

26th  
ANNUAL REPORT  
2011-2012

***BCC***  
***fuba***

Printed Circuits

**BCC FUBA INDIA LIMITED**

**BCC FUBA INDIA LIMITED**  
**26<sup>TH</sup> Annual Report**

---

**BOARD OF DIRECTORS**

1.	MR. V.S.BHAGAT	CHAIRMAN & MANAGING DIRECTOR
2.	MR. S. S. BAIDWAN	WHOLE TIME DIRECTOR
3.	MRS. RENU BHAGAT	DIRECTOR
4.	MR. A.P.MATHUR	DIRECTOR
5.	MR. VEENU PASRICHA	DIRECTOR
6.	MR. R.M. MEHTA	DIRECTOR
7.	MR. H.R. ANSARI	DIRECTOR

---

**AUDITORS**

**AGGARWAL & RAMPAL**  
Chartered Accountants  
E-67, (LGF), Greater Kailash-III  
(Masjid Moth), New Delhi-110048

**INTERNAL AUDITORS**

**S.MALHOTRA & CO.**  
Chartered Accountants  
E-513, Greater Kailash-II  
New Delhi - 110048

---

**Regd. Office & Works** : 4km., Swarghat Road, Nalagarh-174 101  
Distt. Solan, Himachal Pradesh.

**Head Office** : 34-H, ASHOKAAVENUE,  
SAINIK FARM, NEW DELHI-110062

**Share Transfer Agent** : M/s. LINK INTIME INDIA PRIVATE LIMITED  
(Formerly Known as – Intime Spectrum Registry Limited)  
A-40, 2<sup>nd</sup> Floor, Naraina Industrial Area,  
Phase-II, New Delhi-110028  
Ph- 011-41410592-94

**NOTICE**

Notice is hereby given that the 26<sup>TH</sup> Annual General Meeting of the members of **M/s. BCC FUBA INDIA LIMITED** will be held on Saturday the 29<sup>th</sup> day of September, 2012 at 11.00 A.M. at the Registered office of the Company at 4Km., Swarghat Road, Nalagarh, Distt. Solan (H.P) to transact the following business;

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2012 and the Statement of the Profit and Loss for the year ended on that date and the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Harun Rashid Ansari who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s), the following resolution as a special resolution:

**“RESOLVED THAT** M/s. Aggarwal & Rampal, Chartered Accountants, the retiring auditors be and are hereby appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration of Rs. 30,000/- for the statutory audit of accounts for the year 2012-2013.

**SPECIAL BUSINESS:**

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

**“RESOLVED THAT** Mr. Sukhminder Singh Baidwan who was appointed as an additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 and holds office up to the date of the Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing proposing his candidature to the office of the Director, be and is hereby appointed as the Director of the Company, liable to retire by rotation.

5. **To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.**

**“RESOLVED THAT** appointment of Mr. Sukhminder Singh Baidwan as Whole Time Director by the Board of Directors pursuant to provisions of Article 83 of Article of Association of the Company and Sections 316, 198, 269, 309, 310, 314 read with schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of Central Government and such other consents, approvals and permissions if any needed, be and is hereby approved by the shareholders of the company on a monthly gross remuneration of Rs.32,000/- (Rs. Thirty Two Thousand only) .

**“RESOLVED FURTHER** that pursuant to the Articles of Association of the Company, Mr. Sukhminder Singh Baidwan shall not retire by rotation and his office will be for a period of five years from the date of appointment.”

**“RESOLVED FURTHER THAT THE** Board be and is hereby authorized to alter and vary any of the terms and conditions relating to the remuneration being paid/ to be paid to Mr. Sukhminder Singh Baidwan, Whole Time Director within the limits specified under the schedule XIII and provisions of the Companies Act, 1956”

**By order of the Board of Director  
For BCC Fuba India Limited**

Sd-  
(V.S. Bhagat)  
Chairman and Managing Director

Date :31.07.2012  
Place: New Delhi

**NOTES:**

1. Explanatory statements for the item no.3, 4 & 5 as required under section 173(2) of the Companies Act, 1956 are annexed.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy so appointed need not be a member of the company.
3. The proxy form duly executed and properly stamped should reach the Company at its Registered office at least 48 hrs. before the time of meeting.
4. The Register of members and the share transfer books of the company will remain closed from 22.09.2012 to 29.09.2012 (both days inclusive).
5. Members desiring any information on the accounts at the Annual General Meeting are requested to write to the Company atleast 7 (seven) days in advance, so as to enable the Company to keep the information ready.
6. Members are requested to bring their copies of the Annual Report to the Meeting because copy of the same will not distributed at the meeting.
7. Members are requested to inform immediately any change in their address to the Company's share transfer Agents.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents.
9. All communications relating to shares are to be addressed to the Company's Share Transfer Agents M/s. M/s.LINK INTIME INDIA PRIVATE LIMITED of A-40, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase-II, New Delhi-110028.

**EXPLANATORY STATEMENT:**

The explanatory Statement pursuant to section 173 (2) of the Companies Act,1956 for item numbers 3 & 4 of the accompanying notice are as under:

**Item No.3**

In terms of Articles 67(2) of the Articles of Association of the Company the appointment of Auditors is to be made by special resolution.

The member may consider and pass necessary resolution.

None of the director is directly interested in the proposed resolution.

**Item No.4 & 5**

The company is principally engaged in the manufacture and sale of printed circuit boards ("PCBs).

The global economic turmoil continued to bring challenges to the electronics industry. Consumer demand for electronic products has largely declined leading to a significant decrease in sales orders. In order to improve the overall performance of the company Board of Directors of the company appointed Mr Sukhminder Singh Baidwan as additional Director and their terms ends with the conclusion of the Annual general Meeting. The Board of directors further appointed him as Whole Time Director of the Company on a monthly gross remuneration of Rs.32,000/- (Rs. Thirty two thousand only) and such appointment is subject to the approval of shareholders in their General Meeting. The member may consider and pass necessary resolution.

The Whole Time Directors shall, subject to the supervision and control of the Chairman & Managing Director of the Company and will be accountable to the Board of Directors, be entrusted with such powers and perform such duties, as may, from time to time, be delegated/ entrusted to him by the Board of Directors of the Company.

---

## BCC FUBA INDIA LIMITED

---

- i) The Whole time Directors shall be vested with substantial powers of the Management of the day-to-day affairs of the company subject to the supervision and direction of the board of Directors and Managing Director of the Company.
- ii) The Whole time Director will devote his time and efforts for the business of the company.
- iii) The following disclosures are being made in this Explanatory Statements in compliance with Paragraph 1 (C) of Section II in Part II of Schedule XIII to the Companies Act 1956.

**Information about appointee:**

Mr. Sukhminder Singh Baidwan, B.Sc. possesses a wealth of knowledge and experience concerning PCB industry. He has been involved with PCB industry since the beginning of his career. For the past 38 years, he has been instrumental in the development and production of high quality of PCB, their processing, improvement in their properties, and preparation of specifications for their usage. He has also assisted in marketing and brand building of the products. He has also substantial expertise and training in organizational psychology, management of organizations, and recruitment, training and retention of staff. His enthusiastic manner and knowledge have won him respect from his staff and colleagues. He sees dreams of development, takes action to translate the dream into reality and keeps the wheel of development moving ahead beyond imagination.

Taking into account the challenges before the company, trend in the industry, their qualifications and experiences, remuneration as set out in the resolution are considered to be just, fair and reasonable.

Disclosures:

- [a] The shareholders are being informed of the remuneration package by way of explanatory statement as given above.
- [b] The details of remuneration etc. are also included in the Corporate Governance Report forming part of the Annual Report of the Company.
- [c] The terms and conditions of remuneration as set out above may also be treated as an abstract of the agreement between the Company and Mr. Sukhminder Singh Baidwan Whole Time Director pursuant to Section 302 of the Companies Act, 1956.
- [d] The Resolution regarding appointment Sukhminder Singh Baidwan as the Whole Time Directors of the company is concerned for acceptance by the members.

None of the Directors is interested the Resolution.

**By order of the Board of Director  
For BCC Fuba India Limited**

Sd-  
(V.S. Bhagat)  
Chairman and Managing Director

Date :31.07.2012  
Place: New Delhi

**DIRECTORS' REPORT**

Dear Members,

Your Directors have pleasure in presenting the 26<sup>th</sup> Annual Report and the audited Accounts of the Company for the financial year ended 31st March 2012

**STANDALONE FINANCIALS:**

The Ministry of Corporate Affairs (MCA) vide notification no. S.O. 447(E) dated 28th February, 2011 amended the existing Schedule VI to the Companies Act, 1956. The Revised Schedule VI is applicable from financial year commencing from 1st April, 2011. The financial statements of your Company for the year ended 31st March, 2012 have been prepared in accordance with the Revised Schedule VI and accordingly, the previous year's figures have been reclassified/ regrouped to conform to this year's classification.

**FINANCIAL RESULTS**

	2011-12	(Rs. In lacs) 2010-11
Turnover	640.18	868.47
Profit/(Loss) before Interest & Depreciation	(28.07)	103.69
Financial Charges	42.06	65.60
Profit/(Loss) before Depreciation	(70.13)	38.09
Depreciation	13.85	74.79
Net Profit/ (Loss)	(83.98)	(36.70)

**DIVIDEND**

Company has suffered loss and therefore no dividend was declared.

**OPERATIONAL HIGHLIGHT**

[A] The global economic disturbances continued to bring challenges to the electronics industry during the Year. Consumer demand for electronic products has largely declined leading to a significant decrease in sales orders. Average selling prices also experienced a drastic fall. Due to the abovementioned factors, turnover of the company were all affected and declined in various degrees as compared to the corresponding period last year.

Turnover of the company recorded a decrease of 26.30% as compared to the corresponding period last year. There has been operating loss of Rs.28.07 as compared to an operating profit of Rs.103.69 in the corresponding period last year.

During the Year, due to the sluggishness in the market, demand has decreased and the average selling price was also lowered. The management has continued to implement cost-control initiatives and improve operational efficiency so as to sustain the business.

[B] Your company is listed with BSE. Promoter of public limited company which shares are listed with stock exchange cannot bring capital unless it goes for right issue/ or preferential issue. Due to loss in the past years and provision of Depreciation on straight line method the net worth of the company has been eroded therefore the promoters who has given unsecured loan to the company requested to treat the said loan as quasi capital of the company in order to revive the financial health of the company.

**DIRECTORS**

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Harun Rashid Ansari, Director of the Company retire by rotation at the ensuing Annual General Meeting. He, being eligible, has offered themselves for re-appointment. As his continued presence on the board are of immense importance to the company, your directors recommended their re-appointment.

Mr. Sukhminder Singh Baidwan has been appointed as Additional Director under Section 260 of the Companies Act, 1956. He vacates office on the date of the forthcoming 26<sup>th</sup> Annual General Meeting and is eligible for reappointment. Further his appointment as Whole Time Director of the Company by the Board of Directors is subject to the approval of Shareholders in their Annual General meeting.

**CAPITAL STRUCTURE:**

During the year under review, the share capital of your company remained unchanged.

**AUDITORS**

The auditors of the Company M/s. Aggarwal & Rampal, Chartered Accountants hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. Your directors and Audit committee recommend their re-appointment. The requisite certificate pursuant to Section 224(1B) of the Companies Act, 1956, has been received.

**COST AUDITOR:**

Your Board has not appointed any cost Auditor for the financial year ended 31.03.2012 as the financial position of the company is very poor and not able to bear the professional fees of the cost auditor as suggested by the Institute of Cost and Management Accountant of India. As the financial position improves the company will appoint Cost Auditor pursuant to the direction from the Ministry of Corporate Affairs, Government of India.

**FIXED DEPOSIT:**

The company did not accept any deposits covered under section 58A of the Companies Act, 1956 during the year under review.

**INSURANCE:**

All the insurable interests of your Company including inventories, buildings, plant and machinery and liabilities under legislative enactments are adequately insured.

**LISTING OF SECURITIES:**

At present the securities of the Company are listed with The Stock Exchange Mumbai The company had proposed to delist the equity shares from all the Stock Exchanges except the Stock Exchange Mumbai and the proposal for delisting is under consideration before the Delhi Stock Exchange Association Limited, The Stock Exchange Ahmedabad, Ludhiana Stock Exchange Association Limited and the Calcutta Stock exchange Association limited and the approval for delisting of the shares is awaited.

**DEPOSITORY SYSTEM**

As per the SEBI Guidelines M/s. LINK INTIME INDIA PRIVATE LIMITED having office at A-40, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase-II, New Delhi-110028 have been associated with us as share transfer agent. All the members are requested to contact them for any kinds of shares related matters.

**THE CORPORATE GOVERNANCE CODE**

Implementation of Corporate governance is a turning point in bringing the transparency in the regulation and administration of corporate matters. We have implemented the corporate governance in spirit having vision to bring the complete discipline between the function and corporate regulation.

As a proactive step your Company has been following the Corporate Governance practices like striking out reasonable balance in the Composition of Board of Directors, setting up Audit Committee and other Business Committees, adequate disclosures and business to be deliberated by the Board etc, even before the code became mandatory applicable.

A Report in line with the requirements of clause 49 of the Listing Agreement on the Corporate Governance practices followed by the Company and the Auditors' Certificate on Compliance of mandatory requirements along with Management Discussion and Analysis, are given as an annexure to this report.

**AUDITORS' REPORT-OBSERVATION OF THE AUDITORS IN THE ANNUAL ACCOUNT**

The auditors' report on the accounts of the Company is self-explanatory.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

The report as required under the listing agreements with the Stock Exchanges is annexed and forms part of the Directors' Report.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

While preparing the annual financial statements the Company has adhered to the following:

In the preparation of the said financial statements the Company has followed the applicable accounting standards, referred to in Section 211(3-C) of the Companies Act, 1956.

---

## BCC FUBA INDIA LIMITED

---

The company has followed the said accounting standards and has been applying them consistently and has made judgments and estimates that are reasonable, prudent and are in the interest of the Company's business, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2012 and Statement of the profit & loss of the Company, for the said period.

The Directors have taken proper and sufficient care, for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

The Directors have prepared the financial statements on a going concern basis.

### **CEO CERTIFICATION:**

Chairman and Managing Director and Manager Finance & Accounts have certified to the Board that:

1. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - (a) these statements do not contain any materially untrue statement or omit any material fact contain statements that might be misleading.
  - (b) 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.
2. There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year, which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take rectify these deficiencies.
4. We have brought in notice to the auditors and the Audit Committee all the material transaction which have substantial effect on the financial health of the company

### **INDUSTRIAL RELATIONS**

The relations with labour remained cordial during the year.

### **ENERGY CONSERVATION/ TECHNOLOGY ABSORPTION/ FOREIGN EXCHANGE EARNING AND OUTGO**

Particulars of Energy Conservation / Technology Absorption and Foreign Exchanges earnings and out go as per Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of the particulars in the Report of Board of Directors) Rules 1988, are given annexure "I" and form part of this report.

### **PARTICULARS OF EMPLOYEES**

Particulars of employees under Section 217(2A) of the Companies Act, 1956 read with the companies (Particulars of employees) Rules 1975, are given in Annexure II and form part of this report.

### **ACKNOWLEDGEMENT:**

Yours Directors take the opportunity to offer thanks to the State Bank of Patiala for their valuable assistance.

Yours Directors also wish to place on record their deep sense of appreciation for services of the executives, staff and workers of the company for smooth operations of the Company.

By order of the Board of Directors

**By order of the Board of Director  
For BCC Fuba India Limited**

Date :31.07.2012  
Place: New Delhi

Sd-  
(V.S. Bhagat)  
Chairman and Managing Director



**ANNEXURE-I**

Information required under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 for the Period ended 31st March 2012.

**CONSERVATION OF ENERGY**

Your Company continues to give high priority to conservation of energy on an on-going basis. The required information in the prescribed 'Form A' are given hereunder.

**FORM 'A'**

**A. POWER AND FUEL CONSUMPTION**

**1. Electricity**

	<u>Current Year</u>	<u>Previous Year</u>
(a) Purchased-		
Units	1203660	1963292
-Total Amt.(Rs. In Lacs)	64.93	81.92
-Rate per Unit (Rs.)	5.39	4.17
(b) Own Generation		
i) Through Diesel generator		
- Units	21226	42626
- Units per lt.of diesel Oil	3.38	2.71
- Cost per unit (Rs.)	11.68	13.75
ii) Through steam turbine/ generator	Nil	Nil
<b>2. Coal</b>	Nil	Nil
<b>3. Furnace Oil</b>	Nil	Nil
<b>4. Others Internal Generation</b>	Nil	Nil

**CONSUMPTION PER UNIT OF PRODUCTION**

Product	<b>Printed Circuit Boards</b>	
Electricity consumed	100.67 units	99.80 units
Per sq.mtr.	(Rs 554.00)	(Rs.436.82)

**RESEARCH AND DEVELOPMENT (R&D)**

Research and development continues to be given high priority. A number of developments have been incorporated in the products due to these efforts.

**TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION**

The technology imported from M/s Fuba Printed Circuits GMBH (Formerly Fuba Hans Kolbe & Co.) the technical collaborator of your Company, has been fully absorbed and we are able to manufacture the products without any foreign technical assistance. The company has developed capacity to manufacture the multilayer boards and double-sided boards with SMT pads.

**FOREIGN EXCHANGE EARNINGS AND OUTGO:**

	<u>2011-2012</u> <u>(Rs. in Lacs)</u>	<u>2010-2011</u> <u>(Rs. in Lacs)</u>
<b>A. FOREIGN EXCHANGE USED</b>		
1. Traveling expenses	NIL	NIL
2. Raw materials/chemicals/ Stores and spares etc. Imported	154.13	277.65
3. Others (P&M)	NIL	NIL
<b>FOREIGN EXCHANGE EARNED</b>	<b>.68</b>	<b>.97</b>

**ANNEXURE-II**

**Particulars of Employees under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and forming part of the Directors' Report for the year ended 31 March 2012.**

Name of the Employee	:	Mr. V.S. Bhagat
Age	:	71 Years
Designation/ Nature of Duties	:	Chairman & Managing Director/looking After the Company's affairs
Gross remuneration	:	16,44,000
Qualification	:	B.A. (Hons) in Economics
Experience	:	49 years
Date of Commencement of Employment	:	01-04-90
Previous Employment/ Position Held	:	Bhagat Construction Co. Pvt. Ltd. Director

**NOTES**

1. Mr. V.S. Bhagat is related to Mrs. Renu Bhagat & Mr. Veenu Pasricha, Director.
2. Remuneration received includes Gross salary, Employer's Contribution towards provident fund, medical reimbursement, cost of hiring leased/ consessional leased accommodation.
3. There is no employee in the Company, who is in receipt of remuneration in excess of that drawn by Managing Director and holds himself or alongwith his spouse and dependent children, not less than two percent of the equity shares of the company.

**CORPORATE GOVERNANCE****1. Company's philosophy on code of corporate governance:**

BCC Fuba strives for excellence in corporate governance practices, which the Company recognizes is fundamental to securing the trust of investors and key stakeholders. BCC Fuba's management, together with our Board of Directors, continually evaluates processes and implements procedures designed to maintain strong governance and operations standards. In doing so, we strive to manage the Company according to the highest principles of responsibility and integrity, and align the interests of management and the Board with those of our shareholders. The Company is in full compliance with the requirements under Clause 49 of the Listing Agreement with the Stock Exchanges.

**2. Board of Directors**

The Board of Directors consists of 7 Directors.

Composition and category of Director is as follows:

Executive Directors:	Shri V.S.Bhagat Mr. Sukhminder Singh Baidwan
Promoters/ Non-executive Directors	Smt. Renu Bhagat
Non-executive and Independent Directors	Shri A.P.Mathur Shri Veenu Pasricha Shri R.M. Mehta Shri H.R. Ansari

**Composition, Attendance at the Board Meetings and the last Annual General Meeting, Outside**

**Directorships and other Board Committees**

Director	No.of Board meetings attended	Attendance at previous AGM on 30.09.2011	No.of outside Directorship held	No.of membership/ Chairmanship in Committees	Executive/Non-executive/ Independent
1. Mr. V.S.Bhagat	5	Present	5	1	Executive
2. Mr. S. S. Baidwan	0	Present	0	0	Executive
3. Mrs. Renu Bhagat	4	Present	3	1	Non-executive and independent
4. Mr. A.P.Mathur	4	Present	1	3	Non-executive and independent
5. Mr. R.M. Mehta	4	Absent	0	2	Non-executive and independent
6. Mr.Veenu Pasricha	5	Present	3	2	Non-executive and independent
7. Mr. H.R. Ansari	5	Absent	3	0	Non-executive and independent

**3. Number of Board meetings held and the date on which held**

5 Board meeting were held during the year. The dates on which the meetings were held are as follows 27.04.2011,30.05.2011,30.07.2011, 31.10.2011, 28.01.2012

**Code of Conduct for Board Members & Senior Management Team:**

Pursuance to the provisions of clause 49 of the Listing Agreement, the Board has laid down a Code of Conduct for all Board Members and Senior Management Team.

All Board Members and Senior Management Team have affirmed compliance of code of conduct as on 31.03.2012 and a declaration to that effect signed by Chairman & Senior Managing Director is attached and forms part of this report.

**4. Audit Committee:**

The Audit committee comprises of Mr. A.P.Mathur, Mr. Veenu Pasricha and Mr. R.M. Mehta all being non-executive and independent Directors. The composition, role, functions and power of the audit committee are in tune with the requirements of applicable laws and regulations and guidelines issued/to be issued by the Regulatory Authorities.

During the year, the committee has met four times. Attendance of each member at the committee meeting were as follows:

Sl. No.	Name of the Members	Status	No. of Meeting attended
1.	Sh. A.P.Mathur	Chairman & Independent Director	4
2.	Sh. R.M. Mehta	Independent Director	4
3.	Sh. Veenu Pasricha	Independent Director	4

**5. Remuneration Committee:**

Remuneration committee consists of Non-executive Independent Directors viz Sh. A.P.Mathur, Sh. R.M. Mehta and Sh. Veenu Pasricha. The committee recommend/ review the remuneration package of the Managing Director/ Whole-time Director(s) in accordance with the existing industry practice and also with the provisions of the Companies Act, 1956.

Details of remuneration paid to Managing Director is as follows:

Sh. V.S. Bhagat                                  Managing Director                                  Rs. 14,88,000/-

Besides these he is also entitled to Company's contribution to P.F. Fund, Superannuation fund, Gratuity, Medical

Reimbursement and encashment of leave at the end of tenure as per the Rules of the Company

**Remuneration paid to non-executive directors**

No remuneration is paid to Non-executive Directors except sitting fees for attending the meeting of Board of Directors and committee thereof.

The company's pays sitting fees to all the non-executive directors at the rate of Rs.1000/- for each meeting of the Board of Director or committee. The fees paid for the year ended 31st March 2012 to the Directors are as follows:

## BCC FUBA INDIA LIMITED

Sl. No.	Name of the Directors	Amount in Rs.
1.	Shri A.P.Mathur	15000
2.	Shri Veenu Pasricha	14500
3.	Shri R.M. Mehta	13500
4.	Ms.Renu Bhagat	9500
5.	Shri H.R. Ansari	7500

### 6. Shareholders grievances committee:

Shareholders grievances committee is headed by Sh. A.P. Mathur, non-executive and independent Director of the Company as chairman and comprises two other Directors Sh. V.S. Bhagat and Smt. Renu Bhagat as member. The committee observes and review the shareholders grievances and ensures to provide prompt and satisfactory services to the shareholders.

During the year, 1 complaints were received from the shareholders and all of them were resolved to the full satisfaction of the shareholders. No investors complaints was pending as on 31.03.2012.

M/s. LINK INTIME INDIA PRIVATE LIMITED. having office at A-40, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase-II, New Delhi-110028 has been working as common share transfer agent for all the work related to both physical and electronic mode of equity shares.

### General Body Meetings:

Location and time for last three Annual General meeting:

Year	Location	Date	Day	Time
2008-09	4 Km. Swarghat Road, Nalagarh-174104, Distt. Solan, Himachal Pradesh.	25.09.2009	Friday	10.30 A.M
2009-10	4 Km. Swarghat Road, Nalagarh-174104, Distt. Solan, Himachal Pradesh.	30.09.2010	Thursday	10.00 A.M
2010-11	4 Km. Swarghat Road, Nalagarh-174104, Distt. Solan, Himachal Pradesh	30.09.2011	Friday	2.30 P.M

No resolution was required to be put through postal ballot.

### 7. Disclosures

The related party transactions have been disclosed in Notes of Account forming part of the Statement of Accounts for the financial year ended 31<sup>st</sup> March, 2012 and since the necessary disclosures were made in respect of the said transactions to the respective Boards of Directors, no transaction is considered to be in potential conflict with the interests of the company at large.

There has not been any non-compliance, penalties or strictures imposed on the company by the stock exchange (s), Securities and Exchange Board of India or any other statutory authority, on any matter relating to the capital markets, during the last three years.

### 8. Means of communication

The quarterly, Half-yearly and Annual Results are generally published by the Company in English Financial Express, and vernacular Divya Himachal/ Himachal Times Hindi edition. The company have its web site. Official news releases and notices etc. are sent to the Stock Exchange at Mumbai where shares of the company are listed.

### 9. General shareholders information:

#### (a) Annual General Meeting:

Date and time	:	29 <sup>th</sup> September 2012 at 11.00 A.M.
Venue	:	4 Km. Swarghat Road, Nalagarh-174101 Distt. Solan, Himachal Pradesh

#### (b) Financial Calendar (tentative)

**BCC FUBA INDIA LIMITED**

Annual General Meeting	:	29.09.2012
Results for the quarter ending 30.06.2012	:	Last week of July, 2012
Results for the quarter ending 30.09.2012	:	Last week of October, 2012
Results for the quarter ending 31.12.2012	:	Last week of January, 2013
Results for the quarter ending 31.03.2013	:	Last week of May, 2013
<b>(c) Book Closure Date</b>	:	22.09.2012 to 29.09.2012
<b>(d) Listing of Equity Shares</b>	:	Mumbai
<b>(e) Stock Market Data</b>	:	

Month	Bombay Stock Exchange (BSE)	
	Month's High Price	Month's Low Price
April. 2011	4.86	3.76
May. 2011	4.50	3.65
June. 2011	5.70	3.74
July. 2011	9.75	5.69
Aug. 2011	9.94	7.40
Sept. 2011	7.26	4.76
Oct. 2011	5.68	4.76
Nov. 2011	5.09	3.75
Dec. 2011	4.28	3.56
Jan. 2012	3.78	3.30
Feb. 2012	4.46	3.53
March 2012	4.37	3.05

M/s.LINK INTIME INDIA PRIVATE LIMITED

**(f) Registrar & Share Transfer Agent and Communication regarding all kinds of Share related matters** : A-40, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase-II, New Delhi-110028

**(g) Shareholding pattern as on 31.03.2012**

Sl. No.	Category	No. of shares	Percentage
1	Promoters	2260052	37.30
2	Indian Financial Institutions, Banks, Mutual Funds	78423	1.29
3	Foreign Institutional Investors/ NRIs	13595	0.22
4	Others	3706980	61.19
	Total	6059050	100.00

**(h) Distribution on shareholding as on 31.03.2012**

No. of share held	No. Of Shareholders	% of shareholders	No. of Equity shares	% of shareholding
1-2500	10102	81.87	1271776	20.99
2501- 5000	1250	10.13	500171	8.26
5001-10000	536	4.84	434625	7.17
10001-20000	231	1.87	358762	5.92
20001-30000	81	0.65	214473	3.54
30001-40000	25	0.21	89504	1.48
40001-50000	36	0.29	169163	2.79
50001-100000	47	0.38	343404	5.67
above 100001	31	0.26	2677172	44.18
Total	<b>12339</b>	<b>100.00</b>	<b>6059050</b>	<b>100.00</b>

---

## BCC FUBA INDIA LIMITED

---

The above report was adopted by the Board of Directors at their meeting held on 31.07.2012

**Declaration regarding Compliance of code of conduct:**

I, Vidya Sagar Bhagat, Chairman & Managing Director of M/s. BCC Fuba India Limited hereby declare that all Board Members and Senior Management Team have affirmed compliance of the code of conduct during the financial year ended 31.03.2012.

Place: New Delhi

Date-31.07.2012

(Vidya Sagar Bhagat)

Chairman & Managing Director

**AUDITORS CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENTS**

**To the Members of BCC FUBA INDIA LIMITED**

We have reviewed the implementation of Corporate Governance by BCC FUBA INDIA LIMITED (the company) during the year ended 31.03.2012, with the relevant records and documents maintained by the company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions on Corporate is the responsibility of the Management. Our examination was limited to review of procedures 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.

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.

We state that no valid investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/ Investors Grievances Committee.

On the basis of our review and according to the information and explanations provided to us, the conditions of corporate Governance as stipulated in clause 49 of the Listing Agreement(s) with the stock Exchange have been complied with in all material respect by the Company.

**For Aggarwal & Rampal,  
Chartered Accountants**

**Sd/-**

**(Vinay Aggarwal)**

**Partner**

M.No, 082045

**Place: Delhi**

**Date: 31.07.2012**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**Financial Performance:**

During the year under consideration there have been several challenges both on the domestic and international fronts. Sovereign debt crisis in the European countries and weak recovery hopes for other developed economies derailed the global economic environment.

The global economic disturbances continued to bring challenges to the electronics industry during the Year. Consumer demand for electronic products has largely declined leading to a significant decrease in sales orders. Average selling prices also experienced a drastic fall. Due to the abovementioned factors, turnover of the company were all affected and declined in various degrees as compared to the corresponding period last year.

Company, during the year under consideration, had recorded a massive decline in turnover. Furthermore, a drastic decline in average selling prices was also seen for PCBs products.

During the Year, sales of PCBs recorded Rs.640.18 (2011: Rs.868.47), Due to decrease in turnover and decline in average selling price company recorded an operating loss of Rs.28.07, as compared to an operating profit of Rs. 103.69 in the corresponding period last year.

Leveraging on its strong reputation for producing high quality products, the company continued to receive orders from existing customers despite challenging market situations.

**Industrial Structure and Development:**

A printed circuit board is used to mechanically support and electrically connect electronic components using conductive pathways, or traces, etched from copper sheets laminated onto a non-conductive substrate. Alternative names are printed wiring board (PWB), and etched wiring board. A PCB populated with electronic components is a printed circuit assembly (PCA), also known as a printed circuit board assembly (PCBA). PCBs are rugged, inexpensive, and can be highly reliable. They require much more layout effort and higher initial cost than either wire-wrapped or point-to-point constructed circuits, but are much cheaper and faster for high-volume production. Much of the electronics industry's PCB design, assembly and quality control needs are set by standards that are published by the IPC organization.

With the increasing electronic content of the average vehicle and the exacting future requirements substrates, are a key component to facilitate increase automotive vehicle functionality. And this feature predicts the better prospective of the PCB industry.

**Opportunities, threats, Risk and Concerns:**

Although the prospects and future of many developing economies including India are brighter today, there are several challenges before the world that needs to be addressed. There is increased competition for natural resources and increasingly volatile and uncertain economic environment. To maintain a sustainable growth and there is need of today to push forward critical governance reforms which have been pending for long.

Costs of key raw materials like copper clad laminate have been on rise for some time now due to their relative shortage, inadequate investment in fresh capacities and buoyant demand conditions. There is risk of the prices not coming down anytime soon.

PCB industry is a cyclical industry, is closely related with the global economy. If the economy is the second bottom, demand declined again, it will have a major impact of our assumptions and will have a major impact on the performance of the company.

PCB corporate profits are very sensitive to product prices, the price rise cycle, corporate profits will be substantially increased. From the global PCB industry supply and demand in the next two years, demand will rapidly increase, while the supply is very limited expansion of the situation that may arise in the next two years, PCB industry, tight balance between supply and demand may occur. Demand of the PCB is expected to rise in the future with the rise of the economy of the country.

**Outlook:**

The outlook for future of India is full of opportunities. FY 2012-13 marks the beginning of the first year of the twelfth five year plan of the government of India, which aims at faster, sustainable and inclusive growth. One of the objectives identified for the same is focus on domestic demand driven growth recovery. Market research showed that although India repeatedly referred to "30%" increase over the past 10-15 year period, the circuit board production base in India is very small, and more than 160 vendors will create an annual output of only about \$180 million. Even the local Indian number one, the second circuit board manufacturer's annual revenue totaled only 45 million U.S. dollars. If they only rely on India itself to achieve the balance between supply and demand of circuit board, it will take several years to complete.

We have to invest considerably in reviving the plant and its operations including refurbishing the machinery, replacing obsolete equipment, infusing working capital, and adding new customers to its existing ones.

We will definitely continue to strengthen the PCB edge, timely expansion, the PCB business to do fine and stronger.

**Internal Control Systems and their adequacy:**

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions authorized, recorded and reported correctly. The internal control is supplemented by extensive program of internal audits, review by management and documented policies, guidelines and procedures.

**Industrial Relations and human resources development:**

The industrial relations have been cordial and satisfactory. We recognize the importance of Human resources and give full respect for its development and are committed to the development of our human resource. Efforts continue to make the organisation a great place to work.

**Cautionary Statement:**

Facts and figure in the Management's Discussion and Analysis describe the company's projection and estimates may be "forward looking predictions" and it may differ from the results.

**AUDITOR'S REPORT**

To,  
The Members,  
BCC FUBA INDIA LIMITED

We have audited the attached Balance Sheet of **M/S BCC FUBA INDIA LIMITED** as at 31<sup>st</sup> March, 2012 and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. We have expressed an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards required that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our audit also included 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;

As required by the Companies (Auditor's Report), 2003 as amended by Companies (Auditors Report) (Amendment) Order, 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

1. 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.
2. In our opinion, the company has kept proper books of account as required by law so far as appears from our examination of those books.
3. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with in this report are in agreement with the books of account.
4. In our opinion, the Profit & Loss Account and Balance Sheet and Cash Flow Statement generally comply with the accounting standard referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
5. On the basis of the written representation received from the directors, as on 31<sup>st</sup> March, 2012, and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31<sup>st</sup> March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
6. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes on account thereon 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, subject to :-
  - a) *Non amortization of miscellaneous expenditure up to 31<sup>st</sup> March, 2012 to the extent of Rs. 51.23 Lacs (previous year Rs 51.23 Lacs)*
  - b) *The Company has failed to appoint whole-time secretary as required by section 383A of the Companies Act, 1956*
  - c) *The Company has not complied with "Companies (Cost Accounting Records) Rules, 2011" prescribed vide Notification dated 03rd June 2011 which requires to keep and maintain cost records and to submit compliance report duly certified by a cost accountant for the financial year 2011-12.*
    - i) In the case of Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2012 and
    - ii) In the case of the Profit and Loss Account, of the Loss for the year ended on that date.
    - iii) In so far as it relates to the Cash Flow Statement of Cash Flow of the company for the year ended on that date.

For Aggarwal & Rampal  
Chartered Accountants  
F. R. No. 003072N

Vinay Aggarwal  
Partner  
M.No 082045

Place: New Delhi  
Dated : May 28, 2012



**ANNEXURE TO REPORT UNDER COMPANIES (AUDITOR'S REPORT) ORDER 2003 REFERRED AS AMENDED BY COMPANIES (AUDITORS REPORT)(AMENDMENT ORDER)TO IN OUR AUDIT REPORT OF EVEN DATE OF BCC FUBA INDIA LIMITED:-**

- 1 (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us most of the assets have been physically verified by the management during the year and as per the explanations and information given to us there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. As explained to us discrepancies noticed on physical verification were not significant and have been properly dealt with in the books of account.
- (c) During the year, the company has not disposed off any part of the plant and machinery, which will have the effect on the Going concern of the company.
- 2 (a) As explained to us the inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) 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) As explained and based on the information given to us, we are of the opinion that the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material and the same have been properly dealt with in the books of account.
- 3 (a) The Company has taken loan from the following parties covered in the register maintained under section 301 of the companies act, 1956.
  - (i) Three companies in which directors are interested.
  - (ii) One director.

The maximum amount outstanding during the year in the above accounts was aggregating to Rs. 633.99 lacs and the year end balance of loans taken from such parties was RS. 565.93 lacs.

As explained to us, the company has not granted loan to any firm covered in the register maintained under section 301 of the companies act, 1956.
- (b) In our opinion the rate of interest and other terms and condition on which the loan has been taken from companies, firms and other parties listed in the register maintained under section 301 are not, prima facie, prejudicial to the interest of the company.
- (c) As explained to us there is no stipulated time frame for the repayment of the above loan hence we are unable to comment on the regularity of the repayment of the principal and interest on above loan taken or granted to the parties covered under section 301 of the companies act, 1956.
- (d) In the view of the above we are unable to comment whether there is any overdue amounts of loans taken from or granted to the companies, firms or other parties listed in the registers maintained under section 301 of the companies act, 1956.
4. In our opinion and according to the information and explanations given to us, the company has a system of internal control and of its evaluation on regular basis to strengthened it, in order to make it commensurate with the size of company and the nature of its business with regard to, purchase of inventory, fixed assets, and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in such internal controls.
5. In our opinion and according to the information and explanations given to us, there were no transactions during the year that need to be entered in the registers maintained under section 301.
6. In our opinion and according to the information and explanations given to us, the company has not accepted any Deposits as defined with in the meaning of Sections 58A and 58AA of the companies Act, 1956 and the companies (Acceptance of Deposits) Rules 1975 .
7. In our opinion and according to the information and explanation given to us, the company has an internal Audit System commensurate with the size of the company and nature of its Business.
8. *The company has not prepared and maintained proper records of cost records as prescribed by the Central Government under section 209 (1) (d) of the Companies Act, 1956.*

9. (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees state insurance, income tax, sales tax, Service Tax, wealth tax, custom duty, excise-duty, Fringe Benefit Tax, cess and other statutory dues applicable to it, and according to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, custom duty and excise duty were outstanding, as at 31.03.2012 for a period of more than six months from the date they became payable except the followings:-

<b>Nature of Liabilities</b>	<b>Amount (Rs.)</b>	
<b>Sales tax on sale of DEPB</b>	<b>101,758</b>	<b>(Inclusive of Rs.10,1758 Which is outstanding for more than six months and has not been provided in books of accounts)</b>

- (b) According to the records of company and as per information and explanations given to us there are no dues of sales tax, income tax, custom tax, wealth tax, excise duty, cess which have not been deposited on account of any dispute.
10. The accumulated losses of the company exceeded fifty percent of its net worth. *Further it has incurred cash losses of Rs.70,13,542 during the financial year and has not incurred any cash losses in the immediately preceding financial year.*
11. As explained and informed to us by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institution, or bank.
12. Based on the records, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion and to the best of our information and according to the explanation provided by the management the company is neither a Chit fund company nor a Nidhi / Mutual Benefit Funds / Societies. Hence the requirements of the para do not apply to the company.
14. In our opinion and as per explanations given to us by the management the Company is not dealing or trading in Shares, securities or Debentures and other investments.
15. The company has not given any guarantee for loans taken by others from bank or financial institutions.
16. The company has not raised any Term Loan during the year.
17. 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 and no Long-term funds have been used to finance short-term assets except core (permanent) working capital
18. As explained and informed to us by the management and upon our examination of records we report that the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
19. During the period covered by our audit report, the company has not issued any types of debentures.
20. During the financial year the company did not raise any money by public issue.
21. In our opinion and according to the information and explanations given to us by the management, there was no fraud on or by the company which has been noticed and reported during the year that causes the financial statements to be materially misstated.

For **Aggarwal & Rampal**

Chartered Accountants

F. R. No. 003072N

**Vinay Aggarwal**

Partner

M.No 082045

Place: New Delhi

Dated : May 28, 2012

**BCC FUBA INDIA LIMITED**

**BALANCE SHEET AS AT MARCH 31, 2012**

Particulars	Note	March 31, 2012	March 31, 2011
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2.1	60,581,500	60,581,500
(b) Reserves and Surplus	2.2	(60,235,070)	(51,836,395)
(c) Money received against share warrants		-	-
		<b>346,430</b>	<b>8,745,105</b>
<b>(2) Share application money pending allotment</b>		-	-
<b>(3) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	2.3	56,592,793	50,444,108
(b) Deferred Tax Liabilities (net)	2.4	-	-
(c) Other Long Term Borrowings		-	-
(d) Long Term Provisions	2.5	2,004,610	3,306,379
		<b>58,597,403</b>	<b>53,750,487</b>
<b>(4) Current Liabilities</b>			
(a) Short-Term Borrowings	2.6	5,909,324	7,298,831
(b) Trade Payables	2.7	4,109,500	6,818,701
(c) Other Current Liabilities	2.8	1,418,062	1,705,030
(d) Short-Term Provisions	2.9	3,569,046	2,586,087
		15,005,932	18,408,650
		<b>73,949,766</b>	<b>80,904,242</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	2.10	10,298,364	11,671,207
(ii) Intangible Assets--			
(iii) Capital WIP--			
(iv) Intangible assets under development		-	-
		10,298,364	11,671,207
(b) Non-current Investment	2.11	100,000	100,000
(c) Deferred Tax Asset (net)--			
(d) Long Term Loans and Advances	2.12	1,692,459	1,692,459
(e) Other non current assets	2.13	5,232,838	5,177,017
		<b>17,323,660</b>	<b>18,640,683</b>
<b>(2) Current Assets</b>			
(a) Current investments	2.14	-	-
(b) Inventories	2.15	31,452,232	37,493,413
(c) Trade receivables	2.16	21,666,706	20,765,284
(d) Cash and Bank Balances	2.17	839,155	1,574,446
(e) Short-term loans and advances	2.18	2,614,400	2,268,984
(f) Other current assets	2.19	53,613	161,432
		56,626,105	62,263,559
		<b>73,949,766</b>	<b>80,904,242</b>
<b>Significant Accounting Policies and Notes on Accounts</b>		<b>1 &amp; 2</b>	
As per our report attached			
For <b>Aggarwal and Rampal</b> Chartered Accountants F.R.No. 003072N		<b>For and on behalf of the Board of Directors</b>	
<b>Vinay Aggarwal</b> Partner Membership No. : 082045  Place : New Delhi Date : May 28 , 2012		Sd/- <b>A.P. Mathur</b> <b>R.M. Mehta</b> <b>Veenu Pasricha</b> Directors  Sd/- <b>V. S. Bhagat</b> Chairman & Managing Director	

**BCC FUBA INDIA LIMITED**

**PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON MARCH 31, 2012**

Sr.No	Particulars	Note	March 31, 2012	March 31, 2011
<b>I</b>	Revenue from operations (gross)	2.20	64,017,815	86,847,833
	Less: Excise Duty		6,023,415	8,165,596
	Revenue from operations (net)		57,994,399	78,682,237
<b>II</b>	Other Income	2.21	581,167	1,049,431
<b>III</b>	<b>Total Revenue (I +II) ( III )</b>		<b>58,575,566</b>	<b>79,731,668</b>
<b>IV</b>	<b>Expenses</b>			
	Cost of materials consumed	2.22	32,640,737	50,259,883
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	2.23	4,804,346	(11,327,559)
	Employee Benefit Expense	2.24	11,524,942	11,656,272
	Finance Costs	2.25	4,205,952	6,560,244
	Depreciation and Amortization Expense	2.26	1,385,133	7,479,049
	Other Expenses	2.27	12,413,131	18,773,775
	<b>Total Expenses (IV)</b>		<b>66,974,241</b>	<b>83,401,664</b>
<b>V</b>	Profit (Loss) before exceptional and extraordinary items and tax	(III - IV)	(8,398,675)	(3,669,996)
<b>VI</b>	Exceptional Items		-	-
<b>VII</b>	Profit (Loss) before extraordinary items and tax	(V - VI)	(8,398,675)	(3,669,996)
<b>VIII</b>	Extraordinary Items		-	-
<b>IX</b>	Profit (Loss) before tax	(VII - VIII)	(8,398,675)	(3,669,996)
<b>X</b>	<b>Tax expense:</b>			
	Current tax		-	-
	Deferred Tax		-	-
<b>XI</b>	Profit(Loss) from the period from continuing operations	(IX-X)	(8,398,675)	(3,669,996)
<b>XII</b>	Profit/(Loss) from discontinuing operations		-	-
<b>XIII</b>	Tax expense of discounting operations		-	-
<b>XIV</b>	Profit/(Loss) from Discontinuing operations	(XII - XIII)	-	-
<b>XV</b>	Profit/(Loss) for the period	(XI + XIV)	(8,398,675)	(3,669,996)
<b>XVI</b>	Earning per equity share:			
	(1) Basic		(1.39)	(0.61)
	(2) Diluted		(1.39)	(0.61)
	Number of Shares used in computing Earning per share		6,057,250	6,057,250
	Significant Accounting Policies and Notes on Accounts	1 & 2		
As per our report attached For <b>Aggarwal and Rampal</b> Chartered Accountants F.R.No. 003072N  <b>Vinay Aggarwal</b> Partner Membership No. : 082045  Place : New Delhi Date : May 28 , 2012		<b>For and on behalf of the Board of Directors</b>  Sd/- <b>A.P. Mathur</b> <b>R.M. Mehta</b> <b>Veenu Pasricha</b> Directors  Sd/- <b>V. S. Bhagat</b> Chairman & Managing Director		

**BCC FUBA INDIA LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2012**

Particulars	Note	March 31, 2012	March 31, 2011
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit before tax and appropriations		(8,398,675)	(3,669,996)
<b>Adjustments for:</b>			
Depreciation		1,385,133	7,479,049
Interest Expenses		4,018,063	6,315,674
Operating Profit before working capital changes		(2,995,479)	10,124,727
<i>Changes in working capital:</i>			
<i>Adjustments for (increase) / decrease in operating assets:</i>			
(Increase)/Decrease in Trade and other Receivables		(1,194,840)	1,546,877
(Increase)/Decrease in Inventories		6,041,181	(14,827,039)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>			
Increase/(Decrease) in Current Liabilities		(2,996,169)	1,096,813
Increase/(Decrease) in Provisions		(318,810)	1,252,123
Operating Profit after working capital changes		<b>(1,464,116)</b>	<b>(806,499)</b>
Tax Paid- Charge as per Profit and Loss account-			
<b>Net Cash from Operating Activities</b>	<b>( A )</b>	(1,464,116)	(806,499)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Fixed Assets		(12,290)	(1,306,589)
<b>Net Cash from/(used in) Investing Activities</b>	<b>( B )</b>	(12,290)	(1,306,589)
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Increase/(Decrease) in Working Capital Loans loans		6,148,685	8,816,761
Increase/(Decrease) in un-secured loans		(1,389,507)	(44,537)
Interest Paid		(4,018,063)	(6,315,674)
<b>Net Cash from/(used in) Financing Activities</b>	<b>( C )</b>	741,115	2,456,551
<b>Net increase/(decrease) in cash and cash equivalent</b>	<b>(A+B+C)</b>	(735,291)	343,462
Cash and Cash equivalents as at the beginning of the year		1,574,446	1,230,984
<b>Cash and cash equivalent as at the end of the year</b>		839,155	1,574,446

As per our report attached

For **Aggarwal and Rampal**  
Chartered Accountants  
F.R.No. 003072N

**Vinay Aggarwal**  
Partner  
Membership No. : 082045

Place : New Delhi  
Date : May 28 , 2012

For and on behalf of the Board of Directors

Sd/-  
**A.P. Mathur**  
**R.M. Mehta**  
**Veenu Pasricha**  
Directors

Sd/-  
**V. S. Bhagat**  
Chairman & Managing Director

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS****COMPANY OVERVIEW**

**BCC FUBA INDIA LIMITED**, in collaboration with **Fuba Hans Kolbe of Germany**, entered the Indian market in 1990 as a manufacturers of Single Sided, Double Sided and Multilayered (up to 8 layers) **PRINTED CIRCUIT BOARDS (PCBs)**. In course of time BCC FUBA has obtained ISO 9001 (2000) certification, approval by the Under Writers Laboratory (U.L) of U.S.A, domestic approval by CACT and C-Dot etc. Consequently BCC FUBA can meet DIN, US MIL standards and IPC specifications.

**1. SIGNIFICANT ACCOUNTING POLICIES****1.1 Basis of preparation of financial statements**

- a) The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on accrual basis. GAAP comprises mandatory accounting standards as specified in the companies (Accounting Standards) Rules 2006, the provisions of the Companies Act, 1956 and guidelines issued by the Securities and Exchange Board of India. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.
- b) The Management evaluates all recently issued or revised accounting standards on an on-going basis.

**1.2 Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Examples of such estimates include estimates of carrying value of work in progress, provision of doubtful debts and useful life of fixed assets. Actual results could differ from estimates.

**1.3 Fixed Assets and Depreciation**

- (a) Fixed Assets are stated at cost, less accumulated depreciation less impairment, if any. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets are also included to the extent they relate to the period till such assets are ready to be put to use.
- (b) Depreciation is provided on straight line method on pro rata basis on the rates prescribed under schedule XIV of the Companies Act, 1956.

**1.4 Treatment of foreign currency transactions:**

- (a) Foreign Exchange transactions denominated in foreign currency are recorded at the rate of the date, on which such transactions are initially recognised.
- (b) Current Assets & Current Liabilities receivable / payable in Foreign Currency and outstanding in the books of account as at the close of the year are reflected on the basis of the Foreign Exchange rates prevailing as on that date.
- (c) Gains and losses on Foreign Exchange transactions relating to the Foreign Exchange rate difference account to be charged to the Profit and Loss Account as far as possible.

**1.5 Sales**

Net Sales are exclusive of Excise duty net of sales returns. Export sales are recognised on the basis of the Airway bills date.

**1.6 Purchases**

Imported raw material is accounted for at the date of receipt of such goods in the factory and is booked at the rate mentioned in the Bill of Entry. Provisions for the all-outstanding bills as on 31<sup>st</sup> March are accounted for at the rate prevailing on that date.

**1.7 Inventory valuation**

- (a) Stocks of raw materials are valued according to Weighted Average Cost method as prescribed for the valuation of inventory at purchase cost or net realisable value whichever is low. The quantity and valuation of stocks of Raw Material is taken as physically verified, valued and certified by the management at the end of the year.

- (b) Finished goods are valued at lower of cost or net realizable value. Cost for the purpose is determined on the basis of absorption costing method. The quantity and valuation of finished goods is taken as physically verified, valued and certified by the management as at the end of the year.
- (c) The stock of Work in progress is valued at the estimated cost to the Company. The quantity and valuation of Inventory of work-in-progress is taken as physically verified, valued and certified by the management as at the end of the year.

**1.8 Treatment of excise duty**

The Excise Duty is accounted for as and when the same is paid on dispatch of goods from the factory/bonded premises and provision made for goods lying in the factory at the year end and included in the value of such-stocks.

**1.9 Revenue Recognition**

- a) The income is recognised on the accrual basis.
- b) Export incentives are accounted on accrual basis and included estimated realisable values / duty exemption pass book schemes, wherever applicable.

**1.10 Retirement Benefits**

- a) **Provident Fund:** - Employees receive benefits from a Provident Fund, which is a defined Contribution plan. Both the Employee and the Company make monthly contributions to the regional Provident Fund equal to a specified percentage of the covered employee's salary. The Company has no further obligations under the plan beyond its monthly contributions.
- b) **Gratuity:** - In accordance with the payment of Gratuity Act, 1972, the Company provides for gratuity a non funded defined benefit retirement plan covering all employees, The plan, subject to the provisions of the Act, provides a lump sum payment to vested employees at retirement or termination of employment of an amount based on the respective employees salary and the years of employment with the Company. The Company estimates its liability on adhoc basis in the interim financial reports and on an actuarial valuation basis as at the end of the year carried out by an independent actuary, and is charged to Profit and Loss Account in accordance with AS-15(revised).
- c) **Leave encashment :-** cost is a defined benefit, and is accrued on adhoc basis in the interim financial reports and on an actuarial valuation basis as at end of the year carried out by an independent actuary, and is charged to Profit and Loss Account in accordance with AS-15(revised).

**1.11 Taxes on Income**

In the view of accumulated losses and erosion in the value of net worth Deferred Tax Assets has not been provided in the books of accounts keeping in view of the prudence concept as per Accounting Standards 22 issued by the Institute of Chartered Accountants of India.

**1.12 Contingent liabilities**

All liabilities have been provided for in the accounts except liabilities of contingent nature, which have been disclosed at their estimated value in the notes on accounts.

**1.13 Earning per share**

Basic Earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholder by (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

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

**1.14 Provisions**

A provision is recognized when 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 are not discounted to their present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet and adjusted to reflect the current best management estimates.

## BCC FUBA INDIA LIMITED

**Notes forming part of Financial Statements**  
**Note : 2.1 Share Capital**

Sr. No	Particulars	March 31, 2012	March 31, 2011
	<b>Authorised Capital</b>		
	6,500,000 (65,00,000) Equity Shares of Rs. 10 each.	65,000,000	65,000,000
		65,000,000	65,000,000
	<b>Issued and Subscribed Share Capital</b>		
	6,059,050 (6,059,050) Equity Shares of Rs. 10 each, Fully paid up	60,590,500	60,590,500
		60,590,500	60,590,500
	<b>Paidup Share Capital</b>		
	6,057,250 (6,057,250) Equity Shares of Rs. 10 each, Fully paid up	60,572,500	60,572,500
	Add : Forfeited Shares - 1800 Equity shares of Rs. 10 each, Rs 5 Paid up	9,000	9,000
	<b>Total</b>	<b>60,581,500</b>	<b>60,581,500</b>

2.1.1 The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2012 and March 31, 2011 is set out below :

Sr. No	Particulars	March 31, 2012		March 31, 2011	
		Number of Shares	Amount	Number of Shares	Amount
1	Balances at the beginning of the year	6,057,250	60,572,500	6,057,250	60,572,500
2	Add : Shares issued during the Year	-	-	-	-
	<b>Balance as at the end of the year</b>	<b>6,057,250</b>	<b>60,572,500</b>	<b>6,057,250</b>	<b>60,572,500</b>

2.1.2 The detail of shareholders holding 5 percent or more shares in the company are as under :-

Sr. No	Name of Shareholder	March 31, 2012		March 31, 2011	
		Number of Shares	Amount	Number of Shares	Amount
1	V.S. Bhagat ( 24.81 %)	1,503,478	15,034,780	1,503,478	15,034,780
2	Hans Kolbe & Company (8.79 %)	532,500	5,325,000	532,500	5,325,000
	<b>Total</b>	<b>2,035,978</b>	<b>20,359,780</b>	<b>2,035,978</b>	<b>20,359,780</b>

2.1.3 The details of forfeited shares are as under :-

Sr. No	Class of Shares	March 31, 2012		March 31, 2011	
		Number of Shares	Amount originally paidup	Number of Shares	Amount originally paidup
1	Equity shares with voting rights	1,800	9,000	1,800	9,000
2	<b>Total</b>	<b>1,800</b>	<b>9,000</b>	<b>1,800</b>	<b>9,000</b>

**Note : 2.2 Reserve & Surplus**

Sr. No	Particulars	March 31, 2012	March 31, 2011
	<b>Surplus in Profit &amp; Loss Account</b>		
1	Balance at the beginning of the year	(51,836,395)	(48,166,399)
2	Add: Profit / (Loss) for the period	(8,398,675)	(3,669,996)
	<b>Total</b>	<b>(60,235,070)</b>	<b>(51,836,395)</b>

**Note : 2.3 Long Term Borrowings**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	<b>Loans and Advances from related parties</b>		
	Unsecured Loans	56,592,793	50,444,108
	<b>Total</b>	<b>56,592,793</b>	<b>50,444,108</b>



## BCC FUBA INDIA LIMITED

### **Note : 2.4 Deferred Tax Liabilities**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	Deferred Tax Liabilities on - Depreciation	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

### **Note : 2.5 Long Term Provisions**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	Provision for employee benefits (i) Gratuity (Refer Note No.____) (ii) Leave Encashment (Refer Note No.____)	1,808,365 196,245	3,113,347 193,032
	<b>Total</b>	<b>2,004,610</b>	<b>3,306,379</b>

### **Note : 2.6 Short Term Borrowings**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	<b>Secured Loans</b> Working capital Loans from Banks repayable on demand	5,909,324	7,298,831
	<b>Total</b>	<b>5,909,324</b>	<b>7,298,831</b>

2.6.1 Working Capital Loan provided by State Bank of Patiala are secured by way of the followings :-

(a) **Primary Security**

First charge on the entire current assets of the company including raw material, stock in process and finished goods and receivables, both present and future whether lying in factory/godown or in transit.

(b) **Collateral Security**

- Equitable mortgage of plot of land measuring 19 bighas 19 biswas and building constructed thereon situated at village Nangal Nicha, Pargana Plasi, Tehsil Nalagarh, Distt. Solan standing in the name of the company  
- First charge on the entire Fixed Assets of the company

(c) **Guarantee**

Personal guarantees of Directors Sh. V. S. Bhagat and Smt. Renu Bhagat of the Company

### **Note : 2.7 Trade Payables**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	Sundry Creditors for Raw Material (Refer Note No.____)	3,593,718	6,234,039
2	Sundry Creditors for services	515,782	584,662
	<b>Total</b>	<b>4,109,500</b>	<b>6,818,701</b>

### **Note : 2.8 Other Current Liabilities**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	Statutory Dues	517,124	668,832
2	Others - Expenses Payable	900,938	1,036,198
	<b>Total</b>	<b>1,418,062</b>	<b>1,705,030</b>

### **Note : 2.9 Short Term Provisions**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	<b>Provision For Employees Benefits</b> Gratuity (Refer Note No.2.33) Leave Encashment (Refer Note No.2.33) Bonus (Refer Note No.2.33)	1,638,818 29,630 433,716	11,263 37,000 387,696
2	<b>Others</b> For Excise duty on Closing Inventory Electricity Expenses Telephone Expenses	898,458 563,063 5,361	1,403,356 741,522 5,250
	<b>Total</b>	<b>3,569,046</b>	<b>2,586,087</b>

**BCC FUBA INDIA LIMITED**  
**Notes forming part of Financial Statements**

**Note : 2.10 Tangible Assets**

Sr. No	Particulars	Rate	Gross Block			Depreciation			Net Block		
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	as on March 31, 2012
I	<b>Tangible Assets</b>										
(a)	Land -Free Hold	0.00%	651,061	-	-	651,061	-	-	-	651,061	651,061
(b)	Buildings										
	- Factory Building	3.34%	7,801,307			7,801,307	260,564	-	5,342,988	2,458,319	2,718,883
	- Staff Housing	1.63%	847,621			847,621	13,816	-	265,661	581,960	595,776
(c)	Plant and Machinery										
	- Plant and Machinery	5.38%	125,109,473	12,290	-	125,121,763	482,781	-	120,525,274	4,596,489	5,066,980
	- Plant and Machinery	4.75%	8,113,405	-	-	8,113,405	330,280	-	6,726,432	1,386,973	1,717,253
	- Computer	16.21%	202,418	-	-	202,418	32,812	-	122,274	80,144	112,956
(d)	Furniture & Fixtures	6.33%	1,013,223	-	-	1,013,223	1,695	-	990,915	22,308	24,003
(e)	Vehicle	9.50%	2,063,298	-	-	2,063,298	196,013	-	1,927,985	135,313	331,326
(f)	Office Equipments	4.75%	1,414,158	-	-	1,414,158	67,173	-	1,028,361	385,797	452,970
	<b>TOTAL</b>		<b>147,215,963</b>	<b>12,290</b>	<b>-</b>	<b>147,228,253</b>	<b>1,385,133</b>	<b>-</b>	<b>136,929,889</b>	<b>10,296,364</b>	<b>11,671,207</b>
	<b>(Previous Year)</b>		<b>145,909,375</b>	<b>1,306,588</b>	<b>-</b>	<b>147,215,963</b>	<b>7,479,048</b>	<b>-</b>	<b>135,544,756</b>	<b>11,671,207</b>	

2.10.1 Fixed assets installed and put to use have been certified by the management and relied upon by the auditors, being a technical matter

**BCC FUBA INDIA LIMITED**

**Note :2.11 Non-Current Investment**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	<i>Other Investments -Unquoted</i> Investment in Equity instrument of Shivalik Solid Waste Management Ltd. (Other Entities) 10,000 Equity shares of Rs.10 each	100,000	100,000
<b>Total</b>		<b>100,000</b>	<b>100,000</b>

**Note :2.12 Long Term Loans and Advances**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	<i>Unsecured, Considered good</i> Loans and Advances to related parties	93,058	93,058
2	Balances with Government Authorities - Service Tax Recoverable	512,089	512,089
3	Security Deposit	1,087,312	1,087,312
<b>Total</b>		<b>1,692,459</b>	<b>1,692,459</b>

**2.12.1 Long-term loans and advances include amounts due from:**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	<i>Public Limited companies in which any director is a director or member</i> - Maya Enterprises Limited	93,058	93,058
<b>Total</b>		<b>93,058</b>	<b>93,058</b>

**Note :2.13 Other Non-Current Assets**

Sr. No	Particulars	March 31, 2012	March 31, 2011
(a)	<b>Unamortised Expenditure</b>		
	- Preliminary Expenses	69,905	69,905
	- Foreign Training and Technician Expenses	98,399	98,399
	- Technical Know How Fees	2,541,788	2,541,788
	- Public Issue Expenses	1,755,026	1,755,026
	- Right Issue Expenses	658,327	658,327
(b)	<b>Accruals</b>		
	- Accrued Interest on Security Deposits	109,393	53,572
<b>Total</b>		<b>5,232,838</b>	<b>5,177,017</b>

**Note : 2.15 Inventories**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	<i>As certified and valued by the management on which auditors have relied</i> Raw Material	11,164,473	12,434,744
2	Work-in-progress	10,138,794	8,082,503
3	Finished Goods	8,167,536	15,028,172
4	Others- Stores and Spares	1,981,429	1,947,994
<b>Total</b>		<b>31,452,232</b>	<b>37,493,413</b>

**BCC FUBA INDIA LIMITED**

**2.15.1 Details of Finished Goods**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	Printed Circuit Board	8,167,536	15,028,172
	<b>Total</b>	<b>8,167,536</b>	<b>15,028,172</b>

**2.15.2 Details of Work-in-Progress**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	Printed Circuit Board	10,138,794	8,082,503
	<b>Total</b>	<b>10,138,794</b>	<b>8,082,503</b>

**Note : 2.16 Trade Recievables**

Sr. No	Particulars	March 31, 2012	March 31, 2011
	<b>Unsecured, considered good</b>		
1	Outstanding for a period exceeding than six months from the date they were due for payment	3,269,526	2,830,385
2	Other Trade receivables	18,397,181	17,934,899
	<b>Total</b>	<b>21,666,706</b>	<b>20,765,284</b>

2.16.1 The Due date of payment is the date of issue of invoices.

**Note : 2.17 Cash & Bank Balances**

Sr. No	Particulars	March 31, 2012	March 31, 2011
	<b>Cash &amp; Cash Equivalent</b>		
1	Balance with Banks	812,870	261,785
2	Fixed Deposits with Banks ( matured within one year)	-	1,247,164
3	Cash-in-hand	26,285	65,497
	<b>Total</b>	<b>839,155</b>	<b>1,574,446</b>

**Note : 2.18 Short Terms Loans and Advances**

Sr. No	Particulars	March 31, 2012	March 31, 2011
	<b>Unsecured , Considered Good</b>		
(a)	Loans and Advances to related parties	-	218,962
(b)	Loans and advances to employees	77,396	46,718
(c)	Prepaid Expenses	44,061	106,451
(d)	<b>Balances with Government Authorities</b>		
	- Cenvat Receivable	215,060	332,394
	- Service Tax Recoverable	24,969	25,580
	- VAT Recoverable	6,274	6,584
	- TDS Recoverable	109,163	124,302
	- FBT Receivables	15,540	30,540
	- Income Tax Paid	163,810	163,810
(e)	<b>Others Advances</b>		
	- Advance to Suppliers	1,849,574	1,043,806
	- Advance for Services	103,885	150,116
	- Advance against C Forms	4,667	19,722
	<b>Total</b>	<b>2,614,400</b>	<b>2,268,984</b>

## BCC FUBA INDIA LIMITED

### 2.18.1 Short-term loans and advances include amounts due from:

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	Public Limited companies in which any director is a director or member - D.R.Bhagat Brothers Limited - Maya Enterprises Limited	- -	612 152,600
2	Private Limited companies in which any director is a director or member - Sagar Bhagat Securities Private Limited	-	65,750
	<b>Total</b>	<b>-</b>	<b>218,962</b>

### Note : 2.19 Other Current Assets

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	Balance in PLA	20,734	128,553
2	DEPB Receivable	32,879	32,879
	<b>Total</b>	<b>53,613</b>	<b>161,432</b>

### Note : 2.18 Contingent Liabilities and Commitments

#### Contingent Liabilities

#### (a) Claims against the Company not acknowledged debt

- (i) Letter of credit outstanding for Raw Materials is Rs. Nil (Previous Year 49.05 Lacs)
- (ii) The departmental petition with the Income Tax Appellate Tribunal against the order of CIT (Appeal) for the Assessment Year 1992-93 is decided in the favour of the Company. However demand of Rs.1,63,810/- raised by the department was paid and the same is due for refund. A representation is filed by the Company with the concerned Authority of Income Tax Department for obtaining refund. However, the department has filled an appeal with hon'ble High Court against the decision of Income Tax Appellate Tribunal. The case is yet to be pending for hearing.
- (iii) A suit has been filed by M/s Thakur Associates against the company in the court of Civil Judge Senior Division Nalagarh, Distt Solan (H.P) for payment of Rs. 2,31,191/- for freight & cartage which has not been recognized by the company. The case is still pending with the court and company has not provided for the same.

### Note : 2.20 Revenue from Operations

Sr. No	Particulars	March 31, 2012	March 31, 2011
	<b>Sale of Products</b>		
1	Finished goods	62,723,944	86,500,291
2	Other Operating Revenue	1,293,871	347,542
		64,017,815	86,847,833
	Less : Excise Duty	6,023,415	8,165,596
	<b>Total</b>	<b>57,994,399</b>	<b>78,682,237</b>

#### 2.20.1 Detail of Sales - Finished Goods

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	Printed Circuits Board	62,723,944	86,500,291
	<b>Total</b>	<b>62,723,944</b>	<b>86,500,291</b>

#### 2.20.2 Detail of Other Operating Revenue

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	Sale of Scrap	1,293,871	347,542
	<b>Total</b>	<b>1,293,871</b>	<b>347,542</b>

**BCC FUBA INDIA LIMITED**

**Note :2.21 Other Income**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	Interest Income		
	- on Fixed Deposits with Bank	37,143	88,961
	- on Security Deposit	67,610	18,632
	- on Income Tax Refund	6,329	2,340
	- Others	263,627	405,000
2	Net gain on foreign currency transactions and translation	18,638	157,610
3	Actuarial gain recognised	150,533	86,221
4	Freight Charges received from parties	35,156	3,359
5	Sundry Balances written off	2,132	277,193
6	Notice Pay received	-	6,615
7	Job work Charges	-	3,500
	<b>Total</b>	<b>581,167</b>	<b>1,049,431</b>

**Note : 2.22 Cost of Material Consumed**

Sr. No	Particulars	March 31, 2012	March 31, 2011
	Opening Stock	12,434,744	8,857,518
	Add : Purchases	31,370,466	53,837,109
		43,805,210	62,694,627
	Closing Stock	11,164,473	12,434,744
	<b>Total</b>	<b>32,640,737</b>	<b>50,259,883</b>

**2.22.1 Material consumed comprises:-**

Sr. No	Particulars	March 31, 2012	March 31, 2011
	<b>Material consumed comprises:-</b>		
1	Copper clad Laminates	14,013,098	23,274,588
2	Other Chemicals and consumables etc	18,627,639	26,985,295
	<b>Total</b>	<b>32,640,737</b>	<b>50,259,883</b>

**Note : 2.23 Change in Inventories**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	Opening Inventory of Finished Goods	15,028,172	4,726,162
2	Closing Inventory of Finished Goods	8,167,536	15,028,172
	<b>Sub-total (a)</b>	<b>6,860,636</b>	<b>(10,302,010)</b>
1	Opening Inventory of Work-in-Progress	8,082,503	7,056,955
2	Closing Inventory of Work-in-Progress	10,138,794	8,082,503
	<b>Sub-total (b)</b>	<b>(2,056,291)</b>	<b>(1,025,548)</b>
	<b>Total [a+b]</b>	<b>4,804,346</b>	<b>(11,327,559)</b>

**BCC FUBA INDIA LIMITED**

**Note : 2.24 Employment Benefit Expenses**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	Salaries and bonus	10,429,991	10,427,542
2	Contribution to provident and other funds	745,196	747,125
3	Staff welfare	349,755	481,605
	<b>Total</b>	<b>11,524,942</b>	<b>11,656,272</b>

**Note : 2.25 Finance Costs**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	Interest Expenses on		
	- Borrowings	4,018,063	6,315,674
	- Trade Paybles	-	-
	- Others	32,805	3,531
2	Other Borrowing cost	155,084	241,039
	<b>Total</b>	<b>4,205,952</b>	<b>6,560,244</b>

2.25.1 Other Borrowing cost includes commision charged by the bank on Bank Guarantees and issue of LC .

**Note : 2.26 Depreciation & Amortised Cost**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	Depreciation	1,385,133	7,479,049
2	Preliminary Expenses W/O	-	-
	<b>Total</b>	<b>1,385,133</b>	<b>7,479,049</b>

**Note : 2.27 Other Expenses**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	Consumption of stores and spare parts	580,208	1,323,072
2	Consumption of packing materials	165,212	147,458
3	Increase / (decrease) of excise duty on inventory	(504,898)	962,019
4	Power and fuel	6,570,183	8,770,302
5	Rent including lease rentals	-	-
6	Repairs and maintenance - Buildings	391,428	1,385,636
7	Repairs and maintenance - Machinery	1,015,227	1,430,576
8	Repairs and maintenance - Others	136,415	188,921
9	Insurance	60,172	60,263
10	Rates and taxes	254,690	24,593
11	Communication Expenses	158,131	193,306
12	Travelling and conveyance	191,520	307,796
13	Printing and stationery	93,046	122,009
14	Freight and forwarding	719,878	567,377
15	Business promotion	28,652	44,378
16	Legal and professional	432,808	779,262
17	Payments to auditors (Refer Note (i) below)	33,090	33,090
18	Prior period items( Net ) (Refer Note (ii) below)	203,104	145,100
19	Security Charges	535,336	442,332
20	Pollution Control Expenses	146,332	142,463
21	Publishing Charges	165,019	117,514
22	Vehicle running and maintenance	181,042	315,820
23	Freight & Cartage Inward	320,416	425,531
24	Directors Meeting Exp.	60,000	62,000
25	Miscellaneous expenses	476,120	782,958
	<b>Total</b>	<b>12,413,131</b>	<b>18,773,775</b>

**BCC FUBA INDIA LIMITED****(i) Payment to the auditors comprises (inclusive of service tax)**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	As auditors - statutory audit	33,090	33,090
2	For taxation matters	-	-
	<b>Total</b>	<b>33,090</b>	<b>33,090</b>

**(ii) Detail of Prior Period Expenses**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	Sales Tax Expenses	383	-
2	Intererent Expenses	1,000	-
3	Interest Expenses	64	29,165
4	Fuel Expenses	15,272	-
5	Freight Inward Charges	5,984	-
6	Electricity and Power Expenses	176,616	-
7	Legal & Professional Charges	32,626	16,959
8	Pollution Control Expenses	8,724	-
9	Printing & Stationery Expenses	1,917	-
10	Sales return	3,000	-
11	Repair and Maintenance	-	2,572
12	Stipend	-	510
13	Travelling Expenses	-	6,671
14	Membership Fees	-	5,000
15	Bonus	-	1,920
16	Custom Duty Expenses	-	84,801
	<b>Total</b>	<b>245,586</b>	<b>147,598</b>

**(iii) Detail of Prior Period Income**

Sr. No	Particulars	March 31, 2012	March 31, 2011
1	TDS for the Financial year 2010-11	41,354	-
2	Interest Income	1,128	2,498
3	Production Incentives written back	-	-
	<b>Total</b>	<b>42,482</b>	<b>2,498</b>



**2. NOTES TO ACCOUNTS**

**2.27 Contingent Liabilities –**

**Claims against the Company not acknowledged as debt :-**

- (a) Letter of credit outstanding for Raw Materials is Rs.NIL (Previous Year 49.05 Lacs)
- (b) The departmental petition with the Income Tax Appellate Tribunal against the order of CIT (Appeal) for the Assessment Year 1992-93 is decided in the favour of the Company. However demand of Rs. 1,63,810/- raised by the department was paid and the same is due for refund. A representation is filed by the Company with the concerned Authority of Income Tax Department for obtaining refund. However, the department has filled an appeal with hon'ble High Court against the decision of Income Tax Appellate Tribunal. The case is yet to be pending for hearing.
- (c) A suit has been filled by M/s Thakur Associates against the company in the court of Civil Judge Senior Division Nalagarh, Distt Solan (H.P) for payment of Rs. 2,31,191/- for freight & cartage which has not been recognized by the company. The case is still pending with the court and company has not provided for the same.

**2.28 Gratuity –**

The Provision of gratuity has been provided on the basis of the actuarial valuer's certificate. The Principal assumptions used in actuarial are as below:-

Period	From: 4/1/2011 To: 3/31/2012	From: 4/1/2010 To: 3/31/2011
Discount rate	8.75 % per annum	8.25 % per annum
Salary Growth Rate	5.00 % per annum	5.00 % per annum
Mortality	LIC 94-96 Ultimate	LIC 94-96 Ultimate
Expected rate of return	0	0
Withdrawal rate 18 to 60 Years]	2.00% per annum ( 18 to 60 years)	2.00% per annum ( 18 to 60 years)

Period	From: 4/1/2011 To: 3/31/2012	From: 4/1/2010 To: 3/31/2011
Present value of the obligation at the beginning of the period	3124610	2904271
Interest cost	273403	238946
Current service cost	200401	194813
Benefits paid (if any)	(11263)	(121983)
Actuarial (gain)/loss	(139968)	(91437)
Present value of the obligation at the end of the period	3447183	3124610

Date	As on: 3/31/2012	As on: 3/31/2011
Present value of the obligation at the end of the period	3447183	3124610
Fair value of plan assets at end of period	0	0
Net liability/(asset) recognized in Balance Sheet and related analysis	3447183	3124610
Funded Status	(3447183)	(3124610)

## BCC FUBA INDIA LIMITED

Period	From: 4/1/2011 To: 3/31/2012	From: 4/1/2010 To: 3/31/2011
Interest cost	273403	238946
Current service cost	200401	194813
Expected return on plan asset	0	0
Net actuarial (gain)/loss recognized in the period	(139968)	(91437)
Expenses recognized in the statement of profit and loss accounts	333836	342322

Period	From: 4/1/2011 To: 3/31/2012	From: 4/1/2010 To: 3/31/2011
Actuarial (gain)/loss - obligation	(139968)	(91437)
Actuarial (gain)/loss - plan assets	0	0
Total Actuarial (gain)/loss	(139968)	(91437)
Actuarial (gain)/loss recognized	(139968)	(91437)
Outstanding actuarial (gain)/loss at the end of the period	0	0

### 2.29 Leave Encashment –

The Provision of leave encashment has been provided on the basis of the actuarial valuer's certificate .

The Principal assumptions used in actuarial are as below:-

Period	From: 4/1/2011 To: 3/31/2012	From: 4/1/2010 To: 3/31/2011
Discount rate	8.75 % per annum	8.25 % per annum
Salary Growth Rate	5.00 % per annum	5.00 % per annum
Mortality	LIC 94-96 Ultimate	LIC 94-96 Ultimate
Expected rate of return	0	0
Withdrawal rate 18 to 60 Years	2.00% per annum ( 18 to 60 years)	2.00% per annum ( 18 to 60 years)

Period	From: 4/1/2011 To: 3/31/2012	From: 4/1/2010 To: 3/31/2011
Present value of the obligation at the beginning of the period	230032	209106
Interest cost	20128	17204
Current service cost	23280	28508
Benefits paid (if any)	(37000)	(30002)
Actuarial (gain)/loss	(10565)	(5216)
Present value of the obligation at the end of the period	225875	230032

Date	As on: 3/31/2012	As on: 3/31/2011
Present value of the obligation at the end of the period	225875	230032
Fair value of plan assets at end of period	0	0
Net liability/(asset) recognized in Balance Sheet and related analysis	225875	230032
Funded Status	(225875)	(230032)

**BCC FUBA INDIA LIMITED**

Period	From: 4/1/2011 To: 3/31/2012	From: 4/1/2010 To: 3/31/2011
Interest cost	20128	17204
Current service cost	23280	28508
Expected return on plan asset	0	0
Net actuarial (gain)/loss recognized in the period	(10565)	5216
Expenses recognized in the statement of profit and loss accounts	32843	50928

Period	From: 4/1/2011 To: 3/31/2012	From: 4/1/2010 To: 3/31/2011
Actuarial (gain)/loss - obligation	(10565)	5216
Actuarial (gain)/loss - plan assets	0	0
Total Actuarial (gain)/loss	(10565)	5216
Actuarial (gain)/loss ] recognized	(10565)	5216
Outstanding actuarial (gain)/ loss at the end of the period	0	0

**2.30 Related party disclosure-**

1	Name of the Related Party	<b>BHAGAT CONSTRUCTION CO. PVT. LTD.</b>
2	Nature of Transaction	Unsecured Loan
3	Nature of Relationship	Mr. V S Bhagat CMD in Reporting Company, is also a Director in Bhagat Construction co. Pvt. Ltd.
4	Volume of Transaction	<b>Debit in this account</b> Current Year Rs. Nil (Nil) <b>Credit in this account</b> Current Year Rs. Nil (Nil)
5	Outstanding at the end of the year	Rs. 6 42,279 Credit ( Rs.6,42,279 Credit)

1	Name of the Related Party	<b>MAYA ENTERPRISES LTD.</b>
2	Nature of Transaction	Unsecured Loan
3	Nature of Relationship	Mr. V S Bhagat CMD in Reporting company is also a Director in Maya Enterprises Ltd.
4	Volume of Transaction	<b>Debit in this account</b> Current Year Rs.13,99,572 (Rs.2,20,019) <b>Credit in this account</b> Current Year Rs.20,92,823 (Rs.20,60,185)
5	Outstanding at the end of the year	1,80,45,967 CR. (Rs.1,73,52,716 CR)

1	Name of the Related Party	<b>SAMRAT VIDEO VISION PVT LTD</b>
2	Nature of Transaction	Unsecured Loan
3	Nature of Relationship	Mr. V S Bhasgat CMD in Reporting company is also a Director in Samrat Video Vision Pvt Ltd.
4	Volume of Transaction	<b>Debit in this account</b> Current Year Rs 70,21,562 (Rs.1,10,423) <b>Credit in this account</b> Current Year Rs.12,15,620 (Rs.8,94,229)
5	Outstanding at the end of the year	18,20,443 CR. (Rs.76,26,385 CR)

**BCC FUBA INDIA LIMITED**

1	Name of the Related Party	<b>V S BHAGAT</b>
2	Nature of Transaction	Unsecured Loan
3	Nature of Relationship	Mr. VS Bhagat CMD in BCC FUBA INDIA LTD.
4	Volume of Transaction	<b>Debit in this account</b> Current Year Rs.11,95,709 (Rs 49,88,088) <b>Credit in this account</b> Current Year Rs.1,24,57,085( Rs.11,180,877)
5	Outstanding at the end of the year	3,60,84,104 CR. (Rs.2,48,22,728 CR)

\* Figures in brackets represents previous year figure.

**2.31 Remuneration to Directors –**

Remuneration paid to the Managing Director included in Employees Benefits Expenses are as follows:-

Description	(Amount in Rs)	
	2011-2012	2010-2011
Basic Salary	12,00,000	12,00,000
Contribution to Provident Funds	1,44,000	1,44,000
Medical Reimbursement	12,000	12,000
Lease Rent/House Rent Allowance	2,88,000	2,88,000
<b>Total</b>	<b>16,44,000</b>	<b>16,44,000</b>

**2.32** The Management has decided not to write off Miscellaneous Expenditure amounting to Rs.51,23,445 up to 31.03.2012 (Previous Year Rs. 51,23,445) the same will be charged to Profit & Loss account in the year in which company will earn adequate profits.

**2.33** In the opinion of the Management, Current Assets, Loans and Advances are of the value stated, if realized in the ordinary course of business except otherwise stated. The provision for all the known Liabilities is adequate and not in excess of the amount considered reasonably necessary.

**2.34** In respect of the dispute between the company and VHEL Industries Ltd., (Formerly known as Vikas Hybrids & Electronics Limited) the arbitrator had made an award for Rs. 12,64,930.89 towards the price of the PCBs supplied and Rs.29,55,684.00 as claim towards price of the PCBs manufactured for VHEL Industries Ltd., but not lifted by them, with interest @15% p.a. from 01.04.1993 till payment or the date of decree whichever is earlier in favour of the Company. The company VHEL has filed an application for rehabilitation with Board for Industrial and Financial Reconstruction during the year. The management is pursuing the matter for recovery of its dues.

**2.35** Short term loans and Advances for Services includes Rs.70,683.00 being amount paid by the company for release of goods seized by excise department on the truck carrying the same not having proper documents. The company had filed a suit against the transport company in district consumer disputes redress forum for the same and also have appealed to the excise department to release the amount as the company was made to deposit the amount with excise department. The matter has been decided in favour of the transport company. However the amount is still included in advance recoverable as the company has decided to file appeal to State Consumer Disputes Redressal Forum, Shimla.

**2.36** Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

**BCC FUBA INDIA LIMITED**

<b>Particulars</b>	<b>March 31, 2012</b>	<b>March 31, 2011</b>
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	1,324,014	933,853
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	NIL	NIL
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	NIL	NIL
(iv) The amount of interest due and payable for the year	NIL	NIL
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	NIL	NIL
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	NIL	NIL
<b>Total</b>	<b>1,324,014</b>	<b>933,853</b>

2.37 The personal accounts of parties are subject to confirmation and the management reasonably mentioned.

2.38 Forfeited shares have not been considered for the calculation of Earning per share.

**2.39 Additional information :**

Additional information are as certified by the Management and relied upon by the Auditors.

**a) Licensed, installed capacity and Actual production:**

<b>Item</b>	<b>Unit</b>	<b>Licensed Capacity</b>	<b>Installed Capacity</b>	<b>Actual Production</b>
PCB	Sq mtr	23400 (23400)	23400 (23400)	12167.45 (19818.44)

**b) Raw Materials, Stores & Spares Consumed:-**

**Raw Material**

<b>S.No.</b>	<b>Particulars</b>	<b>March 31, 2012</b>		<b>March 31, 2011</b>	
		<b>Qty in Sq mtr</b>	<b>Rs. in Lacs</b>	<b>Qty in Sq mtr</b>	<b>Rs. in Lacs</b>
1	Copper clade Laminates	15100.78	140.13	26460.07	232.75
2	Other Chemicals and consumables etc	--	186.28	-	269.84
	<b>Total</b>	15100.78	326.41		502.59

**Stores and Spares**

<b>S.No.</b>	<b>Particulars</b>	<b>March 31, 2012</b>	<b>March 31, 2011</b>
		<b>Rs. in Lacs</b>	<b>Rs. in Lacs</b>
1	Stores and spares	5.80	13.23
	<b>Total</b>	<b>5.80</b>	<b>13.23</b>

**BCC FUBA INDIA LIMITED**

**c) Percentage of Material (Laminates) Consumed:**

Description	2011-2012		2010-2011	
	Percentage	Rs in Lacs	Percentage	Rs in Lacs
Imported	85.74	120.15	85.96	200.07
Indigenous	14.26	19.98	14.04	32.67
<b>Total</b>	<b>100.00</b>	<b>140.13</b>	<b>100.00</b>	<b>232.74</b>

**d) CIF Value of Imports:**

Description	2011-2012 (Rs. In Lacs)	2010-2011 (Rs. In Lacs)
Raw Material	107.84	204.09
Stores, spares & chemicals	49.18	78.89
<b>Total</b>	<b>157.02</b>	<b>282.98</b>

**e) Expenditure in Foreign Currency:** NIL (NIL)

**f) FOB Value of Export**

Description	2011-2012 (Amount in Rs.)	2010-2011 (Amount in Rs.)
FOB Value of Export	68,631/-	96,670/-

**g) Sales:**

Description	2011-2012		2010-2011	
	Qty (in Sq mtr)	Value (Rs. in lacs)	Qty (in Sq mtr)	Value (Rs. In lacs)
Printed Circuit Board	13431.03	640.18	17869.40	868.48

**h) Stock particulars of finished goods:**

Description	Opening Stock		Closing Stock	
	Qty (in Sq mtr)	Value (Rs. in lacs)	Qty (in Sq mtr)	Value (Rs. In lacs)
Square Mtrs.	3068.39	150.28	1804.81	81.68

**2.40** Previous year figures have been regrouped & reclassified wherever necessary to make them comparable to the current year classification.

**2.41** Figures have been rounded off to the nearest rupee.

As per our report attached

For **Aggarwal and Rampal**  
Chartered Accountants  
F.R.No. 003072N

Vinay Aggarwal  
Partner  
Membership No. : 082045

Place : New Delhi  
Date : May 28 , 2012

**For and on behalf of the Board of Directors**

Sd/-  
**A.P. Mathur**  
**R.M. Mehta**  
**Veenu Pasricha**  
Directors

Sd/-  
**V. S. Bhagat**  
Chairman & Managing Director

## BCC FUBA INDIA LIMITED

Regd Office : 4 Km., Swarghat Road, Nalagarh - 174101, Distt.-Solan (H.P.)

### FORM OF PROXY

I/We.....of.....in the district of.....being a member/members of the BCC FUBA INDIA LIMITED, hereby appoint Mr/Mrs/Miss.....of.....in the district of.....or failing him/her Mr/Mrs/Miss.....of.....in the district of.....as my/our Proxy to vote for me/us on my/our behalf at the 26th Annual General Meeting of the Company to be held on Saturday the 29<sup>th</sup> day of September, 2012 at 11.00 A.M or at any adjournment thereof.

Signed this.....day of.....2012

Srgnature.....

Folio No.....

Client ID.....

Note : If a member is unable to attend the meeting, he/she may thes form and send it to the Registered Office of the Company so as to reach atleast 48 hours before the time for holding the meeting./

## BCC FUBA INDIA LIMITED

Regd Office : 4 Km., Swarghat Road, Nalagarh - 174101, Distt.-Solan (H.P.)

### ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the meeting.

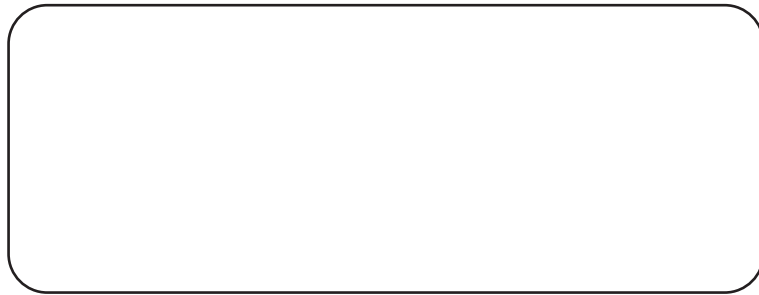
Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my presence at the 26th Annual General Meeting of the Compant at the Registered Office of the Company, on Saturday the 29<sup>th</sup> day of September, 2012 at 11.00 P.M.

Signature of the Shareholder	Signature of the Proxy

- Note :**
1. The copy of Annual Report may please be brought to the Meeting Hall.
  2. Briefcasis, Hand Bags etc. are not allowed inside the Meeting Hall.
  3. **Please note that no gifts will be distributed at the meeting.**

**BOOK - POST**



Printed Matter

*If undelivered please return to*  
**BCC FUBA INDIA LIMITED**  
**Regd Office** : 4 Km., Swarghat Road,  
Nalagarh - 174101, Distt.-Solan (H.P.)