# **AUROMA COKE LIMITED**

REPORT AND ACCOUNTS 2012

## NINETEENTH ANNUAL REPORT 2011-2012

#### **BOARD OF DIRECTORS**

Mr. Vimal Kumar Tulsyan Mr. Rajiv Tulsyan Mr. Sanjeev Tulsyan Mr. Prashant Tulsyan Mr. Binod Kumar Singh Mr. Nawal Kishore Singh Mr. Alok Sawa Mr. Swapan De Choudhury

#### **REGISTERED OFFICE**

Shanti Niketan Building, Suit No. 706 8, Camac Street, Kolkata - 700 017

#### AUDITORS

Agarwal Khemka & Associates *Chartered Accountants* 

BANKER

State Bank of India

#### **REGISTRAR & SHARE TRANSFER AGENTS**

Niche Technologies Pvt. Ltd. 71, B. R. B. Basu Road D-511, Bagree Market, Kolkata - 700 001 Phone : 033-2234 3576, Fax : 033-2215 6823

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### Notice

**NOTICE** is hereby given that the 19th Annual General Meeting of the Members of Auroma Coke Limited will be held at the Registered Office at Suite no. 706, Shanti Niketan Building, 8 Camac Street, Kolkata-700017 on Saturday, 22nd September, 2012 at 11.30 A. M. to transact the following business :

#### **Ordinary Business**

- 1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2012, Statement of Profit & Loss for the year ended on that date and Report of the Board of Directors and Auditors thereon.
- 2. To appoint a Director in place of Mr. Sanjeev Tulsyan who retires by rotation and being eligible, offers himself for re-appointment.
- 3. To appoint a Director in place of Mr. Nawal Kishore Singh who retires by rotation and being eligible, offers himself for re-appointment.
- 4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until conclusion of next Annual General Meeting and to fix their remuneration.

#### NOTES

- 1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the company. The instrument appointing the proxy, in order to be effective should, however be deposited at the registered office of the company not less than forty eight hours before the schedule time for commencement of the meeting.
- 2. Corporate Members intending to send their Authorised representative to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 3. Members are requested to bring Attendance Slip along with their copy of Annual Report to the Meeting.
- 4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio no. in the attendance slip for attending Annual General Meeting.
- 5. In case of Joint Holders attending the Meeting, only such joint holder whose name appears first in the order of names will be entitled to vote.
- 6. Register of members and share transfer books of the Company shall remain closed from Monday 17th September 2012 to Saturday, 22nd September 2012. (Both days inclusive).
- 7. Members are requested to notify immediately to the Company about the change in their addresses along with PIN Code Number, if any.
- 8. The Company has paid the listing fee up to year 2012-13 to the BSE Limited.

By Order of the Board Rajiv Tulsyan Managing Director

#### Date : 14th August, 2012 Place : Kolkata

#### Information about the Directors who are proposed to be appointed / re-appointed.

(as required under caluse 49 of the listing agreement)

Name of the Director	Mr. Sanjeev Tulsyan	Mr. Nawal Kishore Singh	
	(Promoter, Executive)	(Independent, Non-executive)	
Date of Birth	26.05.1964	22.09.1975	
Qualification	B.Com	B. Com (Hons.)	
Functional Area	Business Administration	Accountancy	
Other Directorship	<ol> <li>ACM Fuels Ltd.</li> <li>SRS Hotel Pvt. Ltd.</li> <li>Auroma Coke Manufactures Pvt. Ltd.</li> </ol>	Nil	
No. of Share held	113982	Nill	

By Order of the Board Rajiv Tulsyan Managing Director



### **Directors' Report**

#### Dear Shareholders,

Your Directors have pleasure in presenting the 19th Annual Report of the Company for the year ended on 31st March 2012.

#### **Financial Result**

The Financial performance of the company for the financial year ended Mach 31, 2012 is summarized below.

		(Rs. In la
	Financial Year 2011-12	Financial Year 2010-11
Total Income	3853.23	4650.41
Total Expenditure	3484.89	4325.31
Less: Interest	217.94	177.67
Less : Depreciation	68.15	66.50
Profit before Tax	82.25	80.93
Provision for taxes	34.07	22.91
Profit after Tax	48.18	58.02
Surplus brought forward from previous year	398.28	340.26
Balance Carried over to Balance Sheet	446.46	398.28

#### OPERATION

During the year under review, the Company has recorded sales of Rs. 3850.90 lacs as against Rs. 4648.87 lacs in the previous financial year. The Profit Before Tax (PBT) was Rs. 82.25 lacs as against Rs. 80.93 Lacs during the previous financial year. Due to higher provisioning of taxation, Profit After Tax (PAT) was Rs. 48.18 Lacs as against Rs. 58.02 Lacs during previous financial year.

#### DIVIDEND

The Board has decided to plough back the entire profit generated during the year to conserve resources. Hence, no dividend is recommended.

#### DIRECTORS

Mr. Sanjeev Tulsyan and Mr. Nawal Kishore Singh retires by rotation at the ensuing Annual General Meeting and offers himself for re-appointment. The resolutions for their re-appointment as Director are included in the Notice annexed hereto.

#### LISTING

The equity shares of the Company are listed at the Bombay Stock Exchanges Ltd. The shares of the Company have been admitted with National Securities Depository Limited (NSDL) and Central Depository Services (CDSL). The ISIN of the equity shares of your company is INE662101012.

#### AUDITORS REPORT

The Report of the Auditors read with significant accounting policies and notes on the accounts as annexed are self explanatory and therefore need no further explanations by the board in this Report.

#### PARTICULARS OF EMPLOYEES

The relations with employees and workers at all levels were harmonious during the year. During the year, no employee of the Company was in receipt of remuneration exceeding the sum prescribed under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975. Hence, furnishing of particulars of employees is not required.



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

The Particulars relating to conservation of energy, technology absorption, foreign exchange, earnings and outgo, as required to be disclosed 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 during the year current 2011-12 are as follows :

Α.	Conservation of Energy	The Coke Ovens are designed in such a way that Considerable amount of energy is saved.	
		The products of the company are not covered by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988". Hence Form A is not applicable.	
В.	Technology Absorption	The present technology used in manufacturing process is Indigenous. The Company has not carried out any research and development activities during the year	

C. Foreign Exchange Earning and a) Foreign exchange earning Rs. Nil
 And Outgo : b) Foreign Exchange outgo Rs. 131.08 lacs

#### DIRECTORS' RESPONSIBILITY STATEMENT

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

- a. In the preparation of the annual accounts for the financial year ended 31st March, 2012, the applicable accounting standards, had been followed and there is no material departure from the same;
- b. That your directors have selected such accounting policies and applied them consistently and made judgments 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 March 31, 2012 and the profit of the Company for the year ended on that date.
- c. That your directors have taken proper and sufficient care for the maintenance of adequate with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d. Your directors had prepared the annual accounts of the company on a "Going Concern" basis.

#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

#### CORPORATE GOVERNANCE

The report on Corporate Governance as stipulated under clause 49 of the Listing Agreement along with the requisites Certificate of from the Auditor of the Company is attached and form part of the Annual Report.

#### ACKNOWLEDGEMENT

Your Directors would like to place on record their appreciation for assistance and co-operation received from the Financial Institutions, Banks, Government Authorities, Customers, Vendors and members during the year under review. Your Directors also wish to express their deep sense of appreciation for the committed services by the Executives, Staff, and Workers of the Company. The Directors also place on record their sincere thanks to the Shareholders for their continued support, co-operation and confidence in the Management of the Company.

Date : 14th August, 2012 Place : Kolkata For and on behalf of the Board V. K. Tulsyan Chairman

#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### a) INDUSTRY STRUCTURE AND DEVELOPMENT

India has acute shortage of premium quality hard coking coal and even the available metallurgical coal is of the inferior quality. Consequently the bulk of the India's requirements of hard coking coal is met through imports. Hence, the domestic coal & coke industry continues to face stiff competition from the international market, mainly from China & Australia, since the quality of their coal is better than the indigenous coal.

On the other hand the timely availability of imported coal & coke at reasonable prices is also a problem as the international market is highly volatile and the supply may be limited at times. Many iron and steel industry have come up in the near by areas increasing the demand of metallurgical coal and coke. The main coal and coke consuming industries are iron and steel plant, power plant, cement plant, sponge iron plants, chemical plants etc.

Hence, the shortage of coking coal translates into supply constraints in met coke. It is fact without any doubt that coking coal and met coke are going to be critical and most sought after commodities for India, in the years to come.

#### b) OPPORTUNITIES AND THREATS

The expected revival of domestic and world economy will create huge demand for infrastructure facilities. This will result in huge demand of steel, cement and consequently for met coke and coking coal. Moreover, the supply situation with no new good coking coal and met coke producing units, looks supportive to the sustainable price improvements.

China being a largest consumer of both coking coal and met coke plays a critical role in determining the global demand and supply and consequently, the prices of the both. Therefore, any major shift in policy by China may pose a threat to the Industry. Moreover, the continuing slowdown in domestic as well as global economy poses great challenge to the demands of coking coal and met coke.

Most of the domestic steel plants use blast furnace route for manufacturing steel and in the process creates huge demand for coking coal. Fluctuations in demand in global steel industry or increase in use of other mode of steel making i.e. Electric Arc Furnace by steel industry might act as a threat to the met coke and coking coal industry.

#### c) RISK & CONCERN

The Company is exposed to the risk of price fluctuation on raw materials and finished goods. Any increase in the cost of raw coal by CIL / BCCL may adversely affect the performance of the company. Any reduction in the cost of imported coal / coke, may also affect the performance of the company.

As discussed before, domestic availability of good quality coking coal is a major concern for the Company. In addition, import of coking coal poses significant risk of exchange rate fluctuation as the rupee continues to slide against US Dollar.

#### d) FINANCIAL PERFORMANCE

The financial performance has been discussed in the Directors' Report.

#### e) INTERNAL CONTROL SYSTEM

The company has an adequate internal control system including suitable monitoring and procedures commensurate with its size and the nature of the business. The internal control system provide for all documented policies, guidelines, and authorization and approval procedures. The Company has also internal audit in place, which carries out audits at suitable intervals.

f) HUMAN RESOURCES in the current business scenario, the need of human resource development is being felt as never before. The corporate of late started recognizing the importance of relationship with its human force. Given the above context, the importance of human resources is amply recognized by your Company. The least employee turnover ratio of your Company manifests the employees' satisfaction.

#### g) CAUTIONARY NOTE

Statement in this report describing the Company's objectives, projections, estimates, expectations and predictions may be forward looking statements. Actual results could differ materially from those expressed or implied due to variations in prices of raw materials, pricing in the company's principal markets, changes in government regulations, tax regimes, economic developments within India and other incidental factors.

#### **CORPORATE GOVERNANCE REPORT**

#### INTRODUCTION

Corporate governance is a multi-faceted subject and based on principles of integrity, fairness, equity, transparency, accountability, and commitment to values. It is company's firm belief that good Corporate Governance is the back bone of the entire business organization and is a key to success of business. We believe that, a sound governance process is imperative for two reasons:

- 1. To protect the stakeholders' interest and to ensure that no stakeholder benefits at the expenses of others.
- 2. Board of Directors remains committed towards this end.

"Auroma" has been practicing the principles of good Corporate Governance over the years and recognizes that good Corporate Governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of the shareholders. Your company's philosophy envisages an attainment of highest level of the transparency, accountability, and equity in all facets of its operations, and in all its interactions with its stakeholders, including shareholders, employees, lenders, Government and the society at large.

Keeping in view the Company's size, complexity, operations, corporate traditions and in accordance with Clause 49 of the Listing Agreement with the Stock Exchanges, the report containing the details of governance systems and processes at "Auroma Coke Limited" is as under:

#### 1. BOARD OF DIRECTORS

#### A. Composition of Board

The Board of the Company has well structured with adequate blend of professional and independent Directors. The Board of Directors of the Company consists of eight directors, four of whom are independent. The Board in all has a balance of three executive and five non-executive directors.

Following is the Board of Directors of the Company as on 31.3.2012.

	<u>Name</u>	<u>Category</u>
1.	Mr. Vimal Kumar Tulsyan	Chairman (Non-executive), Promoter
2.	Mr. Rajiv Tulsyan	Managing Director, Promoter
3.	Mr. Sanjeev Tulsyan	Executive Director, Promoter
4.	Mr. Prashant Tulsyan	Executive Director, Promoter
5.	Mr. Binod Kumar Singh	Non Executive, independent
6.	Mr. Nawal Kishore Singh	Non Executive, independent
7.	Mr. Alok Sawa	Non Executive, independent
8.	Mr. Swapan De Choudhury	Non Executive, independent

#### B. Attendance of each director at the Board Meetings and last Annual General Meeting

Name of the Director	Category	Attendance		No. of Directorship
		Board	Last	in public limited companies
		Meetings	AGM	
Mr. Vimal K Tulsyan	Non Executive, Non Independent	7	Y	1
Mr. Sanjeev K Tulsyan	Executive, Non Independent	7	Y	1
Mr. Rajiv Tulsyan	Executive, Non Independent	7	Ν	1
Mr. Prashant Tulsyan	Executive, Non Independen	7	Y	1
Mr. Binod Kumar Singh	Non Executive, independent	5	Ν	Nil
Mr. Nawal Kishore Singh	Non Executive, independent	5	Ν	Nil
Mr. Alok Sawa	Non Executive, independent	5	N	Nil
Mr. Swapan De Choudhury	Non Executive, independent	5	N	Nil

Number and the dates of the Board Meetings held during 2011-12

7 (Seven) Board Meetings were held during the Financial Year 2011-12 on 07.04.2011, 20.05.2011, 29.07.2011, 01.09.2011, 14.11.2011, 03.12.2011 and 14.02.2012.



#### 2. Code of Business Conduct and Ethics for Board of Directors and Senior Management Personnel

The Code of Business Conduct and Ethics as adopted by Board of Directors is equally applicable to all the Board members whether executive or non executive and to the members of senior Management. This code is comprehensive enough and adopted for the effective and responsible conduct of the operations of the company and to reflect the responsiveness towards the shareholders and other stakeholders of the company. Compliance to the above code is expected to be both in letters and in spirit.

The Code has been circulated to all the board Members and to the senior Management personnel of the Company and the compliance of the same has been affirmed by them annually

**3. Committees of the Board** : The Board has constituted committees of Directors to deal with matters which need quick decision and timely monitoring of the activities falling within the terms of reference. The Board Committees are as follows :

#### A. Audit Committee :

Composition : The Audit Committee of the Board comprises three Independent Non- Executive Directors, namely,

Mr. Binod Kumar Singh	Chairman
Mr. Nawal Kishore Singh	Member

Mr. V. K. Tulsyan Member

All the members of the Audit Committee possess financial/accounting knowledge. The Company Secretary of the Company acts as the secretary to the Audit Committee.

**Objectives :** The Audit committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing, and reporting practices of the company and its compliance with the legal and regulatory requirements. The committee's purpose is to :

- a) Oversee the accounting and financial reporting process of the Company,
- b) Make arrangement of the Audit of the Company's Financial Statements,
- c) Recommend appoint, of the Statutory Auditors,
- d) Check the performances of the Internal Auditor, and
- e) Prepare the Company's Risk management Policies.

#### **Terms of Reference**

The role and terms of reference of the Audit Committee covers the areas mentioned under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. Following are some of brief terms of reference.

- i) Overseeing of Company's financial reporting process and disclosure of its financials information to ensure that the financial statement is correct, sufficient and credible.
- ii) Recommending the Board about appointment, re-appointment, and if required the replacement or removal of the Statutory Auditor, and fixation of audit fees.
- iii) Reviewing the financial statements with management before submission to the Board for approval focusing primarily on the crucial points under consideration.
- iv) Reviewing the Internal Control System and internal Audit results.
- v) Review with the management, quarterly financial statements of the accounts.
- vi) Reviewing with the management, performance of statutory auditors and internal auditors.
- vii) Reviewing the adequacy of internal audit function.
- viii) To review the matters reported under Whistle Blower Policy.

The Committee met four times during the year 2011-12 on 29.07.2011, 01.09.2011, 14.11.2011, 14.02.2012.

Name of member	Category	No. of Meeting attended
Mr. Binod Kumar Singh	Independent	4
Mr. Nawal Kishore Singh	Independent	4
Mr. V. K. Tulsyan	Non-independent	4

#### B. Remuneration Committee

The remuneration committee of the Board comprises three independent Directors, namely,

Shri Binod Kumar Singh	Chairman
Shri N. K. Singh	Member
Shri V. K. Tulsyan	Member

#### **Terms of Reference**

The remuneration committee has been constituted to recommend/review and approve the remuneration of the Managing Director, non executive Directors and senior Management Personnel, based on their performance and defined assessment criteria and subject to the consent of the shareholders as per provisions of the Companies Act, 1956.

No meeting of the Remuneration Committee was held during the year.

Details of remuneration paid/payable to the directors for the year ended 31st March 2012.

Name	Salary (in Rs.)
Shri Rajiv Tulsyan	Rs. 8,34,000/-
Shri Sanjeev K Tulsyan	Rs. 8,34,000/-
Shri Prashant Tulsyan	Rs. 8,16,000/-

Further, the Company has paid to non-executive directors fees for attending the meeting of Board of Directors as follows :

Name	Sitting Fees (in Rs.)	
Shri Vimal Kumar Tulsyan	Rs. 35000/-	
Shri Binod Kumar Singh	Rs. 25000/-	
Shri Nawal Kishore Singh	Rs. 25000/-	
Shri Alok Sawa	Rs. 25000/-	
Shri Swapan De Choudhury	Rs. 25000/-	

#### C. Shareholders'/Investors Grievance Committee

Composition :

The Company's Shareholders'/Investors' Grievance committee of the Board comprises of three Directors, namely,

- 1. Shri Binod Kumar Singh Chairman
- 2. Shri Rajiv Tulsyan Member
- 3. Shri Prashant Tulsyan Member

Mr. Subhas Srivastav acts as Compliance Officer.

#### Objectives :

The Committee monitors and redresses the complaints of the shareholders relating to share transfer, non-receipt of Annual Report, and other related grievances. The committee oversees the performance of the Registrar and Transfer Agent of the Company, and recommends measures for overall improvement in the quality of investor services.

Investor Grievance Redressal :

During the year Company had received two complaints which were resolved during the year. There are no investors grievances pending as on 31st March, 2012.

#### 4. General Body Meetings

#### A. Annual General Meeting :

Location, date, and time of the Annual General Meeting held during the preceding 3 years and the Special Resolution passed thereat are as follows :

Year	Location	Date & Time	Special Resolution Passed
2010-11	Suite No. 706, Shanti Niketan Building, 8, Camac Street, Kolkata-700017.	September 30, 2011 at 11.30 a.m.	No special resolution passed
2009-10	Suite No. 706, Shanti Niketan Building, 8, Camac Street, Kolkata-700017.	September 30, 2010 at 12.00 a.m.	No special resolution passed
2008-09	Suite No. 706, Shanti Niketan Building, 8, Camac Street, Kolkata-700017.	September 24, 2009 at 10.30 a.m.	No special resolution passed

B. Special Resolution passed through Postal Ballot :

Neither at the last Annual General Meeting nor at the ensuing Annual General Meeting to be held on 24.09.2009 any special resolution was passed/ proposed to be passed through postal ballot.

#### 5. Disclosures :

#### A. Related Party Disclosures:

No transaction of material nature that may have potential conflict with the interests of the Company at large has been executed/ entered with promoters, directors or management and their relatives etc. The register of contracts containing transactions in which Directors are interested is placed before the Board regularly. Attention of the members is drawn towards the disclosures of transactions with the related parties as detailed in Notes on Accounts-Schedule 1.11forming part of the Annual Report.

All related party transactions are negotiated on arm's length basis and intended to further the Interest of the Company.

#### B. Non-compliances/ penalty or strictures

There has been no instance of non compliance by the Company on any matter related to Capital Market during the last three years and hence no penalty or strictures have been imposed on the Company by the Stock Exchange or SEBI or any statutory authority.

#### C. Compliances of the corporate governance

The Company has complied with the mandatory compliances of the corporate governance in respect of:

a) Remuneration Committee : The Company has constituted a remuneration Committee to review the remuneration of the Managing Director and Whole-time Directors and other senior management personnel on the basis of their performance and according to the criteria agreed by the company.

b) Whistle Blower Policy: The Company has set up a whistle blower policy whereby the employees are free to report to the management of the Company any unethical behavior, fraud or violation of the law, rules, code of conduct to their immediate management concerned. All such reports are reviewed by the audit committee from time to time. The victimization of the person reporting violations shall not be allowed and confidentiality of such reports will be maintained and such persons shall not be subjected to any discriminatory practices.

#### 6. Means of Communication:

A timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is at the core of good governance.

- a) The quarterly / yearly results in the format prescribed by the Stock Exchange in India are approved and taken on record by the Board of Directors within the stipulated time and sent immediately to all Stock Exchanges on which the company's equity shares are listed.
- b) Quarterly un audited financial results are generally published in Dainik Lipi or Kalantar (in vernacular language) and in Financial Express or Asian Age in English, all published from Kolkata.
- c) Annual Report containing, inter-alia, Audited Annual Accounts, Director's Report, Auditor's Report and other important informations are circulated to the members and others entitled thereto. The Management Discussion & Analysis Report forms part of the Annual Report.
- d) Designated email-id exclusively for investor servicing : info@auroma.in
- e) The company has website www.auroma.in The Company regularly updates the website with latest shareholding pattern, annual and quarterly financial results and other investor related information. The Company has not made any presentations to institutional investors or to the Financial Institution or to any other analysts.
- f) The company has no practice to send the quarterly reports to the shareholders.

#### 7. General Shareholders Information :

<ul> <li>Date, Time and Venue of AGM</li> </ul>	:	Saturday, 22nd September, 2012 at 11.30 a.m. at Suite No. 706, Shanti Niketan 8, Camac Street, Kolkata-700017.
<ul> <li>Book Closure Period</li> </ul>	:	Monday, 17th September, 2012 to Saturday, 22nd September, 2012 (Both days inclusive).
<ul> <li>Dividend payment date</li> </ul>	:	The Board has not recommended the payment of dividend.
<ul> <li>Listing on Stock Exchanges</li> </ul>	:	Bombay Stock Exchange Limited. Code : AUROCOK

• ISIN no. of the Company : INE662I01012



Stock Market Data	:	Month	High	Low	Month	High	Low
(Source : BSE Website)		April, 11	11.80	11.22	October, 11	15.75	13.60
		May, 11	11.30	10.50	November, 11	12.93	12.93
		June, 11	10.40	9.80	December, 11	12.29	12.29
		July, 11	Nil *	Nil *	January, 12	11.68	11.68
		August, 11	10.50	9.79	February, 12	11.68	11.68
		September, 11	12.62	10.85	March, 12	11.10	11.10
Registrar and Transfer Agents	•	Niche Technologies Pvt. Ltd. 71, B. R. B. Basu Road D-511, Bagree Market, Kolkata-700 001 Phone- 033-2234 3576, Fax: 033-2215 6823					
Plant Location		, 0	576, Fax: 03	3-2215 6823			
		Dhanbad – 828 109	• •	,			
Investor Correspondence	:	Investor correspon Company Secretary Auroma Coke Limit Suite No.706, Shan 8, Camac Street, Ko Phone : 033 - 2282	y ed ti Niketan B olkata - 7000	uilding,	o :		

• Share Transfer System :

Presently, Shares lodged with the Company or Share Transfer Agent for transfer are processed and registered within a period of 10 to 15 days from the date of receipt, provided all documents are complete, proper and valid in all respects. The Board has delegated the authority for approving transfer; transmission etc. of the Company's securities to the shareholders/investors grievance committee. In this regard, the Committee meets every fortnight to approve the transfers and transmission and matters. A Summary of transfer / transmission of securities of the Company so approved by Managing Director or Company Secretary is placed at every Board Meeting.

#### • Shareholding Pattern as on 31.3.2012 :

Category	No. of Shares	% to Total Shares
Promoters	1573094	24.90
Mutual Funds and Financial Institutions	264300	4.18
NRIS	95100	1.50
Others Indian Nationals and Domestic Companies	4386406	69.42
TOTAL	6318900	100.00

• Distribution of Shareholding as on 31.03.2012 :

Number of Shares	No. of Share holders	% to Total Shares holders	Total No. of Shares	% of Holding
1-500	298	44.51	101555	1.60
501-1000	222	32.50	187450	2.97
1001-5000	115	16.84	352601	5.58
5001-10000	9	1.32	262200	4.15
10001-50000	10	1.46	818200	12.95
50001-above	23	3.37	4596894	72.75
TOTAL	677	100.00	6318900	100.00



• Dematerialization of Shares :

The Securities and Exchange Board of India (SEBI) has included company's scrip in compulsory demat settlement for all type of investors. Thus the dealing in company's equity share can be in demat form only. To facilitate the holding and trading of securities in electronic form, your company has established connectivity with the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Limited. As on March 31, 2012, a total of 3145294 no. of equity shares comprising 49.77% of the total equity capital of the company have been dematerialised.

• Outstanding GDRs/ADRs/Warrants and Convertible Bonds, Conversion Date and likely impact on Equity : The company has never issued GDRs / ADRs / Warrants or any convertible instruments.

	For and on behalf of the Board
Date : 14th August, 2012	V. K. Tulsyan
Place : Kolkata	Chairman

#### DECLARATION

I, Rajiv Tulsyan, Managing Director of Auroma Coke Limited, to the best of my knowledge and belief, declare that all the members of the Board of Directors and senior management personnel have affirmed compliance with the code of conduct of the company for the year ended March 31, 2012.

Rajiv Tulsyan Managing Director

#### AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Members,

Auroma Coke Limited

We have examined the compliance of conditions of Corporate Governance by Auroma Coke Limited for the year ended 31st March 2012 as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof adopted by the company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanation given to us, and based on the representations made by the Directors and Management, we certify that the company has complied with the conditions of corporate governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

On the basis of share transfer register and other records produced before us, we state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the shareholders' Committee.

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

#### For AGARWAL KHEMKA & ASSOCIATES

Chartered Accountants A. K. Agarwal Proprietor Membership No. 52791

Date : 14th August, 2012 Place : Kolkata

### **Auditors' Report**

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#### To the Members Auroma Coke Limited

- 1. We have audited the attached Balance Sheet of Auroma Coke Limited, as at 31st March, 2012 and also the Profit and Loss Account, Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- 2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3. As required by the Companies (Auditor's Report) Order, 2003 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 paragraph 4 and 5 of the said Order on the basis of information and explanations given to us during the course of audit.
- 4. Further, to our comments in the Annexure referred to above, we report that :
  - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (iii) The Balance Sheet , Profit and Loss Account, and Cash Flow Statement dealt with by this report are in agreement with the books of account ;
  - (iv) In our opinion, the Balance Sheet, Profit and Loss Account, Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act,1956;
  - On the basis of written representation received from the directors as on 31st March, 2012. and taken on record by the Board of 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;
  - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said Accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
    - (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March'2012.
    - (b) In the case of the Profit and Loss Account, of the Profit for the year ended on that date.
    - (c) In the case of Cash Flow Statement of the cash flows for the year ended on that date.

#### For AGARWAL KHEMKA & ASSOCIATES

Chartered Accountants Firm No. 314133E **A. K. Agarwal** *Proprietor* Membership No. 52791

Place : Kolkata Dated : 14th day of August, 2012

#### Annexure to the Auditors' Report

#### Referred to in paragraph 3 of our report of even date

- We have been informed that the Company is in the process of preparing fixed assets register. No substantial part of fixed assets has been disposed off (a) during the year.
- We have been informed that the management has conducted physical verification of finished goods, raw materials, spare parts and construction work (b) in progress at the year end and no material discrepancies have been noticed on such verification as compared to book records. The procedures followed for such verification are reasonable in relation to the size of the Company and the nature of its business. The company is maintaining proper records of inventory.
- The company has taken unsecured loans from companies which are covered in the register maintained under section 301 of the Act. The transactions (c) involved during the year are as follow: No. of C

Companies	Amount Paid (₹)	Amount Received (₹)
2	305.00 lacs	327.50 lacs

The rate of interest and other terms and conditions of above loans are not prima-facie prejudicial to the interest of the Company. There is no stipulation regarding repayment of principal and interest and they are repayable on demand, and the company is paying the principal and interest as and when demanded.

(d) The company has granted unsecured loans to companies which are covered in the register maintained under section 301 of the Act. The transactions involved during the year is as follow :

No. of Companies	Amount Paid (₹)
1	561.00 lacs

563.00 lacs The rate of interest and other terms and conditions of above loans are not prima-facie prejudicial to the interest of the Company. There is no stipulation regarding repayment of principal and interest and they are payable on demand, and the company is paying/receiving the principal and interest as and when demanded.

Amount Received (₹)

- In respect of loans taken from or given to other parties, the terms and conditions of such loans are not prima facie prejudice to the interest of the (e) company. They are payable / repayable on demand and are being paid/repaid as and when demanded.
- In our opinion there is adequate internal control system commensurate with the size of the company and the nature of its business for the purchase (f) of inventory and fixed assets and for the sale of goods and services. We have not observed any continuing failure to correct major weaknesses in internal control system.
- The particulars of contracts or arrangements referred to in section 301 of the Act have been so entered in the register maintained under that section. (g) The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time, wherever available.
- We have been informed that the Company has not accepted any deposits from public, share holders or others as defined under Section 58A of the (h) Companies Act. 1956 during the year.
- The Company has appointed a firm of Chartered Accountants to conduct the internal audit periodically which is considered to be adequate and (i) commensurate with the size and nature of its present activities.
- We have been informed that the company is generally regular in depositing undisputed statutory dues including provident fund, investor education (j) and protection fund, income tax, sales tax, wealth tax, custom duty, service tax, cess and any other statutory dues with the appropriate authorities, wherever applicable, except with minor delays. There has been delay in depositing excise duty and Employees State Insurance and in one case of income tax. However, there are no arrears of outstanding liabilities as at the end of the year for a period of more than six months from the date they became payable except in case of Sales Tax Rs. 1.00 lacs and Income tax Rs. 0.64 lacs.

There are demands in respect of sales tax dues, which are disputed by the company but the said demands, except Rs. 0.52 lacs for the year 2007-08, have been adjusted by the department from the input credit available with them. The company is yet to file revision petition / appeals in respect of demands adjusted from input credit or claim for input credit not admitted amounting to Rs. 12.94 lacs with the appropriate authorities for the year 2006-07 to 2008-09

- The company does not have any accumulated losses at the end of the financial year. The company has not incurred any cash losses during the financial (k) vear covered by our audit and in the immediately preceding financial year.
- (I) The company has not defaulted in repayment of dues to any bank/financial institutions. The company has not raised any amount by way of Debenture from bank or financial institution.
- (m) In respect of investment in shares, securities, debentures and other investments, proper records have been maintained of the transactions and contracts and timely entries have been made therein. The shares, securities, debentures and other securities have been held by the company, in its own name except to the extent of the exemption, if any, granted under section 49 of the Act;
- The company has not granted any loans and / or advances on the basis of security by way of pledge of shares, debentures and other securities or any (n) guarantee.
- The company has not given any guarantee for loans taken by others from any bank or financial institution. (0)
- The term loans were applied for the purpose for which the loans were obtained. (p)
- According to the information and explanations given to us, no funds raised on short term basis by the Company during the year under audit have been (q) used for long term investment.
- The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the (r) Act during the year.
- During the year, the company has not raised any amount by public issues. (s)
- Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the (t) company has been noticed or reported during the year.
- (u) The other provisions of the said Order are not applicable in case of this Company.

For AGARWAL KHEMKA & ASSOCIATES

Chartered Accountants Firm No. 314133E A. K. Agarwal Proprietor Membership No. 52791

: Kolkata Place : 14th day of August, 2012 Dated

# Balance Sheet as at 31st March, 2012

				-	
	Note	As a			sat arch 2011
I. EQUITY & LIABILITIES	Note	31st Marc	n, 2012	3150 1016	arch, 2011
(1) Shareholders' Funds :					
.,	2	66 251 500			
[a] Share Capital	2 3	66,251,500	111 105 442	66,251,500	106 292 767
[b] Reserves & Surplus	-	44,943,943	111,195,443	40,131,267	106,382,767
(2) Share Application Money pending allotment	1.9		252,400,000		277,850,000
(3) Non current Liabities		100.474			
[a] Long Term Borrowing	4	109,471		265,310	
[b] Deferred Tax liabilities(net)	5	8,851,600		9,148,800	
[c] Other Long Term Liabilities	6	424,033		324,033	
[d] Long Term Provision	7	497,098	9,882,202	474,698	10,212,841
(4) Current Liabilities					
[a] Short Term Borrowing	8	168,863,229		187,726,659	
[b] Trade Payable	9	52,789,415		37,691,874	
[c] Other Current Liabilities	10	26,501,746		37,856,692	
[d] Short Term Provision	11	2,903,486	251,057,876	2,648,766	265,923,991
TOTAL :			624,535,521		660,369,599
II. ASSETS					
(1) Non Current Assets					
[a] Fixed Assets	12				
(i) Tangible Assets		112,886,244		106,339,703	
(ii) Intangible Assets		160,429		175,394	
(iii) Capital work in progress		17,382,923		13,864,267	
		130,429,596		120,379,364	
[b] Non-current Investments	13	100,000		100,000	
[c] Long Term Loan & Advances	14	28,541,683		28,921,510	
[d] Other Non Current Assets	15	937,465	160,008,744	1,359,650	150,760,524
(2) Current Assets					
[a] Inventories	16	272,960,673		300,557,865	
[b] Trade Receivable	17	89,167,930		81,713,650	
[c] Cash & Cash Equivalent	18	37,867,268		15,448,632	
[d] Short Term Loans & Advances	19	56,714,950		104,081,783	
[e] Other Current Assets	20	7,815,956	464,526,777	7,807,145	509,609,075
TOTAL :			624535521		660,369,599
III. Significant Accounting policies	1				
Notes referred to above form an integral part	-				
of the Financial Statements					

Schedules referred to above form an integral part of the Financial Statements Signed in terms of our report of even date. For AGARWAL KHEMKA & ASSOCIATES

Chartered Accountants Firm No. 314133E A. K. Agarwal Proprietor Membership No. 52791 Place : Kolkata Dated : 14th day of August, 2012

For and on behalf of the Board of Directors Vimal Kumar Tulsyan Chairman Rajiv Tulsyan Managing Director



(Amount in ₹)



# Statement of Profit and Loss for the year ended 31st March, 2012

		Note	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011
А	REVENUE			
	Sale of Products and Services	21	399,939,857	463,110,246
	Other Operating Revenues	22	2,565,043	1,964,403
	Less : Excise Duty		17,414,076	187,833
	Revenue From Operation (net)		385,090,824	464,886,816
	Other Income	23	232,588	154,460
	Total revenue (I)		385,323,412	465,041,276
В	EXPENSES			
	(a) Cost of raw materials consumed / sold	24	260,926,194	364,844,082
	(b) Purchases of Stock-in-trade	25	52,761,949	59,584,482
	<ul> <li>(c) Changes in inventories of finished goods and stock-in-trade</li> </ul>	26	(7,818,506)	(42,467,202)
	(d) Employee benefits expense	27	7,962,573	7,666,498
	(e) Finance costs	28	21,793,844	17,766,591
	(f) Depreciation (refer Note No. 1.5)	12	6,814,804	6,649,995
	(g) Other Expenses	29	34,657,182	42,903,632
	Total expenses (II)		377,098,040	456,948,078
	Profit before tax (I-II) Tax expenses :		8,225,372	8,093,198
	(a) Current tax expense for current year		3,300,000	2,550,000
	(b) Current Tax expense relating to prior years		404,690	90,309
	(c) Deferred tax		(297,200)	(349,200)
	Total Tax Expenses		3,407,490	2,291,109
	Profit/(Loss) for the year (5-6)		4,817,882	5,802,089
	Earnings per Equity Share (Face Value Rs. 10/- each)	30		
	Basic (Rs.)		0.76	0.92
	Diluted (Rs.)		0.76	0.92
	Significant Accounting policies	1		
	Notes referred to above form an integral part of the Fi	nancial Statements		

Schedules referred to above form an integral part of the Financial Statements Signed in terms of our report of even date.

For AGARWAL KHEMKA & ASSOCIATES

Chartered Accountants Firm No. 314133E A. K. Agarwal Proprietor Membership No. 52791 Place : Kolkata Dated : 14th day of August, 2012

For and on behalf of the Board of Directors Vimal Kumar Tulsyan Chairman Rajiv Tulsyan Managing Director



# Cash Flow Statement for the year ended at 31st March, 2012

		For the Year Ended	For the Year Ended
		31st March, 2012	31st March, 2011
•		·	
А.	CASH FLOW FROM OPERATING ACTIVITIES : Net Profit before Tax and Extraordinary Items	8,225,372	8,093,198
	Adjustments for :	0,223,372	0,055,150
	Depreciation	6,814,804	6,649,995
	Interest (Net)	21,561,256	17,612,131
	Loss / (Profit) on sale of Assets		4,890
	Operating Profit before Working Capital Changes	36,601,432	32,360,214
	Adjustments for :	50,001,432	52,500,214
	Trade and Other Receivables	40,169,772	(24,234,642)
	Inventories	27,597,192	(94,392,469)
	Trade Payables	4,744,166	10,999,873
	Cash Generated from Operations	109,112,562	(75,267,024)
	Direct Taxes Paid (Net)	(3,704,690)	(2,640,309)
	NET CASH FROM OPERATING ACTIVITIES	105,407,872	(77,907,333)
В.	CASH FLOW FROM INVESTING ACTIVITIES :		
2.	Purchase of Fixed Assets/Capital Advances/Capital Expenditure	(16,324,931)	(12,932,569)
	Loans and Advances Given	(9,329)	(239,014)
	Proceeds from sale of fixed assets (Net)	_	3,150
	Dividend Earned	_	-
	Interest Earned	232,588	154,460
	Proceeds from sale of Investments	_	_
	NET CASH USED IN INVESTING ACTIVITIES	(16,101,672)	(13,013,973)
с.	CASH FLOW FROM FINANCING ACTIVITIES :		
	Proceeds from issue of Share Capital/Share allotment money (net)	-	-
	Interest Paid	(21,793,844)	(17,766,591)
	Advance Against Shares	(25,450,000)	181,150,000
	Increase in H.P loans	(443,971)	(151,982)
	Increase in Cash Credit	(28,173,804)	(15,556,941)
	Increase in Term Loan	-	-
	Increase in Unsecured Loans	8,974,055	(73,623,611)
	NET CASH USED IN FINANCING ACTIVITIES	(66,887,564)	74,050,875
	Net Increase/(Decrease) in Cash and Cash Equivalents	22,418,636	(16,870,431)
	Cash and Cash Equivalents (Opening Balance)	15,448,632	32,319,063
	Cash and Cash Equivalents (Closing Balance)	37,867,268	15,448,632
	(Cash and Cash Equivalents represent Cash and Bank Balances)		

Notes: 1. Figures in brackets after "operating profit before working capital changes" represent cash outflows.

2. Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard-3.

3. Previous year's figures regrouped / reconsidered whereever appropriate to make them comparable.

Signed in terms of our report of even date. **For AGARWAL KHEMKA & ASSOCIATES**  *Chartered Accountants* Firm No. 314133E **A. K. Agarwal** Proprietor Membership No. 52791 Place : Kolkata Dated : 14th day of August, 2012

For and on behalf of the Board of Directors Vimal Kumar Tulsyan Chairman Rajiv Tulsyan Managing Director

## Notes forming part of the Financial Statements for the year ended 31st March, 2012

#### **GENERAL INFORMATION :**

Auroma Coke Limited (the "Company") is engaged primarily in washing of raw coal and slurry and manufacture of Wash Coal, Middlings, Slurry, Hard Coke and its various combinations. It is also engaged in trading of above products including coal. The manufacturing plants are located in India. The Company is a public limited company and its shares are listed on the Bombay Stock Exchange (BSE).

#### NOTE No. 1

#### [1.1] Significant Accounting Policies

(a) Accounting Concept

The company generally follows the mercantile system of accounting and recognises revenue on accrual basis, except sale of scrap and insignificant items/amounts, which are accounted for on cash basis. The accounts are prepared and presented as a going concern concept in accordance with Generally Accepted Accounting Principles (GAAP) in India under historical cost convention and comply in all material aspects with the Accounting Standards (AS) and the relevant provisions prescribed in the Companies Act, 1956. The accounting policies not referred to otherwise are consistent with generally accepted accounting principles.

(b) Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and reported amount of revenues and expenses during the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, the actual outcome may be different from the estimates. Difference between actual results and estimates are recognised in the period in which the results are known or materialise.

(c) Fixed Assets

Fixed Assets (Tangible and Intangible) are stated at cost of acquisition inclusive of inward freight, duties, taxes and incidental expenses related to acquisition and installation. In respect of major projects involving construction, related pre-operative expenses, including finance cost on borrowed funds attributable to acquisition of fixed assets for the period upto the date of commencement of commercial production is capitalised. In case of revaluation, acquisition cost is replaced with revalued figures.

(d) Impairment of Assets

Loss / gain on impairment of assets is recognised in accounts after reviewing net selling price / value in use and net carrying amount of individual assets ( if independently generating cash flow) and cash generating units at each Balance Sheet date.

(e) Classification of Assets and Liabilities as Current and Non-Current

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, 12 months has been considered by the company for the purpose of current – non-current classification of assets and liabilities.

(f) Investments

Investments are classified as current and non-current. Current investments are those investments which are readily realisable, and are intended to be held for not more than one year from the date of investment. All other investments are classified as long-term investments.

Current investments are stated at lower of cost and fair value determined.

Long term investments are stated at cost less permanent diminution in value of such investments.

(g) Depreciation

Depreciation on fixed assets is provided under straight line method at the rates and in the manner prescribed under the Companies Act, 1956. Assets acquired / disposed off during the year are depreciated with reference to the month of addition / disposal. Assets under construction / installation are not depreciated. Assets used during construction of the project are depreciated and such depreciation forms part of the pre-operative cost. Annual depreciation on written up value due to revaluation of assets is charged to revaluation reserve account proportionately to the extent of balance held in the account.

(h) Retirement Benefits

The company is not covered by Employee's Provident Fund Act and there is no scheme of Provident fund in vogue. Liability for gratuity is provided on actual basis, computed on the tenure of the service of the eligible employees as at the end of the year, in terms of paragraph 52 of Accounting Standard – 15 (Revised) issued by The Institute of Chartered Accountants of India, in view of few numbers of employees eligible for gratuity at present.

(i) Inventories

Raw materials are valued at lower of yearly weighted average cost (including related acquisition cost) or market prices. Cost of interdivisional transfer of goods has been taken as per policy enumerated in paragraph (I) below. Stock of such material, and



## Notes forming part of the Financial Statements for the year ended 31st March, 2012

consequential finished goods at balance sheet date, are valued taking the said transfer price and any unrealised profit on such transaction is eliminated while valuing the stock.

Rejects, Middling, Slurry are valued at estimated realisable value. Other finished goods are valued at lower of weighted average cost or market / estimated realisable value. Cost includes material cost, labour and appropriate systematic allocation of fixed and variable production overheads on actual basis, based on estimated production facilities used by different divisions.

Stock in transit, spares and stores etc. are valued at actual cost of purchase including related expenses. Scrap, being not material in amount, is not accounted for.

(j) Proposed Dividend

Dividend as proposed by the directors is provided in the books of account, pending approval at the Annual General Meeting.

(k) Foreign Exchange Transactions

Foreign exchange transactions are accounted for at the exchange rates prevailing on the date of transaction. Monatory items denominated in foreign currency are restated at the exchange rate prevailing at the Balance sheet date. In case of transactions covered by forward contract, they are restated at that rate and premium, if any, is allocated over the tenure of credit.

(I) Inter-Division transfer

Inter-divisional transfer of goods as independent marketable products of separate divisions for captive consumption are assigned value at lower of cost of production (wherever feasible) and estimated net realizable value. This accounting treatment has no impact on the profit of the company. Such transactions are neither included in turnover nor in consumption of materials, except for valuation purposes.

#### (m) Sales

Sales are inclusive of all taxes, except VAT & CST, less returns. In respect of service tax the same is not included in turnover if collected over and above the agreed charges.

(n) Purchases

Purchases are accounted for net of MODVAT / CENVAT/VAT/ Set off of taxes as applicable.

(o) Borrowing Costs

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised. Other borrowing costs are expensed out.

(p) MODVAT / CENVAT/VAT/Set off of taxes

Any set off / credit of taxes is adjusted against purchase cost of that item / goods if relates to current year. Adjustment of prior year is accounted for in profit & loss account separately.

(q) Contingent Liabilities & Commitments

Contingent liabilities and commitments are not provided for and are disclosed in notes attached to the accounts.

(r) Taxes on Income

Current income tax is determined in accordance with the provisions of the Income Tax Act, 1961, as the amount of tax payable to the taxation authorities in respect of taxable income for the year.

Deferred tax is accounted for under the liability method, subject to the consideration of prudence for deferred tax assets, at the current rate of tax, on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets and liabilities are offset if they are governed by same taxing laws.

#### [1.2] Contingent Liabilities :

No provision has been made in respect of following contingent liabilities:-

(a) VAT demand for the year 2007-08 (Net of payments and input adjustments): Rs. 0.52 Lacs (Rs. 12.98 Lacs for year 2006-07 & 2007-08) and also input claimed but yet to be allowed for 2006-07 & 2007-08 Rs. 7.99 Lacs (Rs. 28.41 Lacs). In respect of the year 2008-09, the excess demand of Rs. 3.86 lacs (NIL) has been adjusted from the input credit and further input claim of Rs. 1.09 lacs (NIL) has not been allowed. In all the above cases the company is in the process of filing revisions / appeals.

#### [1.3] Commitments :

No provision has been made in respect of following commitments:

- (a) Estimated value of contracts of capital nature not provided (net of advances) : Rs. 15.36 lacs (Rs. 18.99 lacs).
- (b) Unexpired Bank Guarantees outstanding : Rs. 600.03 lacs (Rs. 238.65 lacs).
- [1.4] As per information available with the company there are no dues payable to any small scale industrial undertaking as at 31-03-2012.
- [1.5] Gross depreciation for the current year is Rs. 68,20,010/- (66,55,201/-) out of which Rs. 5,206/- (5,206/-) has been transferred to revaluation reserve.

[1.6] The amount payable to micro, small and medium enterprises, to the extent identified on the basis of information available, are as follow:-

(i) Principal amount outstanding as on 31-03-12	:	Rs. NIL (NIL)
(ii) Interest due on outstanding amount as on 31-03-12	:	Rs. NIL (Rs. Nil)
(iii) Interest paid during the year	:	Rs. NIL (Rs. Nil)
(iv) Interest due and payable for the delay in making payment beyond the due date of payment (No payment made beyond due date to SME sector, wherever they were stipulated)	:	Rs. NIL (Rs. Nil)

- [1.7] Balance confirmation certificate in respect of sundry parties has not been received from the parties in some cases.
- [1.8] During the previous year the company has changed the method of accounting of VAT being charged on sales. Sales are accounted for net of VAT instead of inclusive of VAT as was being accounted for in earlier previous years. Due to this change the related item of sales and VAT Expenses in Profit & Loss A/c of the previous year was lower by Rs. 13757454/-. However, this change in accounting treatment had no impact on the profit for that year.
- [1.9] Advances received for allotment of equity shares are proposed to be allotted at a price band of Rs. 18/- to Rs. 30/- per share, inclusive of appropriate premium per share depending on the then issue price, ranking pari-passu with the existing shares of the company. No period of allotment has been specified while accepting such advances.

In respect of advance against allotment money received from two applicants amounting to Rs. 14,35,00,000/-, a scheme of merger and amalgamation proposal of those two companies with the company has been filed with the Hon'ble High Court at Calcutta for sanction of respective schemes after obtaining all the required approvals. Pending such sanction, the amount has been kept as advance against allotment, which would be nullified upon such sanction of merger scheme and simultaneous issue of fresh equity shares to the shareholders of those amalgamating companies.

In respect of balance amount of advance received against allotment of shares, it is proposed that the shares shall be allotted before 31.3.2016, subject to required statutory approvals.

It is proposed to increase the required authorised capital resulting from allotment, if made, of the advance money so received or to the shareholders of the amalgamating companies, before the allotment process takes place.

[1.10]Additional information details. (These information have been certified by the management and relied upon by the auditors):-

- (A) Total value of Raw Materials, Stores, Spare Parts and Components consumed/sold:
  - (i) Raw Materials (including sold) :

	<u>2011</u>	-2012	<u>2010-</u>	-2011
	Value (Rs.)	Value (Rs.)	%	
Indigenous	25,30,83,135	96.99 %	33,45,11,611	91.69 %
Imported	78,43,059	3.01 %	3,03,32,471	8.31 %
	26,09,26,194	100 %	36,48,44,082	100 %

(ii) Stores, Spare Parts and Components :

The company did not consume any imported stores materials, spare parts, components and Chemicals. All consumptions were indigenous.

#### Notes :

- (1) Consumption of raw material includes sales also as it is not practical to identify separately the cost of material sold.
- (2) The quantity of consumption of raw coal, slurry etc. is accounted for on estimated basis as per practice and convention prevailing in the industry.
- (B) Earning in foreign currency : NIL (NIL)
- (C) Expenditure in foreign currency (on accrual basis) :
  - (i) For Raw Materials : NIL (Rs. 3,88,81,864/-)
  - (ii) For Bank Interest : Rs. 1,31,08,187/- (Rs. 7,07,412/-)
  - (iii) For Bank Charges : NIL (Rs. 1,30,126/-)

#### [1.11]Related party transactions :

The company has identified all related parties and details of transactions are given below. No amounts have been written off or written back during the year in respect of debts due from or to related parties.

- (a) Name of Key management personnel
  - 1. Mr. Rajiv Tulsyan
  - 2. Mr. Sanjeev K. Tulsyan
  - 3. Mr. Prashant Tulsyan

(b) Name of associates / companies :

- (i) ACM Fuels Ltd.
- (ii) Auroma Coke Manufacturers Pvt. Ltd.
- (iii) Smart Dealers Pvt. Ltd.
- (iv) A C M Finvests Pvt. Ltd. (w.e.f. 30.3.12)
- (c) Relatives of key management
  - (i) V.K.Tulsyan & Ors. (HUF)

(Rs. In lacs)

	Associates	Key Management Personnel	Relatives of Key Management Personnel	Total
		Personnei	Personnei	Total
Purchase of goods	781.81	-	-	781.81
(A C M Fuels Ltd.)	(1079.17)	(-)	(-)	(1079.17)
Sale of goods	186.77	_	-	186.77
(A C M Fuels Ltd.)	(84.21)	(-)	(-)	(84.21)
Receiving of services	6.69	25.02	1.20	32.91
	(17.28)	(24.84)	(0.69)	(42.81)
Providing of Rental services	1.26	_	-	1.26
	(1.26)	(-)	(-)	(1.26)
Interest Income	2.33	_	-	2.33
	(1.54)	(-)	(-)	(1.54)
Interest Paid	4.54	_	-	4.54
	(-)	(-)	(-)	(—)
Finance (including loans and Equity	900.50	_	-	900.50
contributions in cash or in kind) received	(883.00)	(—)	(—)	(883.00)
Finance Provided	866.00	-	-	866.00
	(884.00)	(-)	(-)	(884.00)
Guarantees taken	4000.00	_	-	4000.00
	(4000.00)	(-)	(-)	(4000.00)

[1.12] The Company has reviewed its individual assets and cash generating units for impairment in terms of Accounting Standard – 28 issued by The Institute of Chartered Accountants of India, and none of them were found to be materially impaired.

[1.13] The company has identified that it has no reportable segments.

[1.14] During the year ended 31st March, 2012, the revised format of accounts was notified by modifying Schedule VI under the Companies Act, 1956. The new format has been followed for preparation and presentation of the financial statements. The adoption of revised Schedule VI, as aforesaid does not impact recognition and measurement principles followed for preparation of the financial statements. The Company has reclassified / regrouped the previous year's figures in accordance with the requirements applicable in the current year.

Notes forming part of the Financial Sta	tements for	the year ended 31	st March, 2012	■■ (Amount in ₹)
		As at 31st March, 2012	As 31st Mar	
2 : SHARE CAPITAL				
Authorised :				
90,00,000 Equity Shares of Rs.10/- each		90,000,000		90,000,000
Issued, Subscribed and Paid up :				
63,18,900 (63,18,900) Equity Shares of Rs.10/- each		63,189,000		63,189,000
Add : Shares Forfeited (ammount originally paid up)		3,062,500		3,062,500
		66,251,500		66,251,500
2.1 : Reconciliation of the Number of Equity Shares Outstandir	29			
Outstanding as at the beginning of the year (Number of Sha	•	6,318,900		6,318,900
Outstanding as at the end of the year (Number of Shares)		6,318,900		6,318,900
2.2 : List of Shareholders Holding more than 5% Shares in the Equity Share Capital of the Company				
i. Zebra Commercial Pvt. Ltd.		360,000		360,000
ii. A C M Finvests Pvt. Ltd.		232,200		331,200
3: RESERVES AND SURPLUS	<b></b>			
(a) Revaluation Reserve				
Opening Balance	302,687		307,893	
Add : Transfer during the year	-		_	
Less: To Profit & Loss A/c (Depreciation)	5,206		5,206	
(On disposal of assets)		297,481		302,687
(b) Surplus in Statement of Profit and Loss				
Opening Balance	39,828,580		34,026,491	
Add : Profit for the year Closing balance	4,817,882	44,646,462	5,802,089	39,828,580
		44,040,402		59,828,580
		44,943,943		40,131,267
4 : LONG-TERM BORROWINGS				
Secured				
Term Loan :				
From Banks		109,471		265,310
[Secured by hypothecation of Car]				
4.1 : Repayment Terms	<u>C</u>	urrent Year	Previo	<u>us Year</u>
Secured Long Term Borrowings :	<u>Currrent</u>	Non-current	<u>Currrent</u>	<u>Non-current</u>
From Banks		400		
Repayable in 36 EMI from December, 2010	155,839	109,471	141,068	265,310
Repayable in 36 EMI from September, 2008 Repayable in 36 EMI from November, 2008	-	_	125,955 176 948	-
			176,948	
Total	155,839	109,471	443,971	265,310

# Notes forming part of the Financial Statements for the year ended 31st March, 2012 (Amount in ₹)

	As at 31st March, 2012	As at 31st March, 2011
5: DEFERRED TAX LIABILITY (NET)		
(A) Liabilities due to Timing difference :		
Depreciation	9,254,100	9,584,000
	9,254,100	9,584,000
(B) Assets due to Timing difference :		
Revenue Expenses	402,500	435,200
	402,500	435,200
(C) Net liability (A-B)	8,851,600	9,148,800
6 : OTHER LONG-TERM LIABILITIES		
Other Liabilities	424,033	324,033
	424,033	324,033
7: LONG-TERM PROVISIONS		
For Employee Benefits	497,098	474,698
	497,098	474,698
8: SHORT-TERM BORROWINGS		
Secured		
Working Capital Borrowings repayable on demand From Banks	148,126,421	175,901,467

(Secured against hypothecation of entire inventory and receivables. They are further secured by present and future fixed assets of the company including equitable mortgage of land and building, landed property, personal guarantee of four directors of the company and corporate guarantee of 3 companies.)

#### Unsecured

(Includes interest accrued and added to principal)				
From related parties	12,822,417		4,413,668	
Other Loans	7,914,391	20,736,808	7,411,524	11,825,192
		168,863,229		187,726,659
9 : TRADE PAYABLES				
Due to Micro and Small Enterprises				
Others		52,789,415		37,691,874
		52,789,415		37,691,874
10 :OTHER CURRENT LIABILITIES	гГ			
Current maturities of long term borrowings (Note No. 4.1)		155,839		443,971
Interest accrued but not due on loans		2,118		4,903
Interest accrued and due on loans		62,439		398,758
Deposits (Trade Deposits)		253,743		7,950
Payable for Capital Goods		971,321		246,954
Advances from Customers		15,972,736		26,044,855
Other Payables (including Statutory Dues, etc.)		9,083,550		10,709,301
		26,501,746		37,856,692
11 :SHORT-TERM PROVISIONS				
For Employee Benefits		708,768		643,014
For Taxation (Net of Advance Tax & TDS)		2,194,718		2,005,752
		2,903,486		2,648,766

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NOTE - 12 : FIXED ASSETS									ॺॣAmount in ₹)
		GROSS	<b>GROSS BLOCK</b>			DEPRECIATION BLOCK	ON BLOCK		NET BLOCK
Particulars	Opening	Additions	Deduction	Closing	Opening	For the Year	Deduction	Closing	Balance
Current year TANGIBLE ASSETS									
Land	41365508	11546808	I	52912316	'	'	ı	'	52912316
Shed & Building	4555049		I	4555049	1576224	128771		1704995	2850054
Plant & Machinery	101121349	161853	I	101283202	49085911	4971207	1	54057118	47226084
Furniture & Fixtures	3116520		I	3116520	612941	195529	1	808470	2308050
Computers	1470544	233785	I	1704329	765700	231443		997143	707186
Vehicles	11452289	1409140	I	12861429	4700780	1278095	I	5978875	6882554
Total Tangible Assets	163081259	13351586	1	176432845	56741556	6805045	1	63546601	112886244
INTANGIBLE ASSETS									
Computer Software	223329	,	I	223329	61,314	13,344	ı	74,658	148,671
Website	15000		ı	15000	1621	1,621		3,242	11,758
	238329	1	1	238329	62935	14,965	1	77,900	160,429
TOTAL :	163319588	13351586	I	176671174	56804491	6820010	T	63624501	113046673
Capital Work-inProgress									17382923
(Including pre-operative exp.)									
Total Fixed Assets									130429596

Notes forming part of the Financial Statements for the year ended 31st March, 2012

The land is held in the name of erstwhile Partnership Firm Auroma Coke Manufacturers and is yet to be registered in the name of the Company. The company has applied for registration to the authorities in terms of section 575 of the Companies Act'1956 but the effect is yet to be given by the authorities concerned. Ξ

Vehicles includes car Rs. 5,51,582/- (Rs. 24,69,687/-) acquired under hire purchase agreement. [3]

Additions during the year in Capital WIP includes preoperative expenses being Professional Fees Rs. 11000/- (100000/-), Carriage Rs. 8061/- (43900/- ), Labour Charges Rs. 47400/- (90603/- ), Travelling & Conveyance Rs. NIL (5000/-)



**Total Intangible Assets** 

Website

TOTAL OF ASSETS

 (Including pre-operative exp.) Capital Work-inProgress

**Total Fixed Assets** 

NOTES :

 Total Tangible Assets

INTANGIBLE ASSETS Computer Software

Furniture & Fixtures

Computers

Vehicles

Plant & Machinery

Shed & Building

Land

TANGIBLE ASSETS

Previous year

# (Amount in ₹)

# Notes forming part of the Financial Statements for the year ended 31st March, 2012

		]
	As at	As at
	31st March, 2012	31st March, 2011
13 :NON-CURRENT INVESTMENT (at Cost) Face Total		
Value Nos. Rs.		
Investments other than Trade investments in Mutual Funds :		
Unquoted :		
SBI Infrastruture Fund 10 10000	100,000	100,000
	100,000	100,000
14 :LONG-TERM LOAN AND ADVANCES		
(Unsecured, Considered Good)		
Capital Advances for Purchase of Fixed Assets	17,954,456	18,499,767
Security Deposits	10,587,227	10,421,743
	28,541,683	28,921,510
15 :OTHER NON-CURRENT ASSETS	272 242	795,427
Prepaid Expenses Others	373,242 564,223	564,223
others	937,465	1,359,650
16 :INVENTORIES		
(Valued at lower of cost or estimated net realisable value, unless otherwise stated)		
Raw Materials	169,531,967	206,466,601
{(includes in transit Rs. 63557/- (Previous Year Rs. 788902)}		
Finished Goods	102,604,914	93,457,818
Loose Tools & Spares	823,792	633,446
	272,960,673	300,557,865
17 :TRADE RECEIVABLES		
(Unsecured, considered good, unless other wise stated)		
Outstanding for a period exceeding six months	24,451,880	16,960,927
from the date they are due for payment		
Others	64,716,050	64,752,723
	89,167,930	81,713,650
18 :CASH AND CASH EQUIVALENTS Cash in hand (as per books & certified)	308,680	582,604
Balances with banks	508,080	582,004
(i) In Current Accounts	14,601,418	10,670,424
(ii) In Fixed Deposit Account held as margin money for guarantees	22,933,670	4,195,604
and other commitments		
(iii) In Margin Money A/c for guarantees issued	23,500	
	37,867,268	15,448,632
19 :SHORT-TERM LOAN AND ADVANCES		
(Unsecured, Considered Good)		
Loans & Advances to Related Parties	248,343	239,014
(To A C M Fuels Ltd.)		
Security Deposits	30,243	410,694
<u>Others</u> - Advances to suppliers of Materials	54,771,393	102,363,583
- Prepaid Expenses	1,270,765	612,843
- Other Advances	394,206	455,649
	56,714,950	104,081,783
20 :OTHER CURRENT ASSETS		
VAT Receivable	7,177,478	7,012,075
CENVAT Receivable	171,275	-
Interest Receivable Others	455,203 12,000	455,203 339,867
ouicis		
	7,815,956	7,807,145



# Notes forming part of the Financial Statements for the year ended 31st March, 2012

51	,	(Amount In ()
	For the year ended 31st March, 2012	For the year ended 31st March, 2011
21 :SALE OF PRODUCTS AND SERVICES Sale of Products	399,939,857	463,109,044
Others		405,109,044
Others	399,939,857	463,110,246
		463,110,246
22 :OTHER OPERATING REVENUES		
Weightment Charges	406,955	473,605
Exchange Fluctuation on Foreign Transactions	-	66,093
Written Off Amount Recovered	-	930,624
Outward Transporting (Net) Rent	968,462 126,000	_ 126,000
Interest Earned from Bank on Margin Money	1,063,626	368,081
	2,565,043	1,964,403
23 :OTHER INCOME		
Interest Earned on loans & advances	232,588	154,460
	232,588	154,460
24 :COST OF RAW MATERIALS CONSUMED/SOLD		
Opening Stock	206,466,601	154,045,706
Purchases and Incidental Expenses	223,991,560	417,422,337
Loss - Cantivo Consumption for heating evens	430,458,161	571,468,043 157,360
Less : Captive Consumption for heating ovens Closing Stock	169,531,967	206,466,601
	260,926,194	364,844,082
Material consumed comprises :		304,844,082
Coal	260,926,194	364,844,082
24.1 Excluding estimated value of finished goods used for captive consumption	84,441,082	123,771,984
25 :PURCHASE OF STOCK-IN-TRADE		
Hard Coke & Coke Dust	17,392,619	21,073,032
Middling / Rejects	16,636,455	_
Slurry	1,879,416	-
Coal	16,853,459	38,511,450
	52,761,949	59,584,482
26 :CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK-IN-TRADE		
(a) Inventories at the end of the year		
Finished Goods & Stock in Trade	102,604,914	93,457,818
(b) Inventory at the beginning of the year		
Finished Goods & Stock in Trade	93,457,818	50,990,616
(Increase) / Decrease in Stocks	(9,147,096)	(42,467,202)
Less : (Increase) / Decrease in Excise Duty on Stocks	(1,328,590)	
	(7,818,506)	(42,467,202)
27 :EMPLOYEE BENEFITS EXPENSES		
Wages	1,317,263	1,309,945
Salaries	5,868,724	5,412,156
Bonus	412,200	496,693
Contribution to ESI	20,101	19,212
Gratuity	22,400	65,810
Leave Wages & Salary Staff & Labour welfare	259,300 62,585	275,800 86,882
		7,666,498
	7,962,573	7,000,498



## Notes forming part of the Financial Statements for the year ended 31st March, 2012

	For the year ended 31st March, 2012	For the year ended 31st March, 2011
28 :FINANCE COSTS		
Interest on Fixed Period Loans	13,148,581	80,112
Other Interest	8,645,263	17,686,479
	21,793,844	17,766,591
29 : OTHER EXPENSES		
Chemical Consumed	463,290	295,291
Payloader Running & Maint. Exp.	3,579,861	3,379,520
Dumper/Tractor Running & Maint. Expenses	1,444,846	2,045,805
Stores Consumed	913,949	903,375
Iron Materials ( net of scrap sales)	924,383	745,459
Generator Running & Maintenance Expenses	1,907,544	3,090,992
Power Charges	4,062,001	3,914,105
Insurance Premium	188,679	119,526
Advertisement	146,680	260,950
Quality Rebate & Discount allowed	3,685,059	5,031,386
Repairs & Maintenance		
a) To Machineries	3,815,354	3,346,803
b) To Building	23,477	83,314
c) To Others	252,980	151,561
Service Tax (Net)	-	171,781
Rent	224,000	165,000
Rates & Taxes	50,874	47,737
Sundry Balances written off (Net)	(531,451)	237
Miscellaneous Expenses	13,540,307	19,077,860
Loss on Disposal / Discard of fixed assets (Net)	-	4,890
Prior Period Adjustments (Net)	(64,651)	38,040
Auditors' remuneration :		
Audit Fees	25,000	25,000
Tax Audit Fees	5,000	5,000
	34,657,182	42,903,632
30 :EARNINGS PER SHARE	4 017 000	F 000 000
Net Profit for the year from ordinary activities attributable to Equity Shareholders	4,817,882	5,802,889
Weighted-average-number of Equity Shares Outstanding	6,318,900	6,318,900
Basic Earnings Per Share (Face Value Rs.10 each)	0.76	0.92
Diluted Earning Per Share (Face Value of Rs.10 each)	0.76	0.92

Schedules referred to above form an integral part of the Financial Statements Signed in terms of our report of even date. For AGARWAL KHEMKA & ASSOCIATES Chartered Accountants Firm No. 314133E A. K. Agarwal

Proprietor Membership No. 52791 Place : Kolkata Dated : 14th day of August, 2012 For and on behalf of the Board of Directors Vimal Kumar Tulsyan Chairman Rajiv Tulsyan Managing Director

# **AUROMA COKE LIMITED**

Registered Office : Shanti Niketan Building, 8, Camac Street, Suit No. 706, Kolkata - 700 017

#### **PROXY FORM**

Shares held

DP ID No. Registered Folio No. Client ID No. I/We..... of ..... ..... being a Member(s) of the above Company, hereby appoint ..... ------ of -----or failing him/her ..... of .....as my/our proxy to vote for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held at the Registered Office at Suite no. 706, Shanti Niketan Building, 8 Camac Street, Kolkata-700017 on Saturday, 22nd September, 2012 at 11.30 a.m.

Signed this day of	 Affix
Other stress has the social	Re. 1/-
Signature by the said	 Revenue
	Stamp

Note : The proxy to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

# **AUROMA COKE LIMITED**

Registered Office : Shanti Niketan Building, 8, Camac Street, Suit No. 706, Kolkata - 700 017

#### ATTENDANCE SLIP

(Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall)

Shares held

DP ID No.

Registered Folio No.

Client ID No.

I hereby record my presence at the 19th ANNUAL GENERAL MEETING of the Company held at the Registered Office at Suite no. 706, Shanti Niketan Building, 8 Camac Street, Kolkata-700017 on Saturday, 22nd September, 2012 at 11.30 a.m.

NOTES :

Member's/Proxy's Signature (To be signed at the time of handing over the slip)

Members/Proxy holders are requested to bring their copies of the Annual Report with then at the Meeting. 1.

Please carry with you this Attendance Slip and hand over the same duly signed at the space provided, at the entrance of the 2. Meeting Hall.

# **BOOK POST**

If undelivered, please return to :

AUROMA COKE LIMITED

Shanti Niketan Building, Suite no. 706 8, Camac Street, Kolkata - 700017