

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Shareholders of AGARWAL DUPLEX BOARD MILLS LTD., DELHI will be held on Tuesday, 28th day of August, 2012 at 11:30 A.M at the Regd. Office of the Company to transact the following businesses:-

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as on 31.03.2012 and the Profit & Loss Account for the year ended 31.03.2012 together with the Reports of Directors & Auditors thereon.
2. To appoint a Director in place of Sh. Neeraj Goel who retires by rotation at the Meeting & being eligible offers himself for re-appointment.
3. To appoint Auditors for the current year and to fix their remuneration.

By Order of the Board
For AGARWAL DUPLEX BOARD MILLS LIMITED

Sd/-

DATED: 02.08.2012
PLACE: DELHI

(SURESH CHAND)
CHAIRMAN

Note:

1. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO VOTE ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD BE LODGED WITHIN THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.
2. Members may please bring their copies of the Annual Report at the meeting.
3. Members/Proxies should bring the attendance slip, duly filled in, for attending the meeting.
4. Members are requested to notify to the Company any change in their address quoting ledger folio number.

AGARWAL DUPLEX BOARD MILLS LIMITED

DIRECTOR'S REPORT

Ladies and Gentlemen,

Your directors have pleasure in presenting you the **XXVIII** Annual Report together with the Audited Statements of Accounts of the Company for the year ended on 31st March, 2012.

FINANCIAL HIGHLIGHTS:

	CURRENT YEAR FIGURES	(Rs. in Lacs) PREVIOUS YEAR FIGURES
Turnover & Income	5853	5868.99
Net Profit Before		
Finance Charges & Depreciation	456	494.61
Finance Charges	164	142.98
Depreciation	144	141.33
Profit Before Tax	148	210.30
Provision for Taxation		
Current Tax	47	64.88
MAT Credit Entitlement	-	-
Wealth tax	-	0.023
Fringe Benefit Tax	-	-
Profit After Tax	101	143.40
Paid-Up Share Capital	1350.00	1350.00
Reserve & Surplus	886	790.12
EPS	0.75	1.08

PROGRESS & PROSPECT:

During the financial year ended 31st March 2012 your Company recorded revenues of Rs. 5852.75 Lac compared to Rs. 5868.99 Lac in the previous year. The Company is expecting good profits during the Financial Year 2012-2013.

DIVIDEND:

No dividend is recommended for the current financial year.

PUBLIC DEPOSIT:

The Company has not accepted any deposit from public during the year attracting the provisions of Section 58-A of the Companies Act, 1956.

AUDITORS:

M/s Goel Singhal & Associates, Chartered Accountants, Statutory Auditor retire at this Annual General Meeting & are eligible for reappointment. Your directors recommend their re-appointment as Auditors.

DIRECTORS:

Sh.Neeraj Goel, Director of the Company retire by rotation at this annual general meeting and being eligible offers themselves for reappointment.

INDUSTRIAL RELATIONS:

The relation between the management and employees to be cordial and harmonious at all levels of the Company. The Directors wish to place on record their appreciation for their dedication and hard work on the part of employees of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the accounts for the financial year ended 31st March,2012, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;
- (iii) That 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;
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March, 2012 on a `going concern' basis.

PARTICULARS OF EMPLOYEES:

As required by the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended, there is no employee drawing remuneration in excess of the limit specified in said rules.

AUDIT COMMITTEE:

The Board of the Company has constituted an Audit Committee consisting of three directors namely, Shri Neeraj Goel, Shri Suresh Chand and Sh. Abhishek Agarwal. Shri Neeraj Goel is the Chairman of the Audit Committee.

Further, the terms of reference stipulated by the Board to the audit committee includes as below:

- to review the Company's financial reporting process and its financial statements,
- to review the accounting and financial policies,
- to review the reports furnished by internal and statutory auditors and ensure that suitable follow up & action is taken,
- to examine accountancy, taxation and disclosure aspects of all significant transaction.

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

The information required under section 217(1)(e) of the Companies Act,1956 and rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules,1988, for the current year are as under:-

(A) CONSERVATION OF ENERGY:

Your Company has always been conscious of the need to conserve energy and will constantly endeavor to conserve energy to the maximum extent possible. The Company has installed captive power generation plant in which electricity is generated using diesel generator and steam turbine.

Information pursuant to section 217(i)(e) of the Companies Act,1956 read with the Companies (Disclosure of the particulars in the report of Board of Directors) Rules,1988, as per Form-"A" enclosed herewith the Annexure.

(B) TECHNOLOGY ABSORPTION:

The Company has no specific Research & Development Department & no Foreign Collaboration for technological absorption has been made.

(C) FOREIGN EXCHANGE EARNING :

During the year under review, the Company has not used or earned any foreign exchange.

APPRECIATION:

Your Directors acknowledge with gratitude the co-operation and assistance from various agencies of Government & Banks.

**For and on behalf of the Board of
Agarwal Duplex Board Mills Limited**

**Sd/-
Suresh Chand
Chairman**

**DATED: 02.08.2012
PLACE: DELHI**

The Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

Conservation of Energy-

- (a) energy conservation measures taken;
 (b) additional investments and proposals, if any, being implemented for reduction of consumption of energy;
 (c) impact of measures at (a) (b) above for reduction of energy consumption and consequent impact on the cost of production of goods;
 (d) total energy consumption and energy consumption per unit of production as per form A of the Annexure in respect of industries specified in the Schedule thereto.

Annexure Form A (See Rule 2)

Form for disclosure of particulars with respect to conservation of energy

A. Power and Fuel Consumption

	Current Year (2011-2012)	Previous Year (2010-2011)
1. Electricity		
(a) <i>Purchased:</i>		
Units	-----	-----
Total Amount	-----	-----
Rate/unit	-----	-----
 (b) <i>Own Generation:</i>		
Through	Current Year (2011-2012)	Previous Year (2010-2011)
(i) Paddy Husk:		
Quantity	10700.820	5900
Total Amount	39108688	20983501.94
(ii) Pet Coke:		
Quantity	378.940	2294.07
Total Amount	2987563	17796967.40
(iii) Baggase:		
Quantity	1135.805	1698.275
Total Amount	1550448	1625820
(iv) Coal:		
Quantity(tones)	2425.805	12400
Total Amount	9643962	39175906

AUDITOR'S REPORT

To
The Members,
AGARWAL DUPLEX BOARD MILLS LIMITED
DELHI

We have audited the attached Balance Sheet of **AGARWAL DUPLEX BOARD MILLS LIMITED, DELHI** as at 31st March,2012, Profit & Loss Account for the year ended on that date and also the Cash Flow Statement for the year ended on that date, annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Management of the Company. Our responsibility is to express our opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan & perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the 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) order,2003, as amended by the companies (Auditor's 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, and on the basis of such checks as we considered appropriate & according to the information and explanations given to us, we set out in the Annexure a statement on the matters specified in paragraph 4 & 5 of the said order.

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

- a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of the books and proper returns adequate for the purpose of our audit have been received.

Contd....2



c. The annexed Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d. In our opinion, the Profit and Loss Account, Cash Flow Statement and the Balance Sheet comply with the Accounting Standards referred to in sub-section (3c) of Section 211 of the Companies Act, 1956.

e. On the basis of written representation received from directors, we report that none of the directors is disqualified as on 31st 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.

f. In our opinion and to the best of our information & according to the explanations given to us, the Balance Sheet, Profit and Loss Account & Cash Flow Statement together with the Notes thereon and annexed thereon, give in the prescribed manner the information required by the Act, and also give a true and fair view in Conformity with the accounting principles generally accepted in India:

(i) In the case of the Balance Sheet, of the State of Affairs of Company as at 31st March, 2012, and

(ii) In the case of Profit and Loss Account of the Profit for the year ended on that date.

(iii) In the case of Cash Flow Statement of the Cash Flows for the year ended on that date.

For GOEL SINGHAL & ASSOCIATES

Firm Regn No. : 006496C

Chartered Accountants



(AMRISH KUMAR)

PARTNER

M.No.: 408347

DATED: 02.08.2012

PLACE: DELHI

ANNEXURE TO THE AUDITOR'S REPORT
(Annexure referred to in para 3 to our report of even date)

(i) a. The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
b. These fixed assets have been physically verified by the management during the year at reasonable intervals and no material discrepancies were noticed on such verification.
c. According to information and explanations given by the management, we are of the opinion that the company has not disposed off substantial part of its fixed assets during the year. So there is no any indication to affect the going concern status of the company.

(ii) a. The inventories were physically verified during the year by the management at reasonable intervals.
b. In our opinion and according to the information and explanations given to us, the procedures of physically verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.
c. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

(iii) (a) No loans, secured or unsecured, were granted by the Company to the companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

(b) The company has taken some unsecured loan from companies, firms or other parties covered in the register under section 301 of the Companies Act, 1956. However, the terms and condition of loans taken are not prima facie prejudicial to the interest of the shareholders of the company.

(iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedure commensurate with the size of the company and the nature of its business for the purpose of Inventory and fixed assets and for the sale of goods & services. During the course of our audit, no weakness has been noticed in the internal controls.

(v) (a) To the best of our knowledge and belief and according to the informations and explanations given to us transactions that needed to be entered into the register maintained under section 301 have been so entered.

(b) According to information and explanations given to us, the transactions have been made at price which are reasonable have been regard to prevailing market price at the relevant time and other relevant circumstances.

(vi) The company has not accepted deposits from public attracting the provisions of section 58-A and 58-AA & other relevant provisions of Companies Act and rules framed there under.

(vii) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(viii) The Central Govt. has prescribed the maintenance of cost record under section 209(1) (d) of the Companies Act, 1956 for the products of the company. The management has taken the steps to compile & adequately maintain the Cost Records however, a detailed examinations has not been conducted by us.

(ix) a) The company is regular during the year in depositing with appropriate authorities undisputed statutory dues including provident fund, Investor Education and Protection Fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and any other statutory dues with the appropriate authorities whatever applicable to it. There is no any amount of the arrears of outstanding dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.



b. The details of disputed dues of sales tax, income tax, custom duty, wealth tax, service tax, excise duty, cess duty, wherever applicable are given below:-

RELATED PERIOD	HEAD OF DUES	AMOUNT	FORUM
Financial Year 2002-03	Sales Tax	20882.00	Commissioner Appeal
Financial Year 2005-06	Entry Tax	11088.00	Commissioner Appeal
Financial Year 2007-08	Sales Tax	3597131.00	Deputy Commissioner
Financial Year 2008-09	Sales Tax	1900294.00	Deputy Commissioner

(x) Based on our Audit Procedures and as per the information & explanations given by the management, we are of the opinion that the company is registered for a period more than five years, the company neither have accumulated losses at the end of financial year nor incurred cash losses during the current year and the immediately preceding year.

(xi) Based on our Audit Procedures and as per the information & explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institutions or Banks.

(xii) According to the information and explanations given to us and based on the documents & records produce to us we are of the opinion that the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) In our opinion, the company is not a Chit Fund or a Nidhi/Mutual Benefit Fund/Society. Therefore the provision of clause 4(xiii) of the companies (Auditor's Report) order 2003 as amended by the companies (Auditor's Report) (Amendment) Order,2004 are not applicable to the company.

(xiv) Based on our Audit Procedures and as per the information & explanations given by the management, we are of the opinion that the company has maintained proper records of transaction in respect of Investment in shares and all the shares have been held by the company in its own name.

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

(xvi) Based on our Audit Procedures and as per the information & explanations given by the management, we are of the opinion that no any additional Term Loan has been availed by the company during the year under our audit.

(xvii) Based on our examination and according to the information and explanations given to us we are of the opinion that the funds raised on short term basis have not been used during the year for long term investment (fixed assets etc.).

(xviii) Based on our examination and in our opinion 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.

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(xix) There are no debentures issued. Therefore, the provision of clause 4(xix) of the companies (Auditor's Report) order 2003 as amended by the companies (Auditor's Report) (Amendment) Order,2004. is not applicable to the company.

(xx) The company has not raised any money by public issue during the year. So this clause is not applicable to the company.

(xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statement and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For GOEL SINGHAL & ASSOCIATES
Firm Regn No. : 006496C
Chartered Accountants



(MIRISH KUMAR)
PARTNER
M.No.: 408347

DATED: 02.08.2012
PLACE: DELHI

AGARWAL DUPLEX BOARD MILLS LIMITED

BALANCE SHEET AS AT 31.03.2012

PARTICULARS	NOTES		AS ON 31.03.2012	AS ON 31.03.2011
<u>EQUITY & LIABILITIES</u>				
Share Holders Funds:				
(a) Share Capital	03	135000000	135000000	
(b) Reserve & Surplus	04	88607394	79012324	214012324
			223607394	
Non-Current Liabilities				
(a) Long-term borrowings	05		69238552	53299817
(b) Other Long-term Liabilities	06		31893059	1893059
Current Liabilities				
(a) Short-term borrowings	07	49846209	48385102	
(b) Trade Payables	08	171483362	165358193	
(c) Other Current Liabilities	09	82151170	99650526	
(d) Short-term provisions	10	5750490	7038737	320432558
			309231231	
			633970236	589637758
ASSETS				
Non-Current Assets				
(a) Fixed Assets	11			
(i) Tangible Assets		138127689	147155892	
(ii) Intangible Assets		0	0	147155892
(b) Non-Current Investments	12		107750000	97750000
(c) Long Term Loans and Advances	13		2463418	2461419
Current Assets				
(a) Inventories	14	164299974	116566241	
(b) Trade Receivables	15	149972807	179710011	
(c) Cash and Cash Equivalents	16	18802702	10236467	
(d) Short-term loans and advances	17	18561796	15572878	
(e) Other Current assets	18	33991850	385629129	342270448
			633970236	589637758

For & on behalf of Board of directors of Agarwal Duplex Board Mills Limited


DIRECTOR


MANAGING DIRECTOR


COMPANY SECRETARY

As per our report of even date
For GOEL SINGHAL & ASSOCIATES
Firm Regn No. : 006496C
Chartered Accountants




RISH KUMAR)
PARTNER
M.No. : 408347

DATED: 02.08.2012
PLACE: DELHI

AGARWAL DUPLEX BOARD MILLS LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED AS ON 31.03.2012

PARTICULARS	NOTES	AS ON 31.03.2012	AS ON 31.03.2011
I. Revenue from operations	19	584730435	564277651
II. Other Income	20	545327	161497
III. Total Revenue (I + II)		585275762	564439148
IV. Expenses			
(a) Cost of Material Consumed	21	331321663	288273784
(b) Purchase of stock-in-trade	22	-	0
(c) Change in inventories of finished goods work-in-progress and Stock-in-trade & Excise Duty Element in Stock	23	-4435233	-10084904
(d) Excise Duty Element on Stock	24	518447	369427
(e) Employee Benefit Expenses	25	16055835	13244276
(f) Finance Cost	26	16446124	14297876
(g) Depreciation & Amortisation Expen	11	14363171	14133517
(h) Other Expenses	27	196249689	223175127
Total Expenses (IV)		570519696	543409104
V. Profit Before Tax Item and tax (III-IV)		14756066	21030044
VI. Tax Expense			
(1) Current Tax		4683590	6487989
(2) Wealth Tax		0	2295
VII. Profit/(Loss) After Tax (V - VI)		10072476	14539760
VIII. Earlier Year Expenses/Tax		477405	1383656
IX. Profit/(Loss) for the Year (VII - VIII)		9595071	13156104
X. Earnings per equity share :			
(1) Basic		0.75	1.08
(2) Diluted		0.75	1.08

For & on behalf of Board of directors of Agarwal Duplex Board Mills Limited


DIRECTOR


MANAGING DIRECTOR


COMPANY SECRETARY

DATED: 02.08.2012
 PLACE: DELHI

As per our report of even date
 For GOEL SINGHAL & ASSOCIATES
 Firm Regn No. : 006496C
 Chartered Accountants



MRISH KUMAR)
PARTNER
 M.No. : 408347

**AGARWAL DUPLEX BOARD MILLS LIMITED
CASH FLOW STATEMENT
FOR THE YEAR ENDED 31ST MARCH, 2012**

PARTICULARS	CURRENT YEAR 31.03.2012
A. CASH FLOW FROM OPERATING ACTIVITIES:	
Net profit before tax	10072476
Adjustments for:	
Depreciation & Amortisation Expenses	14363171
Interest Paid	16446124
Dividend received	0
Other Non-Operating Income	545327
Operating Profit (Loss) before Working Capital changes	41427098
Adjustment for change in Working Capital	
Trade and Other Receivables	29737204
Short Term Borrowings	1461107
Other Current Liabilities & Short Term Provisions	(18787603)
Inventories	(47733733)
Other Advances	(16795917)
Trade Payables	6125169
Cash Generated from operations	(4566675)
Other Non-Operating Income	(545327)
Earlier Year Expenses /Tax	(477,405)
	(5589407)
B. CASH FLOW FROM INVESTING ACTIVITIES:	
Addition to Fixed Assets	(5334970)
Disposal of Fixed Assets	-
Dividend received	0
Purchase of Investments	(10,000,000)
Increase/(Decrease) in Long Term Advances	(2000)
	(15336970)
C. CASH FLOW FROM FINANCING ACTIVITIES:	
Interest Paid	(16446124)
Increase (Decrease) in Long Term Borrowings & Long Term Loans & A	45938736
	29492612
Net increase in Cash and	
Cash equivalents	8566235
Cash and Cash equivalents	
(Opening Balance)	10236467
Cash and Cash equivalents	
(Closing Balance)	18802702

D. NOTE ON CASH FLOW STATEMENT

1. Figures in bracket represents Cash outflow.

For & on behalf of Board of directors of Agarwal Duplex Board Mills Limited

Abhishek
DIRECTOR

Sandeep *Devi*
MANAGING DIRECTOR COMPANY SECRETARY

As per our report of even date
For GOEL SINGHAL & ASSOCIATES
Firm Regn No.: 006496C
Chartered Accountants



DATED: 02.08.2012
PLACE: DELHI

Amrish Kumar
PARTNER
M. No. : 408347

AGARWAL DUPLEX BOARD MILLS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

01. CORPORATE INFORMATION

Agarwal Duplex Board Mills Limited which has its Registered Office NP-151B Mourya Enclave, Pitampura, Delhi and works at 4.5 km. Bhopa Road, Muzaffarnagar. The company is engaged in Manufacturing of Coated Duplex, Kraft, & Poster Paper and Commercial Activities.

2. SIGNIFICANT ACCOUNTING POLICIES

1.ACCOUNTING CONVENTION

The accounts of the company are prepared under historical cost convention and in accordance with applicable accounting standards except otherwise stated elsewhere.

2. FIXED ASSETS

i) Fixed Assets have been stated at historical cost less depreciation less impairment loss if any. Cost of fixed assets comprise of Purchase Price (net of rebates, discounts and excise duty) and any directly attributable cost of bringing the assets to its working condition for intended use.

3. INVENTORIES

Inventories of raw materials, stores & spares, components, finished goods & work in progress are valued at lower of cost and net realizable value. Cost is computed on the weighted average basis. Finished goods and work in progress include cost of conversion and other cost incurred in bringing the inventories to their present location and condition having regard to Accounting Standard-2 "Valuation of Inventories".

4. SALES

Sales are recognized on dispatch of goods which is inclusive of excise duty.

5. REVENUE RECOGNITION

The Company as far as possible has followed the Mercantile system of Accounting with the provision made for known losses & expenditure and Revenue recognition at the point of dispatch of materials to customers from Plant. Hence all expenses and income are accounted for on accrual basis except otherwise stated elsewhere.

6. DEPRECIATION

Depreciation is provided from the date, the assets have been installed and put to use on straight line method at the rates and in the manner specified under Schedule XIV of the Companies Act, 1956.

7.RETIREMENT BENEFITS

Contribution to Provident Fund are charged to Profit & Loss Account. Provision for accruing liability of gratuity to employees have been made in accounts on accrual basis.



8. INVESTMENT

Investments held/intended to be held for a period exceeding one year have been classified as long term investments. Long term investments are stated at cost of acquisition. Provision for diminution in the value of long term investment is made, only if such decline is other than temporary.

9 BORROWING COST

Borrowing cost that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing cost are recognized as expenses in the period in which these are incurred.

10. SEGMENT REPORTING

As per AS-17 "Segment Reporting" issued by the Institute of Chartered Accountants of India and upon applying the definitions of business and geographical segments given in accounting standard, it is concluded that there are no separate reportable segment, so segment information has not been required to be disclosed.

11. Vehicle Loans are secured against hypothecation of vehicles and personal guarantee of directors.

12. CURRENT TAX

Provision for Taxation for the current year has been made as per computation of income according to provision for Income Tax Act, 1961.

13. Previous year figures have been re-grouped or re-arranged wherever considered necessary.

14. In the opinion of Board of Directors Current Assets, Loans & Advances have a value of realizations in the ordinary course of Business at least equal to the amount at which they have been stated in the Balance Sheet.

15. The expenses on printing & stationery, Postage & Telegraph, Telegram have been accounted for on cash basis being not material in nature.

16. Sundry Creditors include Rs. NIL being the amount due to Small Scale Industrial Undertakings to the extent of parties identified by management on basis of informations available with them. Out of which the names of the Small Scale Industrial Undertakings, to whom amounts in excess of Rs.1.00 lacs are due for more than 30 days as on Balance Sheet date are NIL

17. The Fixed Deposit shown under the head "Cash & Bank Balances" are with Oriental Bank of Commerce. FDR of Rs. 0.42 Lacs are under lien with Commissioner of Customs ICD Dadri U.P. and Rs 15.00 lacs are under lien with the Bank for issuing a Bank Guarantee for the liability to U.P. Power Corporation Limited against which company has taken stay for payment from H'ble High Court, Allahabad.



18. DIRECTOR'S REMUNERATION

(Rs.in Lacs)

S.No.	Nature of Transaction	31.03.2012	31.03.2011
1.	Remuneration	18.00	15.00

The above director's remuneration has been paid within in the limits prescribed as per companies Act,1956.

19. RELATED PARTY TRANSACTIONS:

A. Name of the Related Party & nature of the Related Party Relationship

- I) Associated Companies
 - i. Bindal Papers Limited
 - ii. Tehri Pulp & Paper Limited

- II) Directors & Their Relatives
 - i. Sh. Neeraj Goel Director
 - ii. Sh. Suresh Chand Director
 - iii. Sh. Abhisek Agarwal Director

B. Transaction with related parties:

(Rs. In Lacs)

S.No.	Nature of Transaction	Associates	Key Management Personnel	Entities, Relatives of Key Management Personnel and individuals owning directly or indirectly, are interested in the Voting Power of the reporting enterprises and relatives of any such Individuals.
1.	Investment			
	Opening Balance	977.50	--	--
	Given/ Acquired during the year	100.00	--	--
	Closing Balance	1077.50	--	--
2.	Purchases	0.52	--	--

C. Details relating to persons referred to above A(i) & A(ii):

(Rs.in Lacs)

S.No.	Nature of Transaction	31.03.2012	31.03.2011
1.	Remuneration Paid	18.00	15.00
2.	Outstanding Remuneration Payable	NIL	NIL



20. EARNING PER SHARE

The company reports basic and diluted earning per share with Accounting Standard-20 issued by the Institute of Chartered Accountants of India on "Earning per Share". Basic earning is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period. Diluted earning per share is compute by divided the net profit or loss for the period by the weighted average number of equity shares outstanding during the period as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

Basic and diluted Earning Per Share of the company is as follows:

	31.03.2012	31.03.2011
Profit After Tax (Rs. in Lacs)	100.72	145.40
Weighted average No.of Equity Shares outstanding	13500000	13500000
Nominal Value per share	Rs. 10/-	Rs. 10/-
Basic and diluted Earning Per Share	Rs. 0.75	Rs. 1.08

21. DEFERRED TAX

In view of expansion plans of the company in near future, provision for deferred tax as per AS-22 "Tax on Income" has not been made in the books of the company.

22. INTANGIBLE ASSETS

There is no Intangible assets as originally recommended by Accounting Standard -26 on "Intangible Assets", issued by the institute of chartered Accountants of India.

23. IMPAIRMENT OF ASSETS

As per AS-28 "Impairment of Assets" issued by the Institute of Chartered Accountants of India there is no any impairment loss in any assets of the company at the end of this financial year.

24. PROVISION, CONTINGENT LIABILITIES & CONTINGENT ASSETS

As per accounting standard-29 Provision, Contingent Liabilities & Contingent Assets issued by the Institute of Chartered Accountants of India the company recognize only when it has a present obligation as result of past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation as and when a reliable estimate of the amount of the obligation can be made. The details of contingent liabilities are as under:-

RELATED PERIOD	HEAD OF DUES	AMOUNT	FORUM
Financial Year 2002-03	Sales Tax	20882.00	Commissioner Appeal
Financial Year 2005-06	Entry Tax	11088.00	Commissioner Appeal
Financial Year 2007-08	Sales Tax	3597131.00	Deputy Commissioner
Financial Year 2008-09	Sales Tax	1900294.00	Deputy Commissioner

25. The Quantitative information in respect of Investment in shares of other companies invested by the Company is as follows:

Opening Stock		Purchases		Sales		Closing Stock	
No of Shares	Amount (Rs.)	No of Shares	Amount (Rs.)	No of Shares	Amount (Rs.)	No of Shares	Amount (Rs.)
3222000	9,77,50,000	200000	10000000	-	-	3422000	10,77,50,000

26. The figures have been rounded off to nearest rupees.



<u>03. SHARE CAPITAL</u>	AS ON 31.03.2012	AS ON 31.03.2011
(a) Authorised		
1,35,00,000 Equity Shares of Rs.10/- each. (31.03.2011 : 1,35,00,000 Equity Shares of Rs.10/- each.)	135000000	135000000
	135000000	135000000
(b) Issued, Subscribed & Fully Paidup		
1,35,00,000 Equity Shares of Rs.10/- each. (31.03.2011 : 1,35,00,000 Equity Shares of Rs.10/- each.)	135000000	135000000
TOTAL Rs.	135000000	135000000

Share Capital -

Reconciliation of Number of Shares

Issued, Subscribed & Fully Paid-up

	AS ON 31.03.2012		AS ON 31.03.2011	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	13500000	135000000	13500000	135000000
Issued during the year	0	0	0	0
At the end of the year	13500000	135000000	13500000	135000000

**Details of Share Holder holding more than
5% of outstanding Shares**

	No. of Shares	%	No. of Shares	%
Shareholders				
Bindals Papers Mills Limited	6681000	49.49	6681000	49.49
TCMC Developers Limited	1786100	13.23	1786100	13.23
Swabhiman Vyopar (P) Limited	1640000	12.15	1640000	12.15

Rights, Preferences & Restrictions attached to shares

The company has one class of equity shares having a par value of Rs. 10/- per share. Each share holder is eligible for one vote per share held. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their share holding.

<u>04 RESERVE AND SURPLUS</u>	AS ON 31.03.2012	AS ON 31.03.2011
(a) General Reserve		
Opening balance	7054253	7054254
Add: Premium on shares issued during the year	0	0
Less : Utilised during the year	0	0
Closing balance	7054253	7054254
(b) Surplus in Statement of Profit and Loss		
Opening balance	71958070	58801967
Add: Profit for the year	9595071	13156104
Add: MAT Credit for the year	0	0
Closing balance	81553141	71958071
TOTAL Rs.	88607394	79012324



NON-CURRENT LIABILITIESAS ON
31.03.2012AS ON
31.03.2011**05 LONG-TERM BORROWINGS****SECURED LOANS**

From Oriental Bank of Commerce

Term Loan (II)	0	9524154
Term Loan (III)	0	4794704
Term Loan (IV)	4304655	7334429

Car Loan :-

• From CITI Bank	0	40518
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(Secured against Hypothecation of vehicle)

TOTAL (SECURED) A	4304655	21693805
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LOANS AND ADVANCES FROM RELATED PARTIES

From Others (Unsecured)	51674688	14000583
	51674688	14000583

OTHER LOANS & ADVANCES :

From Private banks (Unsecured)	13259209	17605429
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TOTAL (UNSECURED) B	64933897	31606012
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TOTAL Rs. (A+B)	69238552	53299817
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NATURE OF SECURITY FOR TERM LOANS

The Term Loan from **Oriental Bank of Commerce** is secured by First charge over the Plant & Machinery and other fixed assets (Present & Future) of the company.

TERMS OF REPAYMENT & RATE OF INTEREST OF TERM LOANS

The Term of repayment & rate of interest from Oriental Bank of Commerce on Term Loans are as under:

	Term of Repayment	Rate of Interest
Term Loan-II	Monthly instl. of Rs.8.27 Lacs each	BR + 3.50%
Term Loan-III	Monthly instl. of Rs.8.27 Lacs each	BR + 3.50%
Term Loan-IV	Monthly instl. of Rs.8.27 Lacs each	BR + 3.50%

TERMS OF REPAYMENT FOR UNSECURED LOANS FROM RELATED PARTIES

The Company has not given any security for Loan taken from related parties stated above, the same is interest free. The company has ultimate right to defer the repayment of loan.

TERMS OF REPAYMENT FOR UNSECURED LOANS FROM OTHERS

The Company has not given any security for Loan taken from others and the same is interest free except the loan taken from the parties stated here-in-below:-

Name of the Party	31.3.2012 % Rate of Interest (Annual)
SWARUP ENTERPRISES SHAMLI	12%
SHRI DEEPAK GOEL	9%
DEEPAK GOEL & SONS	9%
ISHITA GOEL	9%
KAMLA GOEL & SONS	9%
PANKAJ GOEL & SONS	9%
RADHIKA GOEL	9%
TANVI GOEL	9%
ARUSHI GOEL	9%
MANIKA GOEL	9%
SHIVAM GOEL	9%

The company has ultimate right to defer the repayment of loan to all of them.



CONTINUING DEFAULTS AS ON THE BALANCE SHEET DATE IN REPAYMENT OF LOANS AND INTEREST

AS ON 31.03.2012			
PERIOD OF DEFAULT (MONTHS)	LOAN AMOUNT IN DEFAULT (PRINCIPLE)	PERIOD OF DEFAULT (MONTHS)	INTEREST AMOUNT IN DEFAULT
TERM LOANS :			
From Banks (Secured)	NIL	NIL	NIL
	0		0

AS ON 31.03.2011			
PERIOD OF DEFAULT (MONTHS)	LOAN AMOUNT IN DEFAULT (PRINCIPLE)	PERIOD OF DEFAULT (MONTHS)	INTEREST AMOUNT IN DEFAULT
TERM LOANS :			
From Banks (Secured)	NIL	NIL	NIL
	0		0

NATURE OF SECURITY FOR VEHICLE LOANS

Vehicle Loans are secured against hypothecation of vehicles and personal guarantee of directors.

	AS ON 31.03.2012	AS ON 31.03.2011
06 OTHER LONG-TERM LIABILITIES		
Other Liabilities (Unsecured)	30000000	0
Creditors for Fixed Assets	1893059	1893059
	31893059	1893059

CURRENT LIABILITIES

07 SHORT-TERM BORROWINGS

LOANS REPAYABLE ON DEMAND :

CASH CREDITS :

Working Capital Loan :

From Oriental Bank of Commerce	49846209	48385102
TOTAL	49846209	48385102

NATURE OF SECURITY FOR CASH CREDITS

The Cash Credit from **Oriental Bank of Commerce** are secured by First charge on the Floating Assets of the Company, present & future and personal guarantees of the Directors of the Company.

08 TRADE PAYABLES

Acceptances	30071596	0
Other than Acceptances	141411766	165358193
	171483362	165358193

09 OTHER CURRENT LIABILITIES

(a) Current Maturities of Long-Term Debt

TERM LOANS :

From Banks (Secured)	17173786	17928000
TOTAL (A)	17173786	17928000

(b) Other Payables

Payables for Expenses	1164079	1504435
Statutory Remittances	5271546	4264492
Unpresented Cheques	44844251	3519959
Advance from Customers	13697508	72433640
TOTAL (B)	64977384	81722526
TOTAL (A+B)	82151170	99650526

10 SHORT-TERM PROVISIONS

Provision for Taxation	4683590	6490284
Provision for Excise duty on Cl. Stock	1066900	548453
	5750490	7038737



NON-CURRENT ASSETS**II. FIXED ASSETS**

(i) Tangible Assets

As At 31.03.2012

	Land	Factory Building	Building Office	Plant & Machinery	Furniture & Fittings	ETP & Boiler	Vehicle
Opening Balance	2578815	17860379	487500	235973243	710956	6512696	7845591
Additions	0	0	0	5334970	0	0	0
Less :- Disposals	0	0	0	0	0	0	0
Gross Block at the year end	2578815	17860379	487500	241308213	710956	6512696	7845591
Less :- Depreciation for the year	0	596537	7946	12624483	45004	343870	745331
Depreciation at the beginning of the year	0	7588059	167529	107675688	500179	5294510	3587325
Total Depreciation at the year end	0	8184596	175475	120300171	545183	5638380	4332656
Net Book Value at the beginning of the year	2578815	10272320	319971	128297555	210777	1218186	4258266
Net Book Value at the end of the year	2578815	9675783	312025	121008042	165773	874316	3512935

As At 31.03.2011

Opening Balance	2578815	17860379	487500	235973243	702956	6512696	7981179
Additions	0	0	0	0	8000	0	1006072
Less :- Disposals	0	0	0	0	0	0	1141660
Gross Block at the year end	2578815	17860379	487500	235973243	710956	6512696	7845591
Less :- Depreciation for the year	0	596537	7946	12459387	44581	343870	681196
Depreciation at the beginning of the year	0	6991522	159583	95216301	455598	4950640	3262134
Adjustment during the year	0	0	0	0	0	0	356005
Total Depreciation at the year end	0	7588059	167529	107675688	500179	5294510	3587325
Net Book Value at the beginning of the year	2578815	10868857	327917	140756942	247360	1562056	4719045
Net Book Value at the end of the year	2578815	10272320	319971	128297555	210777	1218186	4258266



12 NON-CURRENT INVESTMENTS

	AS ON 31.03.2012	AS ON 31.03.2011
(i) Non-Trade Investment		
Investment in Equity Instruments (At Cost)		
Investment in unquoted shares of :		
-Bindal Sponge Ltd. (At Cost)	13650000	13650000
-Bindal Papers Limited (At Cost)	74100000	74100000
-Tehri Pulp & Paper Limited (At Cost)	20000000	10000000
	107750000	97750000

13 LONG TERM LOANS & ADVANCES**OTHER NON-CURRENT ASSETS**

Unsecured, Considered good		
Security Deposit	2463418	2461419
	2463418	2461419

CURRENT ASSETS**14 INVENTORIES**

Raw Materials & Fuel	115788803	86337108
Finished Goods	18325800	13859606
Chemicals & Stores	22007515	11498159
Packing Materials	1600000	780777
Stock in Process	2567400	2598361
Goods in Transit	3756784	1238558
Stock of Traded Goods	253672	253672
	164299974	116566241

Inventories of raw materials, stores & spares, components, finished goods & work in progress are valued at lower of cost and net realizable value. Cost is computed on the weighted average basis. Finished goods and work in progress include cost of conversion and other cost incurred in bringing the inventories to their present location and condition having regard to Accounting Standard.

15 TRADE RECEIVABLES

Exceeding 180 Days from Due Date	44833011	62547175
Others		
Unsecured, Considered good	105139796	117162835
	149972807	179710011

16 CASH AND CASH EQUIVALENTS

Balances with Bank	9671758	7713493
Cash-on-hand	2602666	600755
FDR with Bank with Accrued Interest	6528278	1922219
	18802702	10236467

17 SHORT-TERM LOANS & ADVANCES**OTHER LOANS & ADVANCES**

Unsecured, Considered good		
Cenvat Receivables	5602916	5825744
Advance to Suppliers	8227130	5650309
Advance Income Tax	4731750	4096825
	18561796	15572878

18 OTHER CURRENT ASSETS

Unsecured, Considered good		
Other Advances	30550216	12936024
Interest for next years	1716395	3181119
Prepaid Insurance	234381	281190
T.D.S. Receivables	14453	13513
MAT Entitlement	1476405	3773004
	33991850	20184850



	AS ON 31.03.2012	AS ON 31.03.2011
19. REVENUE FROM MANUFACTURING & COMMERCIAL OPERATION		
Sale of Products	610559126	586737144
Less :- Excise Duty	28189899	22459493
Net Sales	582369227	564277651
Receipts from Commercial Operations	2361208	0
	584730435	564277651
DETAIL OF SALE		
Sales Scrap	312360	8903000
Sales Ex UP	397023419	38298
Sales Export	37207802	25000
Sales UP	176015545	396644599
Consignment Sales	0	40866015
High sea Sales	0	140260232
	610559126	586737144
20. OTHER INCOME		
Insurance Claim Received	400805	26369
Interest Received From Bank	144522	135128
	545327	161497
21. COST OF MATERIALS CONSUMED		
RAW MATERIAL CONSUMED		
Opening Stock	44112171	15518402
Add: Purchases	341961944	316867553
	386074115	332385955
Less: Closing Stock	54752452	44112171
	331321663	288273784
DETAIL OF CONSUMPTION		
Indian Waste Paper	268905659	234013338
Imported Waste Paper	62416004	54260446
	331321663	288273784
22. PURCHASE OF STOCK-IN-TRADE		
	0	0
	0	0
23. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Change in Finished Goods	AS ON 31.03.2012	AS ON 31.03.2011
Opening Stock (F.G.)	13859606	4533048
Less :- Closing Stock	18325800	13859606
Net Change	-4466194	-9326558
Change in W-I-P		
Opening W.I.P	2598361	1840015
Less :- Closing W.I.P	2567400	2598361
Net Change	30961	-758346
Change in Stock in Trade		
Opening Stock in Trade	253672	253672
Less :- Closing Stock in Trade	253672	253672
Net Change	0	0
TOTAL Rs.	-4435233	-10084904



	AS ON 31.03.2012	AS ON 31.03.2011
24. CHANGES IN EXCISE DUTY ELEMENT ON STOCK		
Excise duty on Opening Stock	548453	179026
Less :- Excise duty on Cl. Stock	1066900	548453
Net Change	<u>518447</u>	<u>369427</u>
25. EMPLOYEE BENEFIT EXPENSE		
Salary & Wages	13426175	11524729
Provident Fund	262969	185888
Employees Pension Fund	411088	293213
Bonus	373315	357654
Gratuity	1294249	625269
E.S.I.	288039	257523
TOTAL Rs.	<u>16055835</u>	<u>13244276</u>
26. FINANCE COST		
Interest & Charges on Bank borrowing for term loan	4074444	5663237
Interest & Charges on Bank borrowing for working Capital	7246863	6089957
Bank Charges	2246084	557980
Interest to others	2878733	1986702
TOTAL Rs.	<u>16446124</u>	<u>14297876</u>
27. OTHER EXPENSES		
Chemicals & Stores Consumed	116329815	116964666
Fuel Consumed	53290661	79582195
Packing Material Consumed	14335417	12695390
Repairs & Maintenance of P/M	682659	3016363
Printing and Stationary	52950	76345
Postage & telegram	53655	48135
Telephone Exp.	308522	342934
Rent, Rates Legal and Professional Charges	1484467	1397041
Insurance	58792	93299
Travelling & Vehicle Running Exp.	420724	374463
Auditors' Remuneration -		
Statutory Audit Fees	60000	60000
Tax Audit Fees	15000	15000
Donation /Charity	16630	36000
Miscellaneous Expenses	29656	58702
Vat Exps.	1888	0
Excise Duty /Service Tax Exp.	29221	346959
Loss on sale of Car	0	185655
Director Remuneration	1800000	1500000
Filing fees	8391	4590
Commission & Exp. On sale	4662168	5095634
Rebate & Discount	2609073	1281756
TOTAL Rs.	<u>196249689</u>	<u>223175127</u>



AS ON
31.03.2012

AS ON
31.03.2011

24. CHANGES IN EXCISE DUTY ELEMENT ON STOCK

Excise duty on Opening Stock	548453	179026
Less :- Excise duty on Cl. Stock	1066900	548453
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25. EMPLOYEE BENEFIT EXPENSE

Salary & Wages	13426175	11524729
Provident Fund	262969	185888
Employees Pension Fund	411088	293213
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TOTAL Rs.	<u>16446124</u>	<u>14297876</u>

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TOTAL Rs.	<u>196249689</u>	<u>223175127</u>


DIRECTOR


MANAGING DIRECTOR


COMPANY SECRETARY

As per our report of even date
For GOEL SINGHAL & ASSOCIATES
Reg. No. : 006496C
Chartered Accountants



DATED: 02.08.2012
PLACE: DELHI

IRISH KUMAR)
PARTNER
M.No. : 408347