special purpose committees of the Board;
- Internal control & Risk Management System
- Internal & External Audit
- Disclosures in respect of Corporate governance and Compliance
- CEO/CFO Certification

Success of a Good Corporate Governance culture depends upon the perpetual existence and effective and, most important, ethical interplay of these planks not only by themselves, but also with other variables in the social and economic environment (i.e., the stakeholders) of the Company.

#### **The Corporate Governance in Brahmanand Himghar Limited Leads to a Series of exercises in the following areas :**

1. Code of Conduct and Ethics for Directors and Senior Management.
2. Improving quality and frequency of information Flow to the Board and to the Audit Committee to enable them to discharge their functions effectively.
3. A sound system of Risk Management and Internal Control.
4. Transparency and accountability.
5. Compliance with all rules and regulations.
6. Company's Policy on prevention of Insider Trading.
7. Develop Processes for various disclosure and reporting requirements.
8. **Board of Directors**

##### **a. Composition of Board**

As of March 31, 2013, the Board of Directors of the Company consists of Six Directors out of which Five i.e. 83% are Non-Executive Directors as against minimum requirement of fifty percent



as per the Listing Agreement. The Non-Executive Directors are eminent Professionals, drawn from amongst persons with experience in business & industry, finance & law. The Company has a Non-Executive Chairman. The composition of Board of Directors and their directorships in other public limited Companies is as follows :-

Name of Directors	Category	No of Other Directorships	No of other Board Committees of which he is a Member	No of other Board Committees of which he is a Chairperson
Sri Rajendra Kr Agrawal	Promoter-Managing Director	5	NIL	NIL
Sri Bimal Kr Agarwal	Promoter-Non Executive	5	1	1
Sri Ashok Kumar Lodha	Non Executive	1	NIL	NIL
Sri Inder Raj Agrawal	Independent-Non Executive	0	3	1
Sri Tejinder Singh	Independent-Non Executive	0	2	NIL
Sri Harshvardhan Kedia	Independent-Non Executive	0	3	1

None of the Non-Executive Directors of the Company has any pecuniary relationships or transactions with the Company.

**b. Board Meetings**

**The Company's Corporate Governance Policy requires the Board to meet at least Four times in a year and within a maximum time gap of Four months between two Board Meeting. As against this during the Financial year ended 31.03.2013, 8 meetings of Board of Directors were held and**

The attendance of the Directors in these meetings were as follows :-

Name of the Director	Board Meetings Held	Board meetings Attended	Annual General Meeting If Attended
Sri Rajendra Kr Agrawal	8	8	Yes
Sri Bimal Kr Agarwal	8	8	Yes
Sri Inder Raj Agrawal	8	8	Yes
Sri Tejinder Singh	8	8	Yes
Sri Harshvardhan Kedia	8	8	Yes
Sri Ashok Kumar Lodha	8	8	Yes

**9. Audit Committee**

- a. The Audit Committee of Directors was constituted on 20<sup>th</sup> day of February, 2004, in terms of the provisions of Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.
- b. The present composition of the Audit Committee after its reconstitution is as follows :
  - **Sri Harshvardhan Kedia** - Chairman of Audit Committee
  - **Sri Tejinder Singh**
  - **Sri Inder Raj Agrawal**

All members of the Audit Committee are Non-Executive and Independent Directors.

The Audit Committee provides an overview on the reporting process of the Company's financial and accounting mechanism and ensures that disclosures in its financial statements are correct, sufficient and credible.

The Committee also reviews the efficacy of the internal control mechanism and monitors the risk management policies adopted by the company. The committee also reviews the report furnished by the statutory auditors and ensures that suitable follow up actions were taken. The Committee also

examines accounting, taxation and disclosure aspects of all significant transactions.

- Four Audit committee meeting was held during the year on 22/05/2012, 29/07/2012, 27/10/2012 and on 19/01/2013.

#### Audit Committee Meetings

Name of the Audit Committee Members	Meetings Held	Meetings Attended
Sri Harshvardhan Kedia	4	4
Sri Tejinder Singh	4	4
Sri Inder Raj Agrawal	4	4

#### DUTIES AND RESPONSIBILITIES

- Serve as an independent and objective party to monitor the Company's Financial reporting process and internal control systems.
- Review and appraise the audit efforts of Company's Statutory Auditors and Internal Audit Department.
- Provide an open avenue of communication among the statutory auditors, financial and senior management, internal audit department and the Board of Directors.

#### POWERS

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### ACTIVITIES

##### (I) Documents/Reports Review

- The Committee at the meetings reviews the Quarterly/annual financial statements
- It also reviews the regular internal reports to the management prepared by the Internal Auditors including significant findings and follow up and management's response.
- Discuss with the Statutory Auditors before the commencement of Audit, nature and scope of Audit and also post audit discussion to ascertain areas of concern.
- Review the disclosure of Company's financial information to ensure that the financial statements are correct, sufficient and credible.
- Reviews with management the annual financial statements before submission to the Board focusing primarily on :
  - Any changes in accounting policies and practices;
  - Major accounting entries;
  - Significant adjustments arising out of audit;
  - Compliance with accounting standards;





- e) Compliance with Stock Exchanges and legal requirements concerning financial statements;
- f) Any related party transactions.
- Review the Company's Financial and risk management policies.
- Review the adequacy of Accounting records maintained in accordance with the provisions of the Companies Act, 1956.

## II. STATUTORY AUDITORS

- a) Recommends to the Board of Directors the selection of the Statutory Auditors and approves the fees paid to them. The Committee also discusses annually with the auditors all significant relationships the auditor have with the company to determine their independence.
- b) Reviews the performance of the statutory auditors.
- c) Periodically holds consultation with the statutory auditors about the internal controls and the accuracy of the Organizations financial statements.

## III. FINANCIAL REPORTING PROCESS

- i) Reviews the integrity of the Organization's financial reporting processes, both external and internal.
- ii) Considers and approves major changes to the Company's auditing and accounting principles and practices as suggested by the Management or Internal Auditors.

## 10. Shareholders/Investors Grievances Committee

Name of the Committee Members	Nature of Directorship	Membership
Sri Bimal Kumar Agarwal	Non Executive	Chairman
Sri Harshvardhan Kedia	Non Exec-Independent	Member
Sri Inder Raj Agrawal	Non Exec-Independent	Member

Sri Kailash Chandra Panda, Company Secretary of the Company is designated as the Compliance Officer.

The Committee oversees the performance of M/S S. K. Infosolutions Pvt Ltd, the Registrars and Share Transfer Agents of the Company and recommends measures to improve the level of Investor related services. Though the powers to approve share transfer/share transmission are delegated to the Registrars and Share Transfer Agents, all the share transfer/share transmission cases approved by the Registrars are reported to the Committee. The committee also keeps a close watch on disposal status of all complaints/grievances of shareholders. During the year under review no investor complaint was received from the shareholders.

## 11. Remuneration Committee

The Board of Directors of the company at their meeting held on 20<sup>th</sup> day of February, 2004 constituted a Remuneration Committee of Directors mainly for the purposes of recommending the Company's policy on remuneration package for the Managing/Executive Directors, reviewing the structure, design and implementation of remuneration policy in respect of key management personnel. 3 Remuneration committee meetings were held during the year. The Committee was reconstituted and at present the composition of the Remuneration Committee is as follows :-

Name of the Committee Members	Nature of Directorship	Membership
Sri Inder Raj Agrawal	Non Exec- Independent	Chairman
Sri Tejinder Singh	Non Exec- Independent	Member
Sri Harshvardhan Kedia	Non Exec-Independent	Member

The Secretary of the company will act as the Secretary of the committee as well.

#### Remuneration paid to Directors – Executive Directors

Sri Rajendra Kumar Agrawal – Rs.192000 @ Rs. 16000/- per month.

#### 12. General Body meetings

Nature of the General Meetings	Date	Venue	If Sp. Res Passed
Annual General Meeting	30/09/2010	Vill- Jharia, P.O. Amlasuli, P.S. Goaltore, Paschim Medinipore, W. B. - 721157	No
Annual General Meeting	29/09/2011	DO	No
Annual General Meeting	26/09/2012	DO	No

#### 13. CODE OF CONDUCT

The Code of conduct which has been formulated and implemented for all Board Members and senior Management of the Company is in compliance with clause 49 of the Listing Agreement. All Board members and senior management personnel has affirmed compliance of the “Code of Conduct for members of the Board and Senior Management” for the period in terms of Clause 49(I)(D)(ii) of the Listing agreement with the Stock exchanges.

A declaration signed by the Managing Director is given below :

I hereby confirm that :

The Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the code of business conduct and ethics for directors and senior management in respect of the Financial Year 2012-13.

RAJENDRA KUMAR AGRAWAL  
Managing Director

#### 14. MEANS OF COMMUNICATION

- As per the Listing Agreement, generally the Company publishes the Quarterly results in two widely circulated newspaper from Kolkata : The Echo of India – English, Arthik Lipi – Bengali.
- Presentations were also made to the analysts, institutional investors, fund managers etc. from time to time.
- Management’s Discussions and analysis forms part of this annual report which is posted to the shareholders of the Company.

#### 15. Disclosures

There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with company’s interest at large.

No penalties or strictures have been imposed on the company by Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets during the last three years.



## 16. General Shareholder Information

### Annual General Meeting

Date & time : 26<sup>th</sup> Day of September, 2013 at 2.30 p.m.

Venue : Vill - Jharia, P.O. - Amlasuli, P.S. - Goaltore,  
Dist - Paschim Medinipore, West Bengal - 721157

Financial Calendar for F.Y.2012-13	a. 1 <sup>st</sup> Quarter Results	on or before 14.08.2013
	b. 2 <sup>nd</sup> Quarterly & Half Yearly Results	on or before 14.11.2013
	c. 3 <sup>rd</sup> Quarterly Results	on or before 14.02.2014
	d. 4 <sup>th</sup> Qrly & Yearly audited Results	on or before 30.05.2014

### The Registrar and Share Transfer Agent of the Company

**M/S S. K. Infosolutions Pvt Ltd**

34/1A, Sudhir Chatterjee Street

**Kolkata - 700 006**

Tel. No. - (033) 2219-4815

### Address for Correspondence

- For Matters related to shares

**Dilip Bhattacharya**

**M/S S. K. Infosolutions Pvt Ltd**

34/1A, Sudhir Chatterjee Street

**Kolkata - 700 006**

Tel. No - (033) 2219-4815

For queries and assistance on issues other than shares (including those related to financial statements)

**Sri Kailash Chandra Panda**

Company Secretary

**Vill - Jharia, P.O. - Amlasuli, P.S. - Goaltore,**

**Dist - Paschim Medinipore, West Bengal - 721157**

### LISTING OF COMPANY & STOCK CODE

The Calcutta Stock Exchange Limited,  
7, Lyons Range, Kolkata - 700001

Inter-Connected Stock Exchange of India Limited  
International Infotech Park, Tower-7. 5<sup>th</sup> Floor, Vashi  
Navi Mumbai - 400703

ISIN of the Company is INE318G01015.

### PLANT LOCATION

**UNIT I :** VILL-JHARIA, P.O.-AMLASULI, P.S.-GOALTORE, DIST-MIDNAPORE (WEST BENGAL),  
PIN - 721157.

**UNIT II :** VILL-TAMOLIA, P.S.-CHANDIL, NEAR PARDIH CHECK POST, DIST-SERAIKELA -  
KHARSAWAN, JAMSHEDPUR, JHARKHAND.

**MARKET PRICE DATA**

High, Low (based on closing prices) and volume of shares with number of trades traded during each month in the financial year 2012-13.

**CALCUTTA STOCK EXCHANGE**

Month	High (Rs.)	Low (Rs.)	Volume of Shares Traded	No of Trades
APRIL,12	0	0	0	0
MAY,12	0	0	0	0
JUNE,12	0	0	0	0
JULY,12	0	0	0	0
AUGUST,12	0	0	0	0
SEPTEMBER,12	0	0	0	0
OCTOBER,12	0	0	0	0
NOVEMBER,12	0	0	0	0
DECEMBER,12	0	0	0	0
JANUARY,13	0	0	0	0
FEBRUARY,13	0	0	0	0
MARCH,13	0	0	0	0
TOTAL	0	0	0	0

High, Low (based on closing prices) and volume of shares with number of trades traded during each month in the financial year 2012-13.

**BOMBAY STOCK EXCHANGE**

Month	High (Rs.)	Low (Rs.)	Volume of Shares Traded	No of Trades
APRIL,12	5.39	3.94	4685	51
MAY,12	4.33	2.99	4372	50
JUNE,12	5.51	3.82	9605	57
JULY,12	9.08	5.78	220752	281
AUGUST,12	8.28	7.00	29131	80
SEPTEMBER,12	8.44	6.47	31612	67
OCTOBER,12	8.00	6.32	23860	78
NOVEMBER,12	6.76	5.00	5255	34
DECEMBER,12	6.58	4.86	14319	83
JANUARY,13	5.90	4.38	13550	69
FEBRUARY,13	5.34	4.17	80993	94
MARCH,13	5.74	3.95	23234	40
TOTAL			<b>461368</b>	<b>984</b>



The Shareholding Distribution of Equity Shares is as follows :

**SHAREHOLDING PATTERN**

The shareholding pattern of the Company as on March, 31, 2013 :

Category	No of Shares Held	% of Share Holding
<b>A. PROMOTERS HOLDING</b>		
1. INDIAN		
Individuals/HUF	3412204	24.37
Bodies Corporate	2296612	16.40
2. FOREIGN	-	-
<b>Total Shareholding of Promoter &amp; Promoter Group</b>	<b>5708816</b>	<b>40.77</b>
<b>B. PUBLIC SHAREHOLDING</b>		
1. Institutions & Mutual Fund	-	-
2. Non Institutional Investors		
a) Bodies Corporate	850056	6.07
b) Individuals		
Holding Nominal Share Capital up to Rs.1 Lac	1344954	9.61
Holding Nominal Share Capital in excess of Rs.1 Lac	6075365	43.39
<b>C. Any Other</b>		
Non Resident Indians	22509	0.16
Foreign Corporate Bodies	-	-
<b>SUB TOTAL</b>	<b>8292884</b>	<b>59.23</b>
<b>D. Shares held by custodians &amp; against which depository receipts have been issued</b>	<b>-</b>	<b>-</b>
<b>GRAND TOTAL</b>	<b>14001700</b>	<b>100.00</b>

Details of Directors Seeking Appointment or Reappointment at the Ensuing Annual General Meeting:

<u>Name</u>	<u>Date of Appointment</u>	<u>Qualification</u>
Sri Harshvardhan Kedia	03.03.2012	B.E, MBA
Sri Tejinder Singh	03.03.2012	B. Com

Sri Kailash Chandra Panda, Associate Member of the Institute of Company Secretaries of India, was appointed as the Company Secretary of the Company with effect from 1st day of August, 2005.

The above report was placed before and approved by the Board at its meeting held on 28.05.2013.

For and on behalf of the Board of Directors

Vill - Jharia, P.O. - Amlasuli, P.S. - Goaltore,  
Dist - Midnapore (West Bengal), Pin - 721157

Sd/-  
**Bimal Kumar Agarwal**  
Chairman

Dated the 28<sup>th</sup> May, 2013

## INDEPENDENT AUDITORS' REPORT

TO  
THE MEMBERS OF  
**BRAHMANAND HIMGHAR LIMITED**

### Report on the Financial Statement

We have audited the accompanying financial statements of **Brahmanand Himghar Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act 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, 2013;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal & Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) 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
  - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
  - e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **K. M. Tapuria & Co.**  
Chartered Accountants  
FRN: 309146E

**S. K. Ladia**  
(Partner)

Place: Kolkata  
Date : 28.05.2013

M. No. : 053789

## **ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

*(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)*

We report the following:-

- i) The Company is maintaining proper records showing full particulars including quantitative details and situation of its fixed assets.

The fixed assets of the company have been physically verified as at the year end. In our opinion, the frequency of physical verification exercises undertaken by management is reasonable. With regard to fixed assets capitalized during the year, no discrepancies were noticed pursuant to the aforementioned verification exercise undertaken.

No substantial part of fixed assets has been disposed off during the year by the company.

- ii) Physical verification of inventory has been conducted as at the year end. In our opinion, the frequency of such physical verification is reasonable.

In our opinion, the procedures of physical verification of inventory followed by management are reasonable and adequate in relation to the size of the company and the nature of its business.

Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.

- iii) a) The company has not granted any loans, secured or unsecured to companies, firms, or other parties covered in the register maintained u/s 301 of the act. As the company has not granted any loans, secured or unsecured, to parties listed in the Register maintained under Section 301 of the Companies Act 1956, paragraphs (iii)(b),(c) and (d) of the Order are not applicable.
- b) The Company has not taken any loan secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of

the Companies Act, 1956. As the company has not taken any loans, secured or unsecured listed in the register maintained under section 301 of the Companies Act 1956, paragraphs (v) (g) and (f) are not applicable.

- iv) In our Opinion and according to the information and explanations given to us, the internal control procedures commensurate with the size of the Company and the nature of its business for purchase of inventory, fixed assets and for sale of goods and services. During the course of our audit we have not observed any continuing failure to correct major weakness in internal controls.

- v) (a) In our opinion and according to the information and explanation given to us, there are no contracts or arrangements that need to be entered into Register maintained under Section 301 of the Companies Act, 1956.

- (b) In our opinion and according to the information and explanation given to us, as there are no contracts or arrangements that need to be entered into Register maintained under Section 301 of the Companies Act, 1956, the paragraph (v) (b) of the Order is not applicable.

- vi) The Company has not accepted any deposits from the public and consequently, the directives issued by the Reserve Bank of India, the provisions of Sections 58A and 58AA of the Companies Act, 1956, and the rules framed there under, are not applicable.

- vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of the Company's business.

- viii) We have broadly reviewed the books of accounts maintained by the company pursuant to rules made by the Central Government for the maintenance of cost

records u/s 209(1)(B) of the Companies Act, 1956, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.

- ix) According to the records of the Company, the company has been regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, sales, tax, customs duty, excise duty, cess and other statutory dues applicable to it.

According to the information and explanations provided to us by the management, there are no disputed dues of sales tax, income tax, custom tax, excise duty, service tax and cess that have not been deposited with appropriate authorities.

There were no dues on account of Cess under Section 441A of the Companies Act 1956, since the date from which the aforesaid Section has come into force has not yet been notified by the Central Government.

- x) The company has no accumulated losses at the end of the financial year and the company has also not incurred cash losses in such financial year and in the year immediately preceding financial year.
- xi) Based on our audit procedures and as per information and explanations given by the management, we are of the opinion that the company is regular in repayment of dues to financial institutions and banks except a slight delay in repayment of instalments.
- xii) According to the information and explanation given 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) The company is not a chit fund, nidhi, mutual benefit fund or a society.

- xiv) According to the information and explanation given to us, the company is not dealing or trading in shares, securities, debentures and other investments.

- xv) According to the information and explanation given to us, the company has not given any guarantees for loans taken by others from banks or financial institutions.

- xvi) The Term Loan taken from State Bank of India and AXIS Bank Ltd has been duly applied for the purpose for which the loan was taken.

- xvii) No funds raised on short term basis have been used for long term investments.

- xviii) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained u/s 301 of the companies act, 1956.

- xix) Since Company has not issued any Debenture the question of creation of securities does not arise.

- xx) The company has not raised any money by public issues during the year.

- xxi) According to the information and explanation given to us by the management, no fraud on or by the company has been noticed or, reported during the year.

- xxii) Points which are not applicable to the company have not been covered in the audit report.

For K. M. Tapuriah & Co.  
**Chartered Accountants**  
 FRN: 309146E

Place: Kolkata  
 Date: 28-05-2013

S. K. Ladia  
**(Partner)**  
 M. No. : 053789



**Balance Sheet As at 31st March 2013**

	Note	Current Year Amount (₹)	Previous Year Amount (₹)
<b>I. EQUITY &amp; LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	3	70,008,500.00	70,008,500.00
(b) Reserves and Surplus	4	40,093,410.81	38,048,274.31
<b>(2) Non-Current Liabilities</b>			
(a) Long term borrowings	5	1,600,000.00	5,700,000.00
<b>(3) Current Liabilities</b>			
(a) Short Term Borrowings	6	31,857,623.26	13,519,941.22
(b) Other Current Liabilities	7	8,000,123.92	16,351,989.00
(c) Short Term Provisions	8	1,138,772.00	840,007.00
<b>TOTAL</b>		<b><u>152,698,429.99</u></b>	<b><u>144,468,711.53</u></b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	9	22,023,120.02	24,308,331.80
(b) Non Current Investments	10	43,882,000.00	45,701,134.00
(c) Deferred Tax Assets	11	232,857.60	194,691.89
(d) Long Term Loans, Advances & Deposits	12	68,992,018.72	66,964,587.00
<b>(2) Current assets</b>			
(a) Trade Receivables	13	1,358,500.00	1,365,161.00
(b) Cash and Cash Equivalents	14	16,032,732.46	5,620,879.34
(c) Other Current Assets	15	177,201.19	313,926.50
<b>TOTAL</b>		<b><u>152,698,429.99</u></b>	<b><u>144,468,711.53</u></b>
Summary of significant accounting policies	2.1		

See accompanying Notes to the Financial Statements

As per our report of even date

for and on behalf of Board of Directors

**FOR K M TAPURIAH & CO.**  
(Chartered Accountants)

FRN : 314043E

**Rajendra Kumar Agrawal**  
Managing Director

**Bimal Kumar Agarwal**  
Director

**(S.K. Ladia)**  
Partner  
M. No. : 053789

**Kailash Chandra Panda**  
Company Secretary

Place : Kolkata  
Dated : The 28th day of May 2013

## Statement of Profit & Loss for the year ended 31st March 2013

	Schedule	Current Year Amount (₹)	Previous Year Amount (₹)
<b>I Revenue</b>			
Revenue from Operations	16	20,544,336.00	23,366,475.00
Other Income	17	1,590,729.91	2,659,606.00
		<u>22,135,065.91</u>	<u>26,026,081.00</u>
<b>II Expenses</b>			
Purchases of Traded Goods		-	4,985,440.00
Employee Benefits Expenses	18	2,322,800.00	2,093,381.00
Finance Costs	19	3,678,898.79	4,266,460.29
Depreciation & Amortisation Expenses	20	2,477,138.28	2,811,515.00
Other Expenses	21	10,580,086.05	8,874,927.18
		<u>19,058,923.12</u>	<u>23,031,723.47</u>
III Profit before exceptional & extraordinary items and tax (I - II)		3,076,142.79	2,994,357.53
IV Exceptional Items		-	-
V Profit before extraordinary items and tax (III - IV)		3,076,142.79	2,994,357.53
VI Extraordinary Items		-	-
VII Profit before Tax (V - VI)		3,076,142.79	2,994,357.53
VIII Tax expense:			
Current tax		1,290,322.00	987,294.00
Tax for earlier year		(221,150.00)	8,997.00
Deferred Tax		(38,165.71)	(50,095.28)
IX Profit/(Loss) for the period from the continuing operations (III - IV)		<b>2,045,136.50</b>	<b>2,048,161.81</b>
X Earning per equity share:			
Basic		0.15	0.15

Summary of significant accounting policies 2.1

**See accompanying Notes to the Financial Statements**

*As per our report of even date*

for and on behalf of Board of Directors

**FOR K M TAPURIAH & CO.**  
(Chartered Accountants)  
FRN : 314043E

**Rajendra Kumar Agrawal**  
Managing Director

**Bimal Kumar Agarwal**  
Director

**(S.K. Ladia)**  
Partner  
M. No. : 053789

**Kailash Chandra Panda**  
Company Secretary

Place : Kolkata  
Dated : The 28th day of May 2013

**Cash Flow Statement for the year ended 31st March 2013**

	Current Year Amount (₹)	Previous Year Amount (₹)
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Tax & Extraordinary Items	3,076,142.79	2,994,357.53
Add: Adjusted for non-cash item		
Depreciation	2,285,211.78	2,619,588.32
Loss/(Profit) on Sale of Fixed Assets	-	-
Preliminary Expenses W/off	191,926.50	191,926.68
Prov For int on Adv Tax	52,532.00	38,650.00
Tax Refund relating to earlier A.Y.	221,150.00	-
<b>Operating cash Flow before working capital changes</b>	<b>5,826,963.07</b>	<b>5,844,522.53</b>
<b>Adjustment for :</b>		
(Increase)/ Decrease in Sundry Debtors	6,661.00	-
(Increase)/ Decrease in Stock-in-hand	-	-
(Increase)/Decrease in Loans, Advance & Deposits	(2,096,568.91)	3,238,789.81
Increase/(Decrease) in Current Liabilities	(467,415.31)	(5,982,747.00)
<b>Operating cash flow after working capital changes</b>	<b>3,269,639.85</b>	<b>3,100,565.34</b>
<b>Less: Tax Paid</b>		
TDS	(249,965.00)	(221,860.00)
Income Tax	(790,148.00)	(254,461.00)
Fringe Benefit	-	-
<b>Net Cash flow before extra ordinary items</b>	<b>2,229,526.85</b>	<b>2,624,244.34</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	-	(2,780.00)
Sale of Fixed Assets	-	-
(Increase) / Decrease in Investments	1,819,134.00	(1,468,000.00)
<b>Net Cash Flow from Investing Activities</b>	<b>1,819,134.00</b>	<b>(1,470,780.00)</b>
<b>C. Cash Flow from Financing Activities</b>		
Increase/(Decrease) in Secured Loans	6,363,192.27	(6,361,360.31)
Increase/(Decrease) in Unsecured Loans	-	-
<b>Net Cash flow from Financing Activities</b>	<b>6,363,192.27</b>	<b>(6,361,360.31)</b>
<b>Net Cash Inflow/ (Outflow)</b>	<b>10,411,853.12</b>	<b>(5,207,895.97)</b>
<b>Cash and Cash equivalent at the beginning of the year</b>	<b>5,620,879.34</b>	<b>10,828,775.31</b>
<b>Cash and Cash equivalent at the end of the year</b>	<b>16,032,732.46</b>	<b>5,620,879.34</b>

**Notes :**

- 1) The figures in the cash flow statement are based on or have been derived from the annual financial statement of the company.
- 2) Figures in the bracket represents outflow of the cash & cash equivalent.
- 3) Previous year figures have been regrouped/ rearranged wherever necessary to bring uniformity.
- 4) Cash & cash equivalents comprises of :

	Current Year (₹)	Previous Year (₹)
Cash in hand	11,052,867.86	124,425.86
Cash at bank	4,979,864.60	5,496,453.48
	<b>16,032,732.46</b>	<b>5,620,879.34</b>

**Auditor's Report :** We have examined the above Cash Flow Statement of **Brahmanand Himghar Limited** for the year ended 31st March 2013 from the records maintained by the company in the ordinary course of business.

As per our report of even date attached

for and on behalf of Board of Directors

**FOR K M TAPURIAH & CO.**  
(Chartered Accountants)  
FRN : 314043E

**Rajendra Kumar Agrawal**  
Managing Director

**Bimal Kumar Agarwal**  
Director

**(S.K. Ladia)**  
Partner  
(M. No. : 053789)

**Kailash Chandra Panda**  
Company Secretary

Place : Kolkata  
Dated : The 28th day of May 2013

## Notes to the financial statements for the year ended 31st March 2013

### 1 Corporate Information

Brahmanand Himghar Ltd was incorporated as a private limited company under the name and style as Brahmanand Development Pvt. Ltd. on 21st June 1990 to engage in the business of investment related activities. The Company in the year 1998 diversified into cold storage business by setting up 14,000 M.T. Cold storage in Midnapore district for preservation of potatoes and changed its name to Brahmanand Himghar Limited with effect from 29th April 1998. The Company went for public issue in the year 2004.

### 2 Basis of preparation of financial statements

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting following generally accepted accounting principles in India (GAAP) and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India & notified under the Companies (Accounting Standards) Rules 2006 as amended and the relevant provisions of the Companies Act, 1956. The financial statements are presented in Indian rupees.

#### 2.1 Summary of Significant Accounting Policies

##### a. Change in Accounting Policy

###### Presentation & Disclosure in financial statements

During the year ended 31.03.2013 the revised Schedule VI notified under the Companies ACT 1956, has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements by the company. However, it has significant impact on presentation & disclosures made in the financial statements. The company has also reclassified the previous year's figures in accordance with the requirements applicable in the current year.

##### b. Use of estimates

The preparation of the financial statements in the conformity with the GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

##### c. Fixed assets - AS 10

Fixed assets are stated at historical cost of acquisition/construction inclusive of duties (net of cenvat), taxes, incidental expenses and erection/commissioning expenses up to the date the asset is ready for intended use.

##### d. Depreciation/ Amortisation - AS 6

On fixed assets, depreciation is provided on written down value method. The rates of depreciation prescribed in Schedule XIV of the Companies Act, 1956, are considered as minimum rates.

##### e. Impairment of assets - AS 28

At each Balance Sheet date, management assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the present value as determined above. Actual results could differ from those estimates.



## Notes to the financial statements for the year ended 31st March 2013 (Contd.)

**f. Inventories - AS 2**

Since the company does not have any inventory, the provisions of AS -2 are not applicable to the company.

**g. Revenue recognition- AS 9**

**i) Sales**

Revenue is recognised to the extent that it is probable the the economic benefits will flow to the company and revenue can be reliably measured. Revenue from sale of goods is when all the significant risks & rewards of ownership of the goods have been passed to the recognised buyers, usually on delivery of the goods. The provisions of AS -9 are complied to the extent applicable to the company.

**ii) Income & Expenditure**

Income and Expenditure are accounted for on accrual basis, wherever ascertainable.

**h. Investments - AS 13**

As per the provisions of AS 13 investments which are readily reliable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as Long Term Investments/Non Current Investments.

Long term investments are carried at cost unless there is dimunition (other than temporary ) in the value of investments.

**i. Employee benefits- AS 15**

Short-term employees benefits are recognised as an expenses in the Profit & Loss Account of the year in which the related service is rendered.

Regarding post employment benefits the company maintains gratuity fund with Life Insurance Corporation of India

Contributions payable to the recognised provident fund, which is a defined contribution scheme, are charged to the profit and loss account when incurred. Actuarial valuation is made by the LIC on the basis of data given by the company.

**j. Foreign exchange transactions- AS 11**

Since the company did not have any foreign exchange transacions, the provisions of AS -11 are not applicable to the company.

**k. Contingencies - AS 29**

Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise, or is a present obligation that arises from past events but is not recognised because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made.

**l. Taxation- AS 22**

Provision for current tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961. Deferred tax resulting from "timing differences " between taxable and accounting income is accounted for using the tax rate and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax assets is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be reliased in future.

**Notes to the financial statements for the year ended 31st March 2013 (Contd.)****m. Government Grants- AS 12**

- i) Government Grants related to fixed assets are adjusted with the value of fixed assets/ credited to capital reserve.
- ii) Govt Grants related to revenue items are adjusted with the related expenditure/ taken on income.

**n. Borrowing Cost- AS 16**

Borrowing Cost that are directly attributable to the acquisition/ construction of the qualifying asset are capitalised until the time all the substantial activities necessary to prepare such assets for the intended use are complete. All other borrowing costs are recognised as expenditure during the period in which they are incurred.

**2.2 Notes on Accounts****i. Managerial Remuneration**  
(To Managing Director)**Current Year (₹)****Previous Year (₹)**

Salary

192,000.00192,000.00**ii. Composition of Deferred tax**

Deferred tax liability included in the balance sheet comprises the following:

**Deferred tax liability/(Assets)****Current Year (₹)****Previous Year (₹)**

Excess of depreciation allowable under income tax law over depreciation provided in accounts

(232,857.60)(194,691.89)

Deferred tax liability/(Assets)

(232,857.60)(194,691.89)**iii. Earning per Share - AS 20**

Basic earning per share has been calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The Company does not have any dilutive potential equity shares as at 31st March 2013.

Calculation of Basic Earning per share for the years ended 31st March 2013 and 31st March 2012:

	<b>Current Year (₹)</b>	<b>Previous Year (₹)</b>
<b>Basic and Diluted</b>		
a. Profit attributable to shareholders		
Profit for the year after tax	2,045,136.50	2,048,161.81
Profit attributable to equity shareholders	2,045,136.50	2,048,161.81
b. Number of equity shares at the beginning of the year	14,001,700	14,001,700
c. Number of equity shares at the end of the year	14,001,700	14,001,700
d. Weighted average number of equity shares outstanding during the year	14,001,700	14,001,700
e. Basic Earning Per Share	0.15	0.15

**iv Related parties with whom there had been transactions during the year- AS 18**Rajendra Kumar Agrawal  
(Key Managerial Personnel)

192,000.00

Remuneration Paid

**Notes to the financial statements for the year ended 31st March 2013 (Contd.)****v. Preliminary Expenses**

Preliminary expenses are being written off over a period of five years.

<b>vi. Particulars of Auditors Remuneration</b>	<b>Current Year (₹)</b>	<b>Previous Year (₹)</b>
a. As Auditors	15,000.00	15,000.00
b. As advisor or in any other capacity in respect of		
i) Taxation Matters	2,000.00	2,000.00
ii) Company Law Matters	3,000.00	3,000.00
Add: Service Tax	2,472.00	2,472.00
	<u>22,472.00</u>	<u>22,472.00</u>

**vii. Quantitative Details**

Details of Inventory as given below is on the basis of certification received from the management.

	<b>Current Year</b>		<b>Previous Year</b>	
	<b>Qty</b>	<b>Amount (₹)</b>	<b>Qty</b>	<b>Amount (₹)</b>
<b>Opening Stock</b>				
Potato	NIL	-	NIL	-
<b>Purchase</b>				
Potato	-	-	24930 bags	4,985,440.00
<b>Sales</b>				
Potato	-	-	24930 bags	5,435,940.00
<b>Closing Stock</b>				
Potato	NIL	-	NIL	-

As per our report of even date

for and on behalf of Board

**FOR K M TAPURIAH & CO.**  
(Chartered Accountants)  
FRN : 314043E

**Rajendra Kumar Agrawal**  
Managing Director

**Bimal Kumar Agarwal**  
Director

**(S.K. Ladia)**  
Partner  
M. No. : 053789

**Kailash Chandra Panda**  
Company Secretary

Place : Kolkata  
Dated : The 28th day of May 2013

**Notes to the financial statements for the year ended 31st March 2013 (Contd.)**

	Current Year Amount (₹)	Previous Year Amount (₹)		
<b>3 Share Capital</b>				
<b>Authorised Share capital</b>				
<b>Preference Share Capital</b>				
36 Cum. Redeemable Pref. Shares of ₹ 50,000/- each (P.Y. 36 Cum. Redeemable Pref. Shares of ₹ 50,000/- each)	1,800,000.00	1,800,000.00		
200 Cum. Redeemable Pref. Shares of ₹ 1,000/- each (P.Y. 200 Cum. Redeemable Pref. Shares of ₹ 1,000/- each)	200,000.00	200,000.00		
1,100 Cum. Redeemable Pref. Shares of ₹ 10,000/- each (P.Y. 1,100 Cum. Redeemable Pref. Shares of ₹ 10,000/- each)	11,000,000.00	11,000,000.00		
<b>Equity Share Capital</b>				
15,000,000 Equity Shares of ₹ 5/- each (P.Y. 15,000,000 Equity Shares of ₹ 5/- each)	75,000,000.00	75,000,000.00		
	<b>88,000,000.00</b>	<b>88,000,000.00</b>		
<b>Issued, Subscribed &amp; Paid-up Capital</b>				
<b>Equity Share Capital</b>				
14,001,700 Equity Shares of ₹ 5/- each fully paid in cash (P.Y. 14,001,700 Equity Shares of ₹ 5/- each fully paid in cash)	70,008,500.00	70,008,500.00		
	<b>70,008,500.00</b>	<b>70,008,500.00</b>		
<b>3(a) Reconciliation of the shares outstanding at beginning &amp; at end of the reporting period</b>	<b>No. of Shares</b>	<b>No. of Shares</b>		
<b>Equity Shares:</b>				
Balance as at the beginning of the year	14,001,700	14,001,700		
Add: Addition during the year	-	-		
Less: Deletion during the year	-	-		
Balance as at the end of the year	<b>14,001,700</b>	<b>14,001,700</b>		
<b>3(b) Details of shareholders holding more than 5 % shares in the company</b>				
<b>Name of shareholder</b>	<b>Shares (No.)</b>	<b>Share (%)</b>	<b>Shares (No.)</b>	<b>Share (%)</b>
Rajendra Kumar Agrawal	1,055,000	7.53%	1040000	7.43%
Jai Matadi Finance Company Limited	928512	6.63%	848512	6.06%
Purnima Printers Pvt Ltd.	766100	5.47%	12000	0.01%
	<b>2,749,612</b>	<b>19.63%</b>	<b>1,900,512</b>	<b>13.50%</b>
<b>4 Reserves and surplus</b>				
Capital Redemption Reserve	4,385,000.00		4,385,000.00	
Capital Reserve	7,213,385.00		7,213,385.00	
<b>Surplus/(Deficit) in the Statement of Profit &amp; Loss</b>				
Balance as per last financial statements	26,449,889.31		24,401,727.50	
Add: Profit/((Loss) for the year	2,045,136.50		2,048,161.81	
Net Surplus/(Deficit) in the Statement of Profit & Loss	<b>28,495,025.81</b>		<b>26,449,889.31</b>	
	<b>40,093,410.81</b>		<b>38,048,274.31</b>	



**Notes to the financial statements for the year ended 31st March 2013 (Contd.)**

	Current Year Amount (₹)	Previous Year Amount (₹)
<b>5 Long Term Borrowings</b>		
Secured Loan		
Term Loan from State Bank of India, Garbeta (Secured by way of 2nd Charge over the Fixed Assets Situated at Vill: Jharia, Amlasuli, Garbeta, Dist. - Midnapore)	-	2,500,000.00
Term Loan from West Bengal Financial Corporation (Secured by way of Mortgage of Land, Building, Plant & Machinery, and other Fixed Assets situated at Vill: Jharia, Amlasoli, Garbeta, Dist: Midnapore)	1,600,000.00	3,200,000.00
	<u>1,600,000.00</u>	<u>5,700,000.00</u>
I) <b>Term Loan from SBI, Garbeta:</b> bears interest @ 11.75% p.a repayable in Half Yearly installments of Rs 12.50 Lacs each due in October and February. The Company is regular in repayment of the Installments.		
II) <b>Term Loan from WBFC:</b>		
i) <b>LBR 38:</b> Rs. 75 Lacs loan sanctioned on 11/01/2010 bearing interest @ 12.50% p.a repayable in 19 quarterly installments of Rs. 4 Lacs each (except the 1st installment of Rs. 3 Lacs) due on 11th day of January, April, July and October every year starting from 01/07/2010.		
<b>6 Short Term Borrowings</b>		
AXIS Bank Ltd, Jamshedpur (Secured against Current Assets i.e. Stock of the Company situated at Vill: Tamolia, P.O.: Kapali, Chandil and by way of 2nd charge over the Fixed Assets of the Company situated at Vill: Jharia, Amlasuli, Garbeta, Dist.: Midnapore bearing interest @ 14.75% p.a)	8,946,425.91	8,778,046.47
State Bank of India, Garbeta (Secured against Current Assets i.e. Stock and Book Debts of the Company situated at Vill: Jharia, Amlasuli, Garbeta, Dist.: Midnapore bearing interest @ 11.25% p.a)	(2,464,702.65)	4,741,894.75
Potato Marketing loan SBI Garbeta (Secured against Current Assets i.e. Stock of the Company and by way of 1st charge over the Fixed Assets of the Company situated at Vill: Jharia, Amlasuli, Garbeta, Dist.: Midnapore bearing interest @ 12.70 % p.a)	25,375,900.00	-
	<u>31,857,623.26</u>	<u>13,519,941.22</u>

**Notes to the financial statements for the year ended 31st March 2013 (Contd.)**

	Current Year Amount (₹)	Previous Year Amount (₹)
<b>7 Other Current Liabilities</b>		
Interest Payable- WBFC	200,891.69	-
Audit Fees Payable	22,472.00	22,472.00
Electricity Charges Payable	358,160.00	424,252.00
Professional Tax Payable	660.00	810.00
Registrar fees	41,202.00	43,102.00
Panchayat fees	-	45,000.00
Cold storage owner Association	20,440.00	20,440.00
For Stores and Spares	428,144.00	428,144.00
Security Deposit against Bonds	1,000.00	3,566,125.00
Advances	3,000,000.00	-
<b>Current Maturities of Long Term Borrowings</b>		
Term Loan from State Bank of India, Garbetta	2,327,154.23	4,751,644.00
Term Loan from West Bengal Financial Corporation	1,600,000.00	7,050,000.00
	<u>8,000,123.92</u>	<u>16,351,989.00</u>
<b>8 Short-Term Provisions</b>		
<b>Provision for Employee Benefit</b>		
Salary Payable	16,000.00	-
EPF Payable	19,995.00	23,264.00
Provision for Gratuity	34,848.00	37,619.00
<b>Others</b>		
Provision for Income Tax (Net)	1,067,929.00	779,124.00
	<u>1,138,772.00</u>	<u>840,007.00</u>

**9 Calculation of Depreciation as per Companies Act for the F.Y. 2012-13**

Particulars	Gross Block			Depreciation			Net Block			
	As on 01.04.2012	Addition during The Year	Deletion during The Year	As on 31.03.2013	As on 01.04.2012	For the year	Reversed	As on 31.03.2013	As on 31.03.2013	As on 31.03.2012
Misc. Fixed Assets	4,111,202.46	-	-	4,111,202.46	3,778,884.92	66,463.51	-	3,845,348.43	265,854.03	332,317.54
Land & Building	1,323,094.90	-	-	1,323,094.90	567,556.31	37,776.93	-	605,333.24	717,761.66	755,538.59
Cold Storage Building	34,927,022.90	-	-	34,927,022.90	22,307,256.78	1,261,976.61	-	23,569,233.40	11,357,789.50	12,619,766.12
Plant & Machinery	23,441,535.90	-	-	23,441,535.90	18,167,347.23	808,533.13	-	18,975,880.36	4,465,655.54	5,274,188.67
Land & Land Development	4,782,213.00	-	-	4,782,213.00	-	-	-	-	4,782,213.00	4,782,213.00
Electrical Installation	3,289,913.09	-	-	3,289,913.09	2,861,017.25	85,779.17	-	2,946,796.42	343,116.67	428,895.84
Motor Cycle	140,528.46	-	-	140,528.46	102,228.07	9,915.97	-	112,144.04	28,384.42	38,300.39
Furniture & Fixture	79,235.00	-	-	79,235.00	66,516.47	2,302.06	-	68,818.53	10,416.47	12,718.53
Air Conditioner	69,000.00	-	-	69,000.00	36,099.93	4,576.40	-	40,676.33	28,323.67	32,900.07
Santra Car	373,587.00	-	-	373,587.00	353,829.27	5,115.28	-	358,944.55	14,642.45	19,757.73
Computer	28,212.00	-	-	28,212.00	23,841.24	1,748.30	-	25,589.54	2,622.46	4,370.76
Fire Extinguisher	20,680.00	-	-	20,680.00	13,315.44	1,024.41	-	14,339.85	6,340.15	7,364.56
<b>Total</b>	<b>72,586,224.71</b>	<b>-</b>	<b>-</b>	<b>72,586,224.71</b>	<b>48,277,892.91</b>	<b>2,285,211.78</b>	<b>-</b>	<b>50,563,104.69</b>	<b>22,023,120.02</b>	<b>24,308,331.80</b>
Previous Year	72,583,444.71	2,780.00	-	72,586,224.71	45,658,304.59	2,619,588.32	-	48,277,892.91	24,308,331.80	26,925,140.12

**Notes to the financial statements for the year ended 31st March 2013 (Contd.)**

		Current Year		Previous Year
		Amount (₹)		Amount (₹)
<b>10 Non Current Investments</b>				
<b>Other Investments- none of these bodies corporate are Subsidiaries or Joint Ventures or Associates</b>				
<b>Investment in Equity Instruments</b>				
<b>A. <u>Equity Shares (Quoted)- Valued at cost</u></b>	<b>No. of Shares</b>		<b>No. of Shares</b>	
RSD Finance Co. Ltd	172,700	1,727,000.00	172,700	1,727,000.00
JMT Auto Ltd.	-	-	37,500	2,813,634.00
Kalinga Cement Ltd	5,000	87,500.00	5,000	87,500.00
<b>Sub Total - 'A'</b>		<b><u>1,814,500.00</u></b>		<b><u>4,628,134.00</u></b>
<b>B. <u>Equity Shares (Unquoted)- Valued at cost</u></b>				
<b>I. Bodies Corporate in which directors are either directors</b>				
G. Raj & Co. (Consultants) Ltd	202,500	5,175,000.00	202,500	5,175,000.00
Brahmanand Insurance & Advisory Services (P) Ltd	7,000	70,000.00	7,000	70,000.00
<b>II. Others</b>				
Shiv Shankar Sponge Iron Pvt Ltd	290,000	12,018,000.00	290,000	12,018,000.00
Chandra Iron & Steel Pvt Ltd	150,000	1,500,000.00	150,000	1,500,000.00
Ignite Steel Pvt Ltd	55,000	1,100,000.00	55,000	1,100,000.00
Shree Ganesh Industries Pvt Ltd	11,000	110,000.00	11,000	110,000.00
Steel City Automotive Products Pvt Ltd	1,200	600,000.00	1,200	600,000.00
Sidhi Vinayak Metcom Pvt Ltd	2,200	2,200,000.00	2,200	2,200,000.00
Purnima Securites Pvt Ltd	80,000	2,000,000.00	80,000	2,000,000.00
Shaligram Capital Ltd	140,000	7,000,000.00	140,000	7,000,000.00
Viks Gears (P) Ltd	100,000	1,000,000.00	100,000	1,000,000.00
Bhawani Vinimay Pvt Ltd	15,000	1,500,000.00	15,000	1,500,000.00
Pasari Minerals Pvt Ltd	10,000	100,000.00	10,000	100,000.00
Garg Infracon Pvt Ltd.	1,000	1,000,000.00	1,000	1,000,000.00
Bhalotia Eng Works Pvt Ltd	43,500	4,350,000.00	43,500	4,350,000.00
SRG Trading Pvt Ltd	15,300	994,500.00	-	0.00
Karnimata Cold Storage Ltd	1,350,000	1,350,000.00	1,350,000	1,350,000.00
<b>Sub Total - 'B'</b>		<b><u>42,067,500.00</u></b>		<b><u>41,073,000.00</u></b>
<b>Total (A + B)</b>		<b><u>43,882,000.00</u></b>		<b><u>45,701,134.00</u></b>

\* Aggregate Market Value of Quoted Investment as on 31.03.2013 could not be ascertained because there were no quotations available since a long time.

**11 Defferred Tax Assets**

*Fixed assets: Impact of difference between tax depreciation and depreciation charged for financial reporting*

232,857.60	194,691.89
<b><u>232,857.60</u></b>	<b><u>194,691.89</u></b>

**Notes to the financial statements for the year ended 31st March 2013 (Contd.)**

	Current Year Amount (₹)	Previous Year Amount (₹)
<b>12 Long Term Loans, Advances &amp; Deposits</b>		
Loan & Advances <i>(Unsecured considered good, receivable in cash or in kind or value to be received)</i>	68,351,007.72	66,343,576.00
Advances for Capital Goods	420,000.00	400,000.00
Security Deposits	221,011.00	221,011.00
	<u><b>68,992,018.72</b></u>	<u><b>66,964,587.00</b></u>
<b>13 Trade Receivables</b>		
<i>(Unsecured, Considered Good Receivable in Cash or Kind)</i>		
Outstanding for Period Exceeding Six Months	1,358,500.00	1,365,161.00
	<u><b>1,358,500.00</b></u>	<u><b>1,365,161.00</b></u>
<b>14 Cash &amp; Bank Balances</b>		
<b>Cash and Cash Equivalents</b>		
Cash in Hand <i>(As per Cash Book &amp; Certified by the Management)</i>	11,052,867.86	124,425.86
Balance with Banks in Current Accounts	10,346.06	12,858.94
<b>Other Bank Balances</b>		
<i>Deposits with banks whose original maturity is more than 12 months</i>		
Fixed Deposit with Axis Bank, Jamshedpur	3,487,077.00	2,459,521.00
Fixed Deposit with Axis Bank, Kolkata	-	1,639,843.00
Fixed Deposit with SBI, Garbetta <i>(held as Margin Money against Bank Guarantee)</i>	1,482,441.54	1,376,979.54
Recurring Deposit with Bank	-	7,251.00
	<u>4,969,518.54</u>	<u>5,483,594.54</u>
	<u><b>16,032,732.46</b></u>	<u><b>5,620,879.34</b></u>
<b>15 Other Current Assets</b>		
Unamortised Expenses	-	191,926.50
Advance To Staff	168,100.00	122,000.00
Interest on Security Deposit	9,101.19	-
	<u>177,201.19</u>	<u>313,926.50</u>
<b>16 Revenue from Operations</b>		
<b>Sale of Products</b>		
Sale of Potatoes	-	5,435,940.00
<b>Sale of Services</b>		
Rent for Cold Storage	20,380,706.00	17,828,948.00
<b>Other Operating Revenues</b>		
Ketty Rent	119,700.00	82,167.00
Sale of Rejected Potatoes	43,930.00	19,420.00
	<u><b>20,544,336.00</b></u>	<u><b>23,366,475.00</b></u>

**Notes to the financial statements for the year ended 31st March 2013 (Contd.)**

	Current Year	Previous Year
	Amount (₹)	Amount (₹)
<b>17 Other Income</b>		
Interest Income	2,473,113.91	2,479,283.00
Dividend Income	-	18,750.00
Net gain/(loss) on sale of Investment	(882,384.00)	-
Other Non-operating Income	-	161,573.00
	<b>1,590,729.91</b>	<b>2,659,606.00</b>
<b>18 Employment Benefit Expenses</b>		
Salaries, Wages & Bonus	1,951,760.00	1,712,976.00
Director's Remuneration	192,000.00	192,000.00
Contribution to Provident & Other Funds	179,040.00	188,405.00
	<b>2,322,800.00</b>	<b>2,093,381.00</b>
<b>19 Finance Cost</b>		
Term Loan From WBFC	1,117,757.56	1,553,789.29
Term Loan from State Bank of India	735,510.23	1,103,916.00
Working Capital from AXIS Bank Ltd	1,254,769.00	1,208,369.00
Working Capital from State Bank Of India	477,102.00	361,736.00
Prov. for Interest on delayed payment of Advance Tax	52,532.00	38,650.00
Interest on late payment of adv tax	41,228.00	-
	<b>3,678,898.79</b>	<b>4,266,460.29</b>
<b>20 Depreciation &amp; Amortisation Expenses</b>		
Depreciation	2,285,211.78	2,619,588.32
Preliminary Expenses w/off	191,926.50	191,926.68
	<b>2,477,138.28</b>	<b>2,811,515.00</b>

**Notes to the financial statements for the year ended 31st March 2013 (Contd.)**

21 Other Expenses	Current Year Amount (₹)	Previous Year Amount (₹)
<i>Direct Expenses</i>		
Electricity Charges	4,857,077.00	3,948,662.00
Diesel and Lubricants	1,374,840.00	1,634,753.00
Insurance Premium	637,896.00	533,762.00
Discount	458,886.00	381,309.00
Amonia & Other Gas Charges	-	5,328.00
<i>Repairs &amp; Maintenance -</i>		
Plant & Machinery	521,832.00	520,930.00
Building	514,642.00	174,418.00
Electrical	136,704.00	3,750.00
TOTAL(A)	8,501,877.00	7,202,912.00
<i>Indirect Expenses</i>		
Advertisement Expenses	10,943.00	9,561.00
Agriculture & Marketing Charges	163,954.00	135,598.00
Bank Commission & Charges	66,763.45	61,581.43
Filing Fees	3,000.00	3,000.00
EPF Admin Ch	12,841.00	13,386.00
Labour Charges	931,675.00	740,080.00
Consultancy & Legal Expenses	40,400.00	43,630.00
Lisitng Fees	51,663.00	56,364.00
Mess Expenses	72,034.00	54,077.00
Misc Expenses	116,190.60	74,732.61
Panchyat & Land Revenue Tax	41,588.00	45,000.00
Professional Tax	2,500.00	2,500.00
Pollution Exps.	2,500.00	-
Postage & Courier	4,924.00	3,325.00
Auditors Remuneration	22,472.00	22,472.00
Printing & Stationery	130,146.00	110,743.00
Processing fees	90,900.00	69,635.00
Registrar Fees	41,202.00	43,102.00
Subscription	2,300.00	20,440.00
Staff & Labour Welfare	108,387.00	26,696.00
Telephone Expenses	25,758.00	19,066.00
Transportation Charges	46,508.00	39,275.00
Travelling & Conveyance Expenses	26,860.00	22,583.00
Vehicle Running & Maintenance Expenses	62,700.00	55,168.14
TOTAL(B)	2,078,209.05	1,672,015.18
TOTAL(A + B)	10,580,086.05	8,874,927.18

As per our report of even date

for and on behalf of Board

**FOR K M TAPURIAH & CO.**  
(Chartered Accountants)  
FRN : 314043E

**Rajendra Kumar Agrawal**  
Managing Director

**Bimal Kumar Agarwal**  
Director

**(S.K. Ladia)**  
Partner  
M. No. : 053789  
Place : Kolkata  
Dated : The 28th day of May 2013

**Kailash Chandra Panda**  
Company Secretary

## Notes

**ATTENDANCE SLIP**  
**BRAHMANAND HINGHAR LIMITED**

Regd. Office : Vill - Jharia, P.O. - Amlasuli, P.S. - Goaltore,  
Dist - Paschim Medinipore, West Bengal - 721157

Telephone :

Folio No : .....

Name & Address of the Member :

I hereby record my presence at the 23<sup>rd</sup> Annual General Meeting of the Company held on the 26th day of September, 2013 at Vill - Jharia, P.O. - Amlasuli, P.S. - Goaltore, Dist - Paschim Medinipore, West Bengal - 721157

Signature of the Member or Proxy

Name : .....

**Note :** Please sign this attendance slip and hand it over at the verification counter of the Meeting Hall.

**PROXY FORM**

I/We .....  
in the District ..... being a Member  
of Brahmanand Hinghar Limited, hereby appoint Sri .....  
of ..... in the District ..... or failing  
him Sri ..... of ..... in  
the District of ..... as my/our proxy to vote for me/us on  
my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company to be held on Thursday the 26th day of September, 2013  
at 2.30 P.M. at Vill - Jharia, P.O. - Amlasuli, P.S. - Goaltore, Dist - Paschim Medinipore, West Bengal - 721157 and/or at  
any adjournment thereof.

Signed this ..... day of ..... 2013.

Signature of Member :-  
**(Affix Re. 1 Revenue Stamp)**

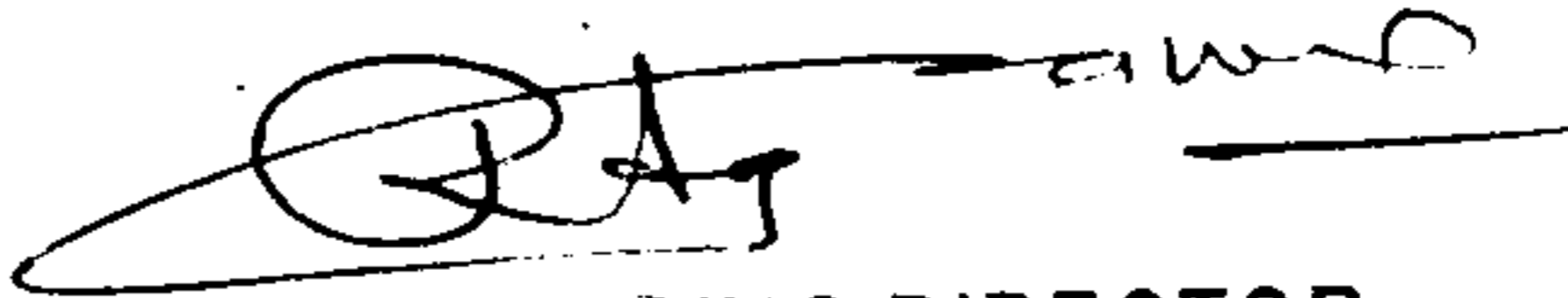
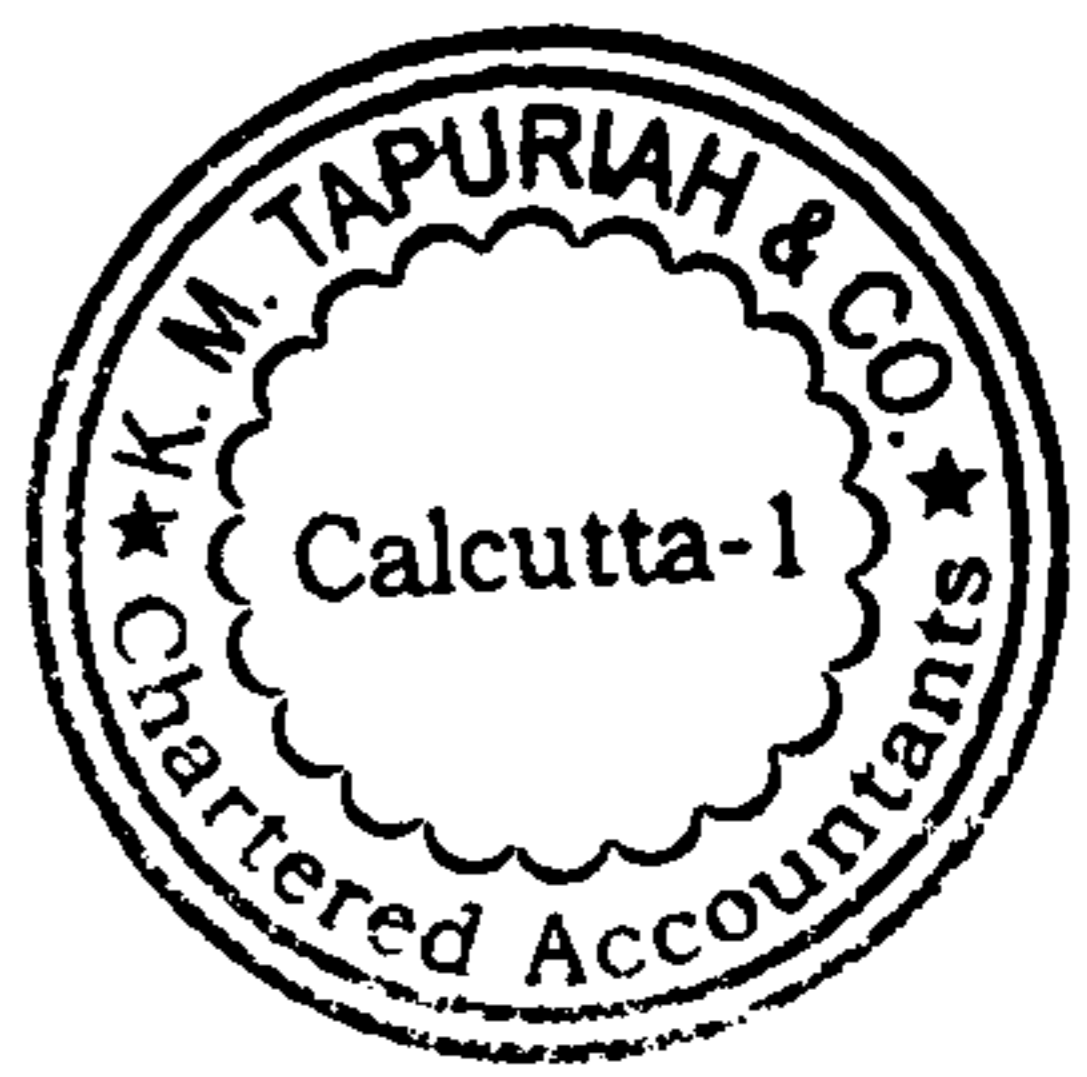
**NOTE :**

1. The Proxy form duly filled and signed across the stamp should reach Company's Registered office atleast 48 hours before the schedule time of Meeting.
2. The form should be signed across the stamp as per Specimen Signature registered with the Company.
3. A Proxy need not be a Member.
4. The above Attendance Slip should be sent to the Proxy appointed by you and not to the Company.



**Form A**

**Format of Covering Letter of the annual audit report to be filed with the stock exchanges**

1.	Name of the Company:	Brahmanand Himghar Ltd.
2.	Annual financial statement for the year ended	31 <sup>st</sup> March 2013
3.	Type of Audit Observation	Un-qualified
4.	Frequency of observation	N.A.
5.	<p>To be signed by-</p> <ul style="list-style-type: none"> <li>• Managing Director</li>   <li>• Auditor of the Company</li>   <li>• Audit Committee Chairman</li> </ul>	<p align="center">BRAHMANAND HIMGHAR LIMITED</p> <p align="center"> MANAGING DIRECTOR.</p> <p><b>For K. M. TAPURIAH &amp; CO.</b></p> <p align="center"><i>S. Laddie</i> <b>Partner</b></p> <p>MN. 053789</p>  <p align="center">BRAHMANAND HIMGHAR LTD.</p> <p align="center"><i>Vedra</i> DIRECTOR &amp; (Chairman of Audit Committee)</p>