

# 53RD ANNUAL REPORT 2010-2011

HUNDREDS OF PRODUCTS...

*One Can!*



# HINDUSTAN TIN WORKS LIMITED

# HTW'S CORPORATE SOCIAL RESPONSIBILITY (CSR)

## 1. HUMBLE CONTRIBUTION TO PRIME MINISTER NATIONAL RELIEF FUND TOWARDS LEH VICTIMS.

## 2. WATER HARVESTING: RAJASTHAN

- A Water Harvesting Project (Check Dam) was sponsored at Neemadi wala, Gurjaron Ki Dhani, Luharabass, Rajasthan. The project will benefit around 1000 rural people, 1920 cattle, 11 wells/bore wells and 320 bighas agriculture land.

## 3. COMMUNITY LIFT IRRIGATION SYSTEM

- PHDRDF has recently implemented Community Based Lift Irrigation System (LIS) Project - first ever in Rajasthan, in the villages of Neem Ka Thana block of Sikar district. Ten lines have been established to serve an area of about 100 hectares of farming land. The project aims at equal distribution of harnessed water among the farmer- thus improve livelihood of small & marginal families in the area.



## 4. CANVIRONMENT WEEK

- The underlying theme of our initiative of CanvIRONMENT Week was also to uplift the lives of the rag pickers, who are identified as the cog in the recycling wheel. During the year, we also worked with an NGO and organized their health check up programs, provided them the health insurance scheme, refurbished their children's school etc.

## 5. OTHERS

Contributed:

- For helping the needy and poor people who need care and affection.
- For retarded children education.

## HINDUSTAN TIN WORKS LIMITED BOARD OF DIRECTORS



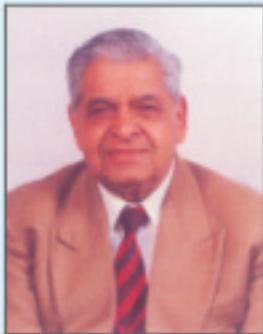
Mr. Vijay Bhatia  
(Chairman)



Mr. Sanjay Bhatia  
(Managing Director)



Mr. Ashok Bhatia  
(Whole Time Director)



Mr. B. L. Khurana  
(Director)



Mr. N.P. Sahni  
(Director)



Mr. M. K. Zutshi  
(Director)



Mr. Deepak Pahwa  
(Director)

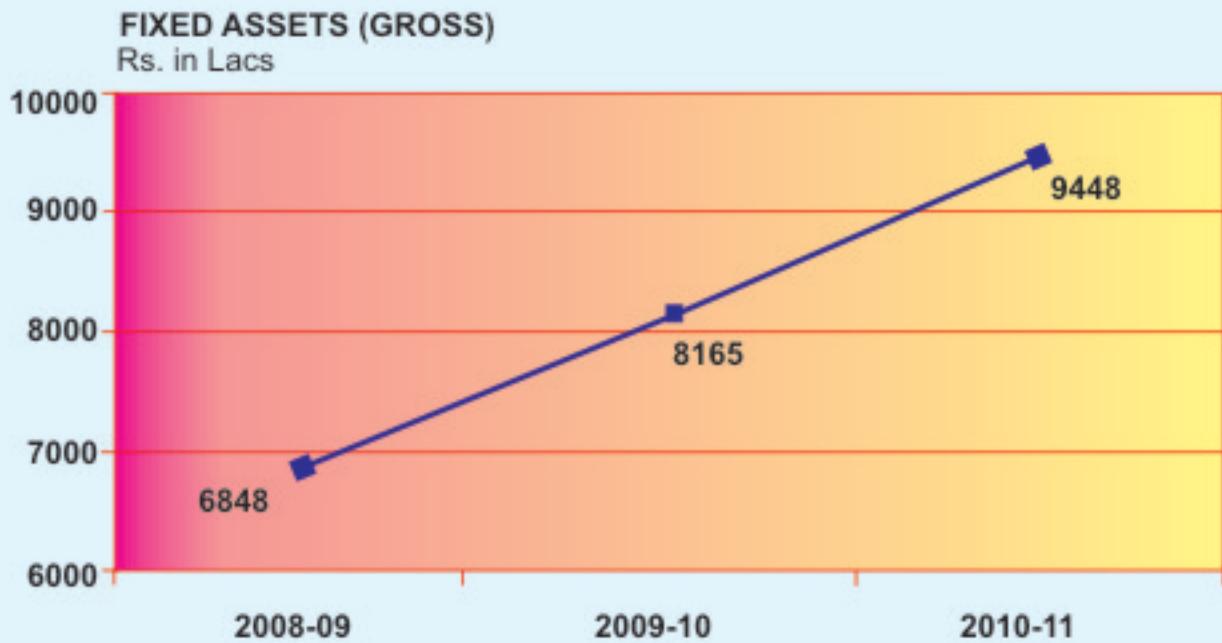
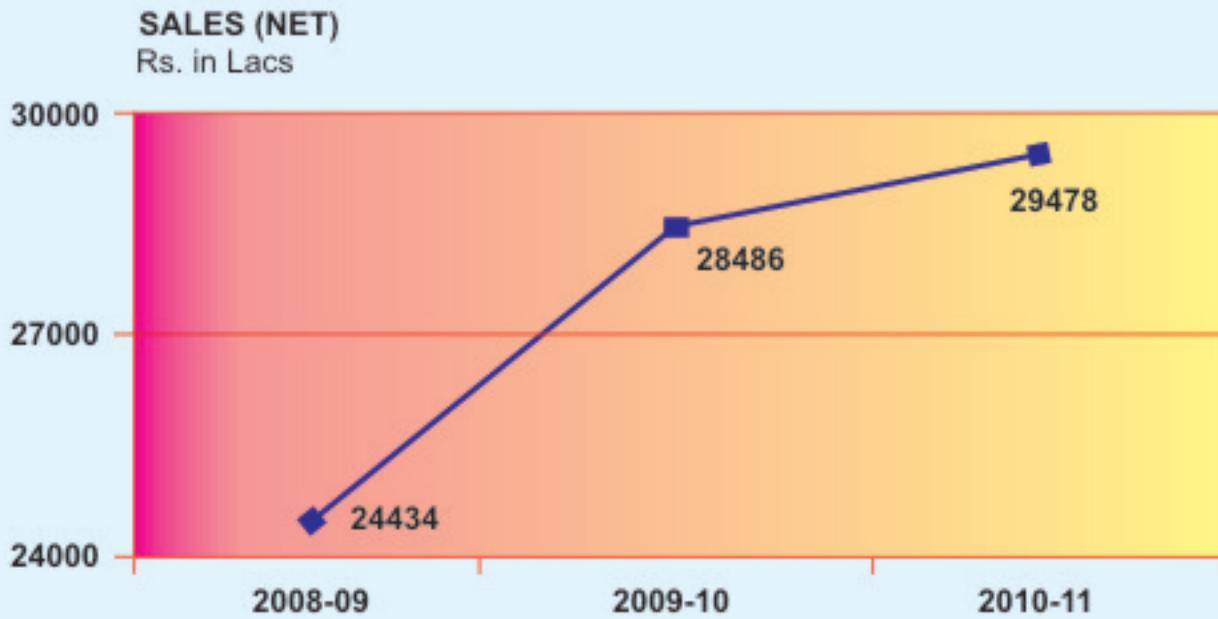


Mr. Ramesh Jain  
(Director)



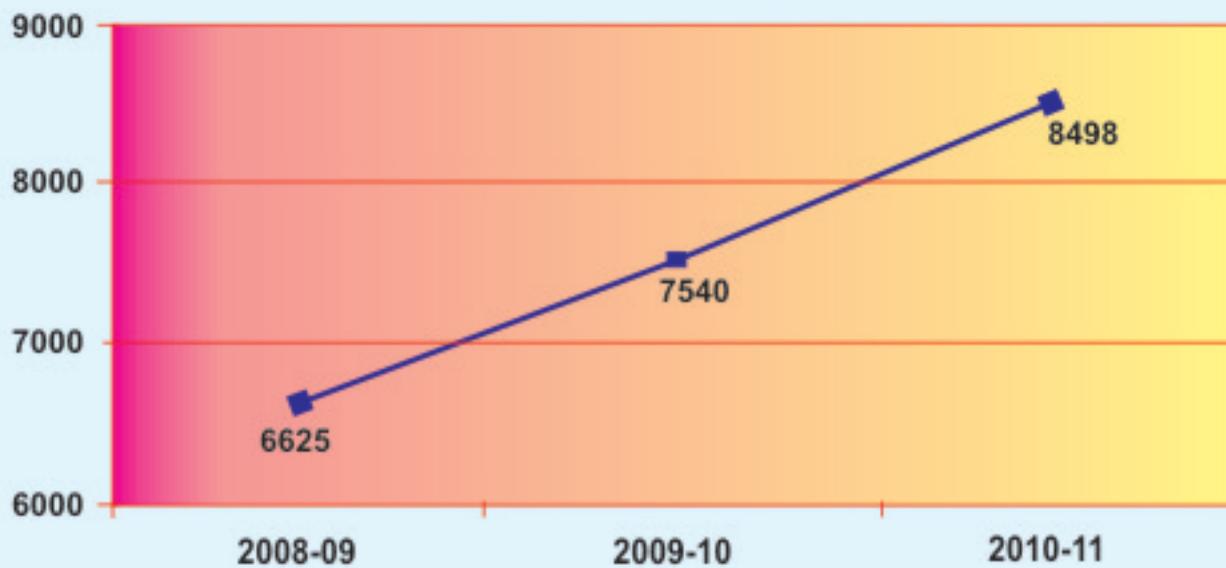
Mr. P. P. Singh  
(Whole Time Director)

## GROWTH TRENDS IN LAST THREE YEARS



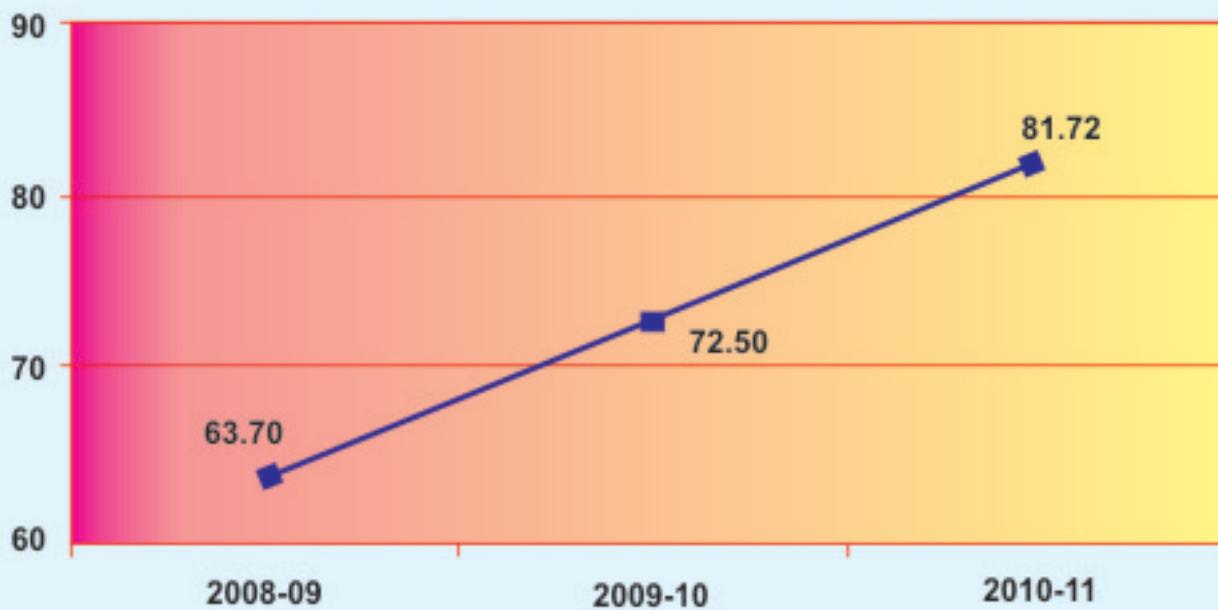
### NET WORTH

Rs. in Lacs



### BOOK VALUE/EQUITY SHARE

In Rs.



# The week of the can

**P**romoting the sustainability and environmentally friendliness of metal packaging is increasingly important to the canmaking industry. Indian canmaker Hindustan Tin Works (HTW), through its Canvironment Week campaign, has been providing a lead in this goal while at the same time helping the needy in India, and raising awareness of the importance of recycling.

Following the success of the first Canvironment Week in November 2010, it is being repeated this year from November 10-17 and will become an annual fixture in the international canmaking calendar.

The response from the industry to 2010's event was certainly positive - as well as numerous companies and organisations showing their support for the campaign, it had been recognised with several awards in recent months.

These have included a surprise award at the Interpack show held in Germany in May - presented as it held an opening ceremony for Canvironment 2011 / The Environment Initiative of the Year 2010 at the Alcobev Indspirit conference organised by Ambrosia and the International Packaging Association's Innovation Award at the General Assembly of the IPA at Rimini in Italy in June.

The scheme also won the Empac Challenge, organised by European metal packaging association Empac which was designed to challenge entrants to devise a method of promoting cans. The organisation described the campaign as, "so innovative that it will raise real awareness about metal packaging and its key advantages across the globe." Continuing in the spirit of the campaign, the 10,000 euro (US\$14,000) prize will be used to provide a further boost to the Canvironment campaign in 2011.

"We will use the prize during Canvironment 2011 to uplift the lives of rag pickers in India and to promote sustainability of cans," said Atit Bhatia, senior vice president at HTW and president of Canvironment Week. "Either by providing some with rural health insurance schemes, or education to the children of rag pickers by either refurbishing a rag picker children's school or sponsoring education for the children - and also to raise awareness of environment-friendly cans."

The campaign is the brainchild of Bhatia, who hopes that this year, with some participants already established around the world and more time to attract interest, will see the event take place on a bigger scale.

Now an annual fixture in the canmaking industry calendar, this year's Canvironment Week aims to further promote the sustainability of cans. Daniel Searle reports



Banging the gong for Canvironment Week: Jakob Guyer, managing director of Soudronic, rings in the campaign for 2011 at Interpack in company with Sanjay Bhatia, managing director of Hindustan Tin Works, and son Atit Bhatia, president of Canvironment Week. Below left: receiving another prize at Interpack. Below right: Atit Bhatia receives his 10,000 euro cheque from Gordon Shade of Empac.



The pre-event activities will start in August, with the major events for Canvironment Week 2011 again taking place for a week ending on November 17. The used-can collection points will be re-installed, and various projects for children will take place including the creation from used cans of art, sculptures and music.

The rag picker communities will again benefit from the campaign, with the return of the health camps, the allocation of more health insurance schemes, and this year the addition of vocational training to help some of them move away from rag picking and into professional work.

Support from the worldwide canmaking industry will be increased, says Bhatia: "There is interest from several other members of the canmaking fraternity to join in this year," he says.

The campaign will also tap into two



key areas of Indian popular culture that "has a direct youth connection", says Bhatia: the Indian film industry of Bollywood and cricket. "Both Bollywood and cricket excite the youth and would be perfect to link up with Canvironment Week 2011 to spread the message more effectively."

"Canvironment Week 2011 will effectively spread the message of environmentally-friendly metal cans with the involvement of major industry stakeholders from around the world who will deliver a common message," says Bhatia.

"To work towards promoting the sustainability of metal cans, there's a strong need right now for the industry to change the message from business-to-business to business-to-consumer: to go directly to the consumers."

Hindustan Tin Works, 426, DLF Tower A, Jasola, New Delhi 110025, India. Tel: 91114999 8888. Fax: 914999 8889. Website: [www.hindustantin.biz](http://www.hindustantin.biz) [www.canvironmentweek.com](http://www.canvironmentweek.com)

## PICTURES FROM GRAND FINALE OF CANVIRONMENT WEEK 2010



**Shri Pawan Bansal**  
Union Cabinet Minister of Water Resources  
and Parliamentary Affairs with  
Mr Sanjay Bhatia, MD HTWL



**Shri Ashok Sinha**  
Secretary, Ministry of Food Processing  
Industries Handing Over the Insurance  
Policies to Chintan NGO



**Ghazipur School** before refurbishing



**Ghazipur School** after refurbishing



**Mr. Sanjay Bhatia, Managing Director receiving Metpack award for Canvirement week from Messe Essen GmbH, Germany**



**Mr. Sanjay Bhatia, Managing Director receiving IPA Innovation Award 2011 from Mr. Antonio Teixeira, President IPA**



**Mr. Atit Bhatia, Senior Vice President receiving Empac Challenge Award from Mr. Gordon Shade, CEO Empac**



**Hindustan Tin's Canvrenonment Week 2011 kicks off to global start at Metpack in Germany**



**Mr. Sanjay Bhatia, Managing Director with Mr. Sufian Ahmed, Finance Minister-Ethiopia on the launch of the Ethiopia Business Forum at PHD Chamber of Commerce & Industry, on 4th Feb11.**



## Certificate of Registration

This is to certify that

**Quality Management System**

of

**HINDUSTAN TIN WORKS LTD.**

Dhataori Road, V & PO Bhiagan,  
Teh. Ganour-131003, Sonapat, Haryana, INDIA.



complies with the requirements of  
**ISO 9001:2008**

This certificate is valid concerning all activities related to:

Manufacturing and Supply of Tin Containers (Plain and Printed)  
Allied Components and Printed Tin Sheets.  
ANZSEC Code: C 2751

Sep. 06, 2010 - Aug. 28, 2013

6200

Date of issue Valid until Certificate No.

Managing Director/Director



**TRANSPACIFIC CERTIFICATIONS LIMITED**

Address : www.transpacific.com 5-402 - Mangalochauri, Gurgaon  
Approved by the Authority of States of Australia and New Zealand. Accreditation No. 20-02823-00  
11, Lascar Circle, Carleton Place, Ont. L9B 4K6, CANADA  
www.transpacific.com

\* ISO 9001:2008 certificate is valid for the duration of this certificate and only companies that comply with the conditions of the certificate are eligible to use the certificate mark.  
Version 1.12



## Certificate of Approval

This is to certify that the

**HACCP System of**

**HINDUSTAN TIN WORKS LTD.**

Dhataori Road, V & PO Bhiagan,  
Teh. Ganour-131003, Sonapat, Haryana, INDIA.

has been approved by Transpacific Certifications Ltd.

to the following HACCP System as per the guidelines from the

**Codex Alimentarius Commission**

**CAC/RCP11-1969, Rev. 3 (1997), Amd. 1999**

The HACCP System is applicable to:

Procurement, Storage, Printing, manufacture, Packing & Dispatch of Tin Containers  
(Plain & Printed) Printed Sheets & its components

H-0217

Approved Certificate No.

Dec. 28, 2010

Date of Issue

Dec. 17, 2013

Valid until\*

Lead Auditor

*Bodane*  
Managing Director

ISO 9001:2008 Certification

HACCP Certification



## **LET'S BE PART OF THE GREEN INITIATIVE**

**Dear Shareholders,**

**Sub: A Green Initiative in the Corporate Governance.**

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular Nos. 17/2011 and 18/2011 dtd 21st April, 2011 and 29th April, 2011 respectively) allowing paperless compliances by Companies through electronic mode. The move by the MCA is a welcome step for the benefit of the society at large for creating sustainable greener environment. You as a shareholder would also have advantage of ensured prompt receipt of communication, saving of space, etc.

For a step towards "green initiative" started by MCA, you are requested to provide your Email ID with your Ledger Folio/DP & Client ID to us at [cs@hindustantins.co.in](mailto:cs@hindustantins.co.in) to enable us to update our record and to send you Annual Report etc. through e mail/paperless communication in future.

We appreciate the "Green Initiative" taken by MCA and trust that you would help implementing the e-governance initiative of the Government.

Thanking you,

**Sanjay Bhatia**  
**Managing Director**



# *53rd Annual Report 2010-2011*

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### BOARD OF DIRECTORS

1. MR. VIJAY KUMAR BHATIA (CHAIRMAN)
2. MR. SANJAY BHATIA (MANAGING DIRECTOR)
3. MR. ASHOK KUMAR BHATIA (WHOLE TIME DIRECTOR)
4. MR. N.P. SAHNI (DIRECTOR)
5. MR. B.L. KHURANA (DIRECTOR)
6. MR. RAMESH KUMAR JAIN (DIRECTOR)
7. MR. M.K. ZUTSHI (DIRECTOR)
8. MR. DEEPAK PAHWA (DIRECTOR)
9. MR. MANOJ JAIN (WHOLE TIME DIRECTOR)  
Resigned w.e.f. 12th August 2011
10. MR. P. P. SINGH (WHOLE TIME DIRECTOR)  
Appointed w.e.f. 12th August 2011

### V.P. (FINANCE) & COMPANY SECRETARY

MR. RAJAT PATHAK

### AUDITORS

M/s. M.L. Puri & Company  
Chartered Accountants  
407, New Delhi House,  
Barakhamba Road,  
New Delhi-110001

### BANKERS

1. Punjab National Bank
2. State Bank of India
3. Standard Chartered Bank

### SHARE TRANSFER AGENTS

Beetal Financial & Computer Services Pvt. Ltd.  
Beetal House, 3rd Floor, 99 Madangir,  
Behind Local Shopping Complex,  
New Delhi-110062  
Ph. No. : 011-29961281, 29961282

### REGISTERED OFFICE

488, Bartan Market,  
Sadar Bazar,  
Delhi-110006

### CORPORATE OFFICE

426, DLF TOWER-A  
JASOLA  
NEW DELHI-110025  
Website : [www.hindustantinf.com](http://www.hindustantinf.com)  
E-mail : [info@hindustantinf.com](mailto:info@hindustantinf.com)

### FACTORY

1. V. & P.O.-Bhigan,  
Dhatoori Road, Tehsil Ganour,  
Murthal, Distt.-Sonepat (Haryana)
2. Unit-2  
V. & P.O.-Bhigan,  
Dhatoori Road, Tehsil Ganour,  
Murthal, Distt.-Sonepat (Haryana)

### OTHER OFFICES

- A) 618, Tulsiani Chambers,  
Nariman Point, Mumbai
- B) KN/B-16, Gall No. 10,  
Anand Parbat Indl. Area,  
New Delhi



## FINANCIAL HIGHLIGHTS

(Amount Rs. in Lakhs)

PARTICULARS	2010-11	2009-10	2008-09	2007-08	2006-07
<b>A. SALES AND EARNINGS</b>					
Sales (Gross)	<b>31230.20</b>	29588.06	25626.32	19645.30	18227.63
Profit before Taxes	<b>1714.29</b>	1772.77	1106.46	695.36	953.52
Profit after taxes	<b>1127.82</b>	1145.76	668.51	351.02	565.90
Dividend	<b>*169.78</b>	*230.41	*206.84	*194.67	*182.51
Retained Earnings	<b>958.04</b>	915.35	461.67	156.35	383.39
Cash Accruals (PBDT)	<b>2130.02</b>	2145.06	1396.38	975.23	1180.96
* Including Dividend Tax					
<b>B. ASSETS AND LIABILITIES</b>					
A. a) Fixed Assets (Gross)	<b>9447.68</b>	8164.66	6847.94	5811.54	5343.25
Net	<b>5932.07</b>	5035.38	4046.09	3274.64	3081.03
b) Capital Work In Progress	<b>260.45</b>	650.35	761.93	319.74	35.93
B. Net Current Assets	<b>9484.63</b>	8913.41	8532.63	8500.55	8730.21
C. Investment	<b>334.46</b>	334.46	334.46	334.46	329.46
Total Assets (A + B + C)	<b>16011.61</b>	14933.60	13675.11	12429.39	12176.63
<b>C. NET WORTH</b>					
A. Share Capital	<b>1039.97</b>	1039.97	1039.97	1039.97	1039.97
B. Reserve and Surplus	<b>7458.28</b>	6500.24	5584.89	5123.22	4986.18
Total (A+B)	<b>8498.25</b>	7540.21	6624.86	6163.19	6026.15
Deferred Taxation	<b>611.11</b>	547.44	435.99	417.69	338.06
<b>D. BORROWINGS</b>					
A. Long Term Loan	<b>2434.63</b>	2664.93	3128.95	2661.64	2086.33
B. Short Term Loan	<b>4467.62</b>	4181.02	3485.31	3186.87	3726.09
TOTAL BORROWING	<b>6902.25</b>	6845.95	6614.26	5848.51	5812.42
TOTAL FUND	<b>16011.61</b>	14933.60	13675.11	12429.39	12176.63
<b>EARNING/EQUITY SHARE</b>	<b>10.84</b>	11.02	6.43	3.38	#7.04
<b>BOOK VALUE/EQUITY SHARE</b> (Incl. Revaluation Reserve)	<b>81.72</b>	72.50	63.70	59.26	75.01

# The EPS has been calculated on the basis of weighted average.



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **53<sup>rd</sup> Annual General Meeting** of the Members of Hindustan Tin Works Limited will be held at Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi on Friday, 23<sup>rd</sup> September, 2011 at 10.00 A.M. to transact the following business.

### ORDINARY BUSINESS

- (1) To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2011 and the Profit & Loss Account for the year ended on that date and the report of the Board of Directors and Auditors thereon.
- (2) To declare dividend on equity shares for the financial year ended 31<sup>st</sup> March 2011.
- (3) To appoint a Director in place of Mr. N.P. Sahni who is retiring by rotation as per the provisions of section 256 of the Companies Act, 1956 and being eligible offers himself for re-appointment.
- (4) To appoint a Director in place of Mr. Deepak Pahwa who is retiring by rotation as per the provisions of section 256 of the Companies Act, 1956 and being eligible offers himself for re-appointment.
- (5) To appoint Auditors, M/s M.L. Puri & Co. Chartered Accountants, New Delhi to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors of the Company to fix their remuneration.

### SPECIAL BUSINESS

#### (6) APPOINTMENT OF MR. P.P. SINGH AS WHOLE TIME DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION:-**

"RESOLVED that pursuant to Section 198,269,309 and all other applicable provisions of the Companies Act, 1956, read with Schedule XIII to the said Act, and subject to other approval as are necessary, the Company hereby approves the appointment of Mr. P.P. Singh, as Whole Time Director of the Company w.e.f. 12.08.2011 to 11.08.2014 on the remuneration and terms and conditions as set out in the explanatory statement annexed.

RESOLVED FURTHER that the Board be and is hereby authorize to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### (7) REVISION IN SALARY OF MR. PARAS BHATIA, SENIOR VICE PRESIDENT, RELATIVE OF DIRECTORS HOLDING OFFICE OR PLACE OF PROFIT, FOR THE PERIOD FROM 06.04.2011 TO 31.03.2012

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION:-**

RESOLVED that pursuant to section 314(1B) of the Companies Act, 1956 and other applicable provisions, if any, the consent of the Company be and is hereby accorded for fixing remuneration payable to Mr. Paras Bhatia, Senior Vice President of the company with basic salary of Rs. 1,40,000/- p.m. plus HRA @ 50% of basic salary, P.F on basic and other perquisites as admissible to the status and grade for the period from 06.04.2011 to 31.03.2012.

RESOLVED FURTHER that Mr. Sanjay Bhatia, Managing Director and Mr. Rajat Pathak, VP (Finance) & Company Secretary of the Company be and are hereby severally authorized to do all acts and deeds/ things as may be essential on behalf of the company, to give effect to the above resolution."



**(8) REVISION IN SALARY OF MR. SAKET BHATIA , SENIOR VICE PRESIDENT, RELATIVE OF DIRECTORS HOLDING OFFICE OR PLACE OF PROFIT, FOR THE PERIOD FROM 06.04.2011 TO 31.03.2012**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION:-**

"RESOLVED that pursuant to section 314(1B) of the Companies Act, 1956 and other applicable provisions, if any, the consent of the Company be and is hereby accorded for fixing remuneration payable to Mr. Saket Bhatia, Senior Vice President of the company with basic salary of Rs. 1,40,000/- p.m. plus HRA @ 50% of basic salary, P.F on basic and other perquisites as admissible to the status and grade for the period from 06.04.2011 to 31.03.2012.

RESOLVED FURTHER that Mr. Sanjay Bhatia, Managing Director and Mr. Rajat Pathak, VP (Finance) & Company Secretary of the Company be and are hereby severally authorized to do all acts and deeds/ things as may be essential on behalf of the company, to give effect to the above resolution."

**(9) REVISION IN SALARY OF MR. GAURAV BHATIA, SENIOR VICE PRESIDENT, RELATIVE OF DIRECTORS HOLDING OFFICE OR PLACE OF PROFIT, FOR THE PERIOD FROM 06.04.2011 TO 31.03.2012**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION:-**

"RESOLVED that pursuant to section 314(1B) of the Companies Act, 1956 and other applicable provisions, if any, the consent of the Company be and is hereby accorded for fixing remuneration payable to Mr. Gaurav Bhatia, Senior Vice President of the company with basic salary of Rs. 1,40,000/- p.m. plus HRA @ 50% of basic salary, P.F on basic and other perquisites as admissible to the status and grade for the period from 06.04.2011 to 31.03.2012.

RESOLVED FURTHER that Mr. Sanjay Bhatia, Managing Director and Mr. Rajat Pathak, VP (Finance) & Company Secretary of the Company be and are hereby severally authorized to do all acts and deeds/ things as may be essential on behalf of the company, to give effect to the above resolution."

**(10) REVISION IN SALARY OF MR. ATIT BHATIA, SENIOR VICE PRESIDENT, RELATIVE OF DIRECTORS HOLDING OFFICE OR PLACE OF PROFIT, FOR THE PERIOD FROM 06.04.2011 TO 31.03.2012**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION:-**

"RESOLVED that pursuant to section 314(1B) of the Companies Act, 1956 and other applicable provisions, if any, the consent of the Company be and is hereby accorded for fixing remuneration payable to Mr. Atit Bhatia, Senior Vice President of the company with basic salary of Rs. 1,40,000/- p.m. plus HRA @ 50% of basic salary, P.F on basic and other perquisites as admissible to the status and grade for the period from 06.04.2011 to 31.03.2012.

RESOLVED FURTHER that Mr. Sanjay Bhatia, Managing Director and Mr. Rajat Pathak, VP (Finance) & Company Secretary of the Company be and are hereby severally authorized to do all acts and deeds/ things as may be essential on behalf of the company, to give effect to the above resolution."

**(11) REVISION IN SALARY OF MR. PARAS BHATIA, SENIOR VICE PRESIDENT, RELATIVE OF DIRECTORS HOLDING OFFICE OR PLACE OF PROFIT, FOR THE PERIOD FROM 01.04.2012 TO 31.03.2015**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION:-**

"RESOLVED that pursuant to section 314(1B) of the Companies Act, 1956 and other applicable provisions, if any, and subject to Central Government approval, the consent of the Company be and is hereby



accorded and power is vested with the Board to approve and fix remuneration payable to Mr. Paras Bhatia, Senior Vice President of the company within the scale of Rs. 1,60,000 - 20,000 - 2,00,000/- p.m. plus HRA @ 50% of basic salary, P.F on basic and other perquisites as admissible to the status and grade for the period from 01.04.2012 to 31.03.2015.

RESOLVED FURTHER that Mr. Sanjay Bhatia, Managing Director and Mr. Rajat Pathak, VP (Finance) & Company Secretary of the Company be and are hereby severally authorized to make an application and to do all acts and deeds/things as may be essential for the purpose of obtaining necessary permission from the Central Government under section 314 (1B) of the Companies Act 1956 on behalf of the company, to give effect to the above resolution."

**(12) REVISION IN SALARY OF MR. SAKET BHATIA SENIOR VICE PRESIDENT, RELATIVE OF DIRECTORS HOLDING OFFICE OR PLACE OF PROFIT, FOR THE PERIOD FROM 01.04.2012 TO 31.03.2015**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION:-**

"RESOLVED that pursuant to section 314(1B) of the Companies Act, 1956 and other applicable provisions, if any, and subject to Central Government approval, the consent of the Company be and is hereby accorded and power is vested with the Board to approve and fix remuneration payable to Mr. Saket Bhatia, Senior Vice President of the company within the scale of Rs. 1,60,000 - 20,000 - 2,00,000/- p.m. plus HRA @ 50% of basic salary, P.F on basic and other perquisites as admissible to the status and grade for the period from 01.04.2012 to 31.03.2015.

RESOLVED FURTHER that Mr. Sanjay Bhatia, Managing Director and Mr. Rajat Pathak, VP (Finance) & Company Secretary of the Company be and are hereby severally authorized to make an application and to do all acts and deeds / things as may be essential for the purpose of obtaining necessary permission from the Central Government under section 314 (1B) of the Companies Act 1956 on behalf of the company, to give effect to the above resolution."

**(13) REVISION IN SALARY OF MR. GAURAV BHATIA SENIOR VICE PRESIDENT, RELATIVE OF DIRECTORS HOLDING OFFICE OR PLACE OF PROFIT, FOR THE PERIOD FROM 01.04.2012 TO 31.03.2015**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION:-**

"RESOLVED that pursuant to section 314(1B) of the Companies Act, 1956 and other applicable provisions, if any, and subject to Central Government approval, the consent of the Company be and is hereby accorded and power is vested with the Board to approve and fix remuneration payable to Mr. Gaurav Bhatia, Senior Vice President of the company within the scale of Rs. 1,60,000 - 20,000 - 2,00,000/- p.m. plus HRA @ 50% of basic salary, P.F on basic and other perquisites as admissible to the status and grade for the period from 01.04.2012 to 31.03.2015.

RESOLVED FURTHER that Mr. Sanjay Bhatia, Managing Director and Mr. Rajat Pathak, VP (Finance) & Company Secretary of the Company be and are hereby severally authorized to make an application and to do all acts and deeds / things as may be essential for the purpose of obtaining necessary permission from the Central Government under section 314 (1B) of the Companies Act 1956 on behalf of the company, to give effect to the above resolution."

**(14) REVISION IN SALARY OF MR. ATIT BHATIA SENIOR VICE PRESIDENT, RELATIVE OF DIRECTORS HOLDING OFFICE OR PLACE OF PROFIT, FOR THE PERIOD FROM 01.04.2012 TO 31.03.2015**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION:-**



"RESOLVED that pursuant to section 314(1B) of the Companies Act, 1956 and other applicable provisions, if any, and subject to Central Government approval, the consent of the Company be and is hereby accorded and power is vested with the Board to approve and fix remuneration payable to Mr. Atif Bhatia, Senior Vice President of the company within the scale of Rs. 1,60,000 - 20,000 - 2,00,000/- p.m. plus HRA @ 50% of basic salary, P.F on basic and other perquisites as admissible to the status and grade for the period from 01.04.2012 to 31.03.2015.

RESOLVED FURTHER that Mr. Sanjay Bhatia, Managing Director and Mr. Rajat Pathak, VP (Finance) & Company Secretary of the Company be and are hereby severally authorized to make an application and to do all acts and deeds / things as may be essential for the purpose of obtaining necessary permission from the Central Government under section 314 (1B) of the Companies Act 1956 on behalf of the company, to give effect to the above resolution."

**15. APPROVE CONTINUATION OF MR. VIJAY KUMAR BHATIA AS WHOLE TIME DIRECTOR AFTER ATTAINING AGE OF 70 YEARS**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION:-**

"RESOLVED that pursuant to section 269 of the Companies Act, 1956 read with Schedule XIII Part I (c) the consent of the Shareholders be and is hereby accorded for continuation of Mr. Vijay Kumar Bhatia, Whole time Director of the Company as per terms and conditions specified in the special resolution passed by the shareholders at the 52nd Annual General Meeting of the Company held on 27th September, 2010 for a period till 31.03.2015 even though he will attain the age of seventy years in May 2012 and shall be entitled to the remuneration as passed in the above stated special resolution."

**16. COMMENCEMENT OF NEW BUSINESS / ACTIVITIES SPECIFIED IN SUB-CLAUSE 14 OF CLAUSE III OF THE MEMORANDUM OF ASSOCIATION**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION:-**

"RESOLVED that the consent of the Company be and is hereby accorded as required under sub-section (2A) of Section 149 of the Companies Act, 1956 and all other applicable provisions, if any, to the commencement of and implementation of the objects stated in sub clause 14 of the Clause III "Object Clause" of the Memorandum of Association of the Company as and when the Directors of the Company may think fit.

RESOLVED FURTHER that for giving effect to this resolution, the Board, be and is hereby authorized to take all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to delegate any or all such powers, to any Committee of the Board or to one or more Directors or officer(s) of the Company."

By order of the Board

Place : New Delhi  
Date : 12<sup>th</sup> August, 2011

**Rajat Pathak**  
VP (Finance) & Company Secretary

**Registered Office :**  
488, Barta Market  
Sadar Bazar,  
Delhi-110006.

**NOTES :-**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The register of members and share transfer books of the Company will remain closed from Saturday, 17th September, 2011 to Friday, 23rd September, 2011 (both days inclusive).
3. The dividend, if declared at the meeting, will be paid on or after 23rd September, 2011 to those members whose name appear:
  - a. As Beneficial Owners as at the end of the business hours on 16th September, 2011 as per the list to be furnished by the depository in respect of the shares held in electronic form and,
  - b. As members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company on or before 16th September, 2011.
4. The members are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other request, for quicker attention directly to the Company's Share Transfer Agent.

**M/s Beetal Financial & Computer Services (P) Ltd.**

Beetal House, 3<sup>rd</sup> Floor, 99 Madangir,  
Behind Local Shopping Complex,  
New Delhi - 110062.

5. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to items no. 6 to 16 of this notice, setting out the material facts is annexed hereto.
6. The Shareholders are requested to update their Contact address and e mail address.
7. Shareholders are requested to get their shares converted from physical form to DEMAT form.
8. Claim of Unclaimed Dividend, if any, for the financial years 2004-05, 2005-06, 2006-07, 2007-08, 2008-09 and 2009-10 (Interim & final) shall be made to the Company or Share Transfer Agent. The shareholders may kindly note that the amount in unpaid dividend account relating to the financial year 2003-04 is due for transfer during October, 2011 to " Investors Education and Protection Fund" established by the Central Government under section 205C of the Companies Act, 1956.
9. The members/proxies are requested to bring their copy of Annual Report while attending the 53rd Annual General Meeting of the Company.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Appointment of Directors: At the ensuing Annual General Meeting, Mr. N.P. Sahni and Mr. Deepak Pahwa retire by rotation and seek reappointment, Details pertaining to these directors required to be provided pursuant to clause 49 of the listing Agreement are furnished in the statement on corporate governance.


**Annexure to the Notice dated 12<sup>th</sup> August, 2011**
**EXPLANATORY STATEMENT Pursuant to Section 173 (2) of the Companies Act, 1956.**
**ITEM NO. 6**

Mr. P.P. Singh has been appointed as a Whole Time Director of Company with effect from 12th August 2011 for a period of three years. The material provisions of the agreement to be entered into with him are as under:

A. Salary :- Minimum Rs.47,200/- per month but not exceeding Rs.70,000/- per month with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit.

B. Perquisites/Allowance:- In addition to the salary, the Whole Time Director shall be entitled to perquisites/ Allowance, which will include house rent allowance, conveyance allowance, children education allowance, leave encashment and education for himself and his family, personal accident insurance, and any other reimbursement and allowances or perquisites in terms of the company's rules or as may be decided by the Board but not exceeding Rs.40,000/- per month.

'Family' mentioned above means the spouse, dependent parents and dependent children, of the Whole Time Director as mentioned in the applicable Rules or Schemes.

For the purpose of calculating the above ceiling, perquisites shall be evaluated in accordance with the Income Tax Rules, wherever applicable in the absence of any such Rules, perquisites shall be evaluated at actual cost.

This appointment of Mr. P P Singh will be subject to retirement by rotation as per provisions of Sections 255 and 256 of the Companies Act, 1956 and Articles of Association of the Company.

The following shall not be included for the purpose of computation of the Whole time Director's remuneration or perquisites as aforesaid:

- (i) The Company's contribution to Provident Fund and Superannuation Fund pursuant to the Rules of the Company.
- (ii) Gratuity payable to the whole time Director pursuant to the Rules of the Company.
- (iii) Encashment of leave at the end of tenure or at the time of ceasing to be Whole-time Director pursuant to the Rules of the Company.

Payment of remuneration is approved by resolution passed by the Remuneration Committee in its meeting dated 12th August, 2011.

As required by the Companies Act, 1956, approval of the members is being sought, for the appointment and remuneration of Mr. P. P. Singh, Whole Time Director.

The draft Agreement between the Company and the Whole Time Director is available for inspection by the members at the company's Registered office between 10.00 a.m. to 5.00 p.m. on all working days upto the date of Annual General Meeting.

Hence, your Directors recommend the above resolution for approval of the Shareholders as a Special Resolution.

None of the Directors are concerned or interested in the resolution.

This may also be treated as an abstract of the draft Agreement to be entered into between the Company and Mr. P P Singh, pursuant to section 302 of the Companies Act, 1956.

**ITEM NO. 7**

The above resolution is proposed in view of the recent Notification No. GSR 303(E) dated 06th April, 2011, issued by Ministry of Corporate Affairs, where the existing salary limit of upto Rs. 50,000/- p.m. to relatives of Directors holding place of profit was increased to Rs. 2,50,000 p.m. subject to shareholders' approval and without obtaining the Central Government approval as per Section 314(1B) of the Companies Act, 1956 and Director's relatives (Office or Place of Profit) Rules, 2003.



Mr. Paras Bhatia, Son of Mr. Ashok Bhatia, Whole Time Director of the Company would be covered by the above mentioned Notification, Section and Rules, Mr. Paras Bhatia is a dynamic executive. He takes very keen interest in the business of the Company and is responsible for material planning, production planning, operational control, excise and total management of Murthal unit. Your directors are fully confident that his services to the Company would be of great value.

The remuneration committee in its meeting held on 12th August, 2011 has approved the resolution.

Your directors in their meeting held on 12th August, 2011 have approved the appointment on terms and conditions as given below:-

With basic salary of Rs. 1,40,000/- per month plus HRA @ 50% of basic Salary, P.F. on basic and other perquisites as admissible to the status and grade w.e.f 06th April, 2011.

None of the directors except Mr. Ashok Bhatia, Mr. Vijay Kumar Bhatia and Mr. Sanjay Bhatia are in any way concerned or interested in the resolution.

#### ITEM NO. 8

The above resolution is proposed in view of the recent Notification No. GSR 303(E) dated 06th April, 2011, issued by Ministry of Corporate Affairs, where the existing salary limit of upto Rs. 50,000/- p.m. to relatives of Directors holding place of profit was increased to Rs. 2,50,000 p.m. subject to shareholders' approval and without obtaining the Central Government approval as per Section 314(1B) of the Companies Act, 1956 and Director's relatives (Office or Place of Profit) Rules, 2003.

Mr. Saket Bhatia, Son of Mr. Sanjay Bhatia, Managing Director of the Company would be covered by the above mentioned Notification, Section and Rules, Mr. Saket Bhatia is a dynamic executive. He has tremendous ideas and vision for increasing the market. He has established excellent relationship with customers and is working hard to give a new fillip in the arena of sales.

The remuneration committee in its meeting held on 12th August, 2011 has approved the resolution.

Your directors in their meeting held on 12th August, 2011 have approved the appointment on terms and conditions as given below:-

With basic salary of Rs. 1,40,000/- per month plus HRA @ 50% of basic Salary, P.F. on basic and other perquisites as admissible to the status and grade w.e.f 06th April, 2011.

None of the directors except Mr. Ashok Bhatia, Mr. Vijay Kumar Bhatia and Mr. Sanjay Bhatia are in any way concerned or interested in the resolution.

#### ITEM NO. 9

The above resolution is proposed in view of the recent Notification No. GSR 303(E) dated 06th April, 2011, issued by Ministry of Corporate Affairs, where the existing salary limit of upto Rs. 50,000/- p.m. to relatives of Directors holding place of profit was increased to Rs. 2,50,000 p.m. subject to shareholders' approval and without obtaining the Central Government approval as per Section 314(1B) of the Companies Act, 1956 and Director's relatives (Office or Place of Profit) Rules, 2003.

Mr. Gaurav Bhatia, Son of Mr. Vijay Kumar Bhatia, Whole Time Director of the Company would be covered by the above mentioned Notification, Section and Rules, Mr. Gaurav Bhatia is a dynamic executive. He takes very keen interest in the business of the Company and is responsible for the procurement of major raw material at competitive prices and the Company is benefited by his extensive experience in the field of packaging. Your directors are fully confident that his services to the Company would be of great value.

The remuneration committee in its meeting held on 12th August, 2011 has approved the resolution.

Your directors in their meeting held on 12th August, 2011 have approved the appointment on terms and conditions as given below:-

With basic salary of Rs. 1,40,000/- per month plus HRA @ 50% of basic Salary, P.F. on basic and other perquisites as admissible to the status and grade w.e.f 06th April, 2011.



None of the directors except Mr. Ashok Bhatia, Mr. Vijay Kumar Bhatia and Mr. Sanjay Bhatia are in any way concerned or interested in the resolution.

#### ITEM NO. 10

The above resolution is proposed in view of the recent Notification No. GSR 303(E) dated 06th April, 2011, issued by Ministry of Corporate Affairs, where the existing salary limit of upto Rs. 50,000/- p.m. to relatives of Directors holding place of profit was increased to Rs. 2,50,000 p.m. subject to shareholders' approval and without obtaining the Central Government approval as per Section 314(1B) of the Companies Act, 1956 and Director's relatives (Office or Place of Profit) Rules, 2003.

Mr. Atit Bhatia, Son of Mr. Sanjay Bhatia, Managing Director of the Company would be covered by the above mentioned Notification, Section and Rules, Mr. Atit Bhatia is a dynamic executive. He takes very keen interest in the business of the Company and is responsible for the business development of the Company especially international market/customers/products and for public relations of the Company. The Company is benefited by his extensive experience in the field of packaging. Your directors are fully confident that his services to the Company would be of great value.

The remuneration committee in its meeting held on 12th August, 2011 has approved the resolution.

Your directors in their meeting held on 12th August, 2011 have approved the appointment on terms and conditions as given below:-

With basic salary of Rs. 1,40,000/- per month plus HRA @ 50% of basic Salary, P.F. on basic and other perquisites as admissible to the status and grade w.e.f 06th April, 2011.

None of the directors except Mr. Ashok Bhatia, Mr. Vijay Kumar Bhatia and Mr. Sanjay Bhatia are in any way concerned or interested in the resolution.

#### ITEM NO. 11

As per Section 314(1B) of the Companies Act, 1956 and Director's relatives (Office or Place of Profit) Rules, 2003, no relative etc of any director should either hold or continue to hold any office or place of profits in the company which carries a total monthly remuneration exceeding Rs. 2,50,000 except with the prior consent of the Company by a Special Resolution and also approval of the Central Government.

Mr. Paras Bhatia, Son of Mr. Ashok Bhatia, Whole Time Director of the Company would be covered by the above mentioned Notification, Section and Rules, Mr. Paras Bhatia is a dynamic executive. He takes very keen interest in the business of the Company and is responsible for material planning, production planning, operational control, excise and total management of Murthal unit. Your directors are fully confident that his services to the Company would be of great value.

The remuneration committee in its meeting held on 12th August, 2011 has approved the resolution.

Your directors in their meeting held on 12th August, 2011 have approved the revision in salary on terms and conditions as given below:-

In the pay scale of Rs. 1,60,000-20,000-2,00,000/- per month plus HRA @50% of basic Salary, P.F. on basic and other perquisites as admissible to the status and grade w.e.f 01st April, 2012.

The Board has reserved its authority to grant increment in salary to Mr. Paras Bhatia at its sole discretion within the scale mentioned above.

None of the directors except Mr. Ashok Bhatia, Mr. Vijay Kumar Bhatia and Mr. Sanjay Bhatia are in any way concerned or interested in the resolution.

#### ITEM NO. 12

As per Section 314(1B) of the Companies Act, 1956 and Director's relatives (Office or Place of Profit) Rules, 2003, no relative etc of any director should either hold or continue to hold any office or place of profits in the company which carries a total monthly remuneration exceeding Rs. 2,50,000 except with the prior consent of the Company by a Special Resolution and also approval of the Central Government.



Mr. Saket Bhatia, Son of Mr. Sanjay Bhatia, Managing Director of the Company would be covered by the above mentioned Notification, Section and Rules, Mr. Saket Bhatia is a dynamic executive. He has tremendous ideas and vision for increasing the market. He has established excellent relationship with customers and is working hard to give a new fillip in the arena of sales.

The remuneration committee in its meeting held on 12th August, 2011 has approved the resolution.

Your directors in their meeting held on 12th August, 2011 have approved the appointment on terms and conditions as given below:-

In the pay scale of Rs. 1,60,000-20,000-2,00,000/- per month plus HRA @50% of basic Salary, P.F. on basic and other perquisites as admissible to the status and grade w.e.f 01st April, 2012.

The Board has reserved its authority to grant increment in salary to Mr. Saket Bhatia at its sole discretion within the scale mentioned above.

None of the directors expect Mr. Sanjay Bhatia, Vijay Kumar Bhatia and Mr. Ashok Bhatia are in any way concerned or interested in the resolution.

#### ITEM NO. 13

As per Section 314(1B) of the Companies Act, 1956 and Director's relatives (Office or Place of Profit) Rules, 2003, no relative etc of any director should either hold or continue to hold any office or place of profits in the company which carries a total monthly remuneration exceeding Rs. 2,50,000 except with the prior consent of the Company by a Special Resolution and also approval of the Central Government.

Mr. Gaurav Bhatia, Son of Mr. Vijay Kumar Bhatia, Whole Time Director of the Company would be covered by the above mentioned Notification, Section and Rules, Mr. Gaurav Bhatia is a dynamic executive. He takes very keen interest in the business of the Company and is responsible for the procurement of major raw material at competitive prices and the Company is benefited by his extensive experience in the field of packaging. Your directors are fully confident that his services to the Company would be of great value.

The remuneration committee in its meeting held on 12th August, 2011 has approved the resolution.

Your directors in their meeting held on 12th August, 2011 have approved the appointment on terms and conditions as given below:-

In the pay scale of Rs. 1,60,000-20,000-2,00,000/- per month plus HRA @50% of basic Salary, P.F. on basic and other perquisites as admissible to the status and grade w.e.f 01st April, 2012.

The Board has reserved its authority to grant increment in salary to Mr. Gaurav Bhatia at its sole discretion within the scale mentioned above.

None of the directors except Mr. Ashok Bhatia, Mr. Vijay Kumar Bhatia and Mr. Sanjay Bhatia are in any way concerned or interested in the resolution.

#### ITEM NO. 14

As per Section 314(1B) of the Companies Act, 1956 and Director's relatives (Office or Place of Profit) Rules, 2003, no relative etc of any director should either hold or continue to hold any office or place of profits in the company which carries a total monthly remuneration exceeding Rs. 2,50,000 except with the prior consent of the Company by a Special Resolution and also approval of the Central Government.

Mr. Atit Bhatia, Son of Mr. Sanjay Bhatia, Managing Director of the Company would be covered by the above mentioned Notification, Section and Rules, Mr. Atit Bhatia is a dynamic executive. He takes very keen interest in the business of the Company and is responsible for the business development of the Company especially international market/customers/products and for public relations of the Company. The Company is benefited by his extensive experience in the field of packaging. Your directors are fully confident that his services to the Company would be of great value.

The remuneration committee in its meeting held on 12th August, 2011 has approved the resolution.

Your directors in their meeting held on 12th August, 2011 have approved the appointment on terms and conditions as given below:-



In the pay scale of Rs. 1,60,000-20,000-2,00,000/- per month plus HRA @50% of basic Salary, P.F. on basic and other perquisites as admissible to the status and grade w.e.f 01st April, 2012.

The Board has reserved its authority to grant increment in salary to Mr. Atit Bhatia at its sole discretion within the scale mentioned above.

None of the directors except Mr. Ashok Bhatia, Mr. Vijay Kumar Bhatia and Mr. Sanjay Bhatia are in any way concerned or interested in the resolution.

#### ITEM NO. 15

As per the requirement of the Schedule XIII Part I(c) (ii) of the Companies Act, 1956 if a managing or Whole Time Director has attained the age of 70 years then his appointment/continuation needs to be approved by a special resolution passed by the Company in General Meeting otherwise Central Government approval is required.

Mr. Vijay Bhatia will attain the age of 70 years in May 2012. Your directors in their meeting held on 12th August, 2011 have approved his continuation as Whole Time Director and recommended the above resolution for approval of the Shareholders as a Special Resolution.

None of the directors expect Mr. Sanjay Bhatia, Vijay Kumar Bhatia and Mr. Ashok Bhatia are in any way concerned or interested in the resolution.

#### ITEM NO. 16

Your Company is mainly in the business of manufacturing of tin / metal packaging and trading of tin plate. The Company has a long standing of more than 52 years and has a strong reputation and marketing network in India and abroad which can be utilized for our new businesses. As per sub clause 14 of clause III of the Memorandum of Association, Company can undertake the business of general provision merchants and buyers, sellers, manufacturers, salesman, and dealers in goods, stores and consumable, articles of any kind both wholesale and retail and to transact every kind of agency business.

In view of the above, it is proposed to undertake diversification of its business activities in the area of business of dealer, agent, stockiest or otherwise of perfumes, deodorants and other personal care products or articles of any kind including FMCG products which in the existing circumstances, Company can do it conveniently and advantageously with its current business

Under section 149(2A) of the Companies Act, 1956 before starting this business it would be necessary for the members to accord their approval for the commencement of aforesaid business.

None of the Directors is personally interested in the proposed resolutions and the Board recommends the passing of the proposed Special Resolution in the interest of the Company. The Memorandum of Association of the company is open for inspection for members at the registered office of the company during the usual business hours of the company on all working days except Saturday between 11.00 a.m to 1.00 p.m. upto Annual General Meeting of the Company.

By order of the Board

Place : New Delhi  
Date : 12<sup>th</sup> August, 2011

**Registered Office :**  
488, Bartaan Market  
Sadar Bazar,  
Delhi-110006

**Rajat Pathak**  
VP (Finance) & Company Secretary



## DIRECTORS' REPORT

Dear Shareholders,

Your Directors have great pleasure in presenting the 53<sup>rd</sup> Annual Report together with the Audited Annual Accounts of the Company for the financial year ending 31st March 2011.

### FINANCIAL RESULTS

The performance of the company for the financial year ended 31st March, 2011 is summarized below:

	(Rupees in Lacs)	
	2010-2011	2009-2010
Profit before Interest, Depreciation, & Tax	<b>3044.24</b>	2945.40
Less: Financial Charges	<b>914.22</b>	800.35
Depreciation	<b>415.73</b>	372.29
Provision for Tax (including Wealth Tax)	<b>522.80</b>	515.55
Deferred Tax	<b>63.67</b>	111.46
Profit after Tax	<b>1127.82</b>	1145.75
Add: Balance brought forward	<b>2891.21</b>	2090.87
Balance available for appropriation	<b>4019.03</b>	3236.62
Less: Appropriations :		
Dividend (Incl. Div. Tax)	<b>169.78</b>	230.41
Transfer to General Reserve	<b>110.00</b>	115.00
Balance carried forward	<b>3739.25</b>	2891.21

### DIVIDEND

Your Directors are pleased to recommend a dividend @ Rs. 1.40 per Equity Share ( 14 %) on the paid up capital of the Company for the year 2010-11, which if approved at the forthcoming AGM, will be paid to all those Equity Shareholders whose names appear (i) As Beneficial Owners as at the end of the business hours on 16th September, 2011 as per the list to be furnished by the depository in respect of the shares held in electronic form and, (ii) As member in the Register of Members of the Company after giving effect to all valid shares transfers in physical form lodged with the Company on or before 16th September, 2011.

### OPERATIONS

Your Company has achieved a turnover of Rs. 29478.43 lacs as against the previous year's turnover of Rs. 28485.84 lacs i.e. an increase of Rs. 992.59 lacs. The Company has been successful in increasing its export sales from Rs. 4436.79 lacs in previous year to Rs. 5930.75 lacs in current year i.e. an increase of Rs. 1493.96 lacs.

### JOINT VENTURE

As you are aware of that your Company entered into a joint venture Agreement (JV) on 01st August, 2006 with Rexam Beverage Can (India Holdings) Limited, U.K. a Rexam PLC, UK Group Company, the world leader in two piece Beverage Cans and also entered into other allied agreements. The JV, under the name and style of Rexam HTW Beverage Can (India) Limited, is first of its kind in India and it would benefit from the synergies of the JV Partners especially the technical and global best practices brought in by Rexam and the established capabilities of Hindustan Tin Works Limited in the domestic market. The JV is established to manufacture, distribute and market two piece cans and this would provide a strategic advantage to the JV and its Partners. The JV Company has received very good response from the market.



The JV Partners decide to build a new high speed beverage can manufacturing line at its current site in Taloja. In order to meet the financial requirements of the JV, it is proposed to induct equity of Rs. 135 crores. For maintaining same level of 15%, your Company will have to contribute a huge investment. In view of the Company's fund position and its own growth plans, it is decided by the management not to invest any additional funds in JVC at this stage and thus Rexam (JV partner) will contribute the whole amount due to which your Company's share will be reduced to 2.09% from existing 15%. However your Company has a claw back right to go back to existing position by 31st March, 2015.

#### **DIRECTORS**

In terms of the provisions of Section 255 & 256 of the Companies Act, 1956 and Articles of Association of the Company. Mr. N. P. Sahni and Mr. Deepak Pahwa retire at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment.

Mr. Manoj Jain, Whole Time Director, had resigned from the Board w.e.f. 12th August, 2011 and at his place Mr. P. P. Singh was appointed as a Whole Time Director of the Company by the Board in its meeting held on 12th August, 2011.

#### **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 that: -

- (a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- (b) We have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year 2010-2011 and of the profit of the company for that period.
- (c) We 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 any possible fraud and other irregularities.
- (d) We have prepared accounts on going concern basis.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

A report in the form of Management Discussion and Analysis pursuant to Clause 49 of the Listing Agreement, as a part of this report is annexed hereto as Annexure - I.

#### **FIXED DEPOSITS**

During the year under review, the company has not accepted any deposit under Section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposits) Rules, 1975.

#### **CORPORATE GOVERNANCE**

A report on Corporate Governance, along with a certificate from the Statutory Auditors of the Company detailing the compliance of Corporate Governance norms as enumerated in clause 49 of the listing agreements with the Stock Exchanges, is annexed as Annexure - II.

#### **CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGERIAL PERSONNEL**

The Company has laid down a code of conduct for the Board Members and Senior Managerial Personnel of the Company. All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the year 2010-2011. A declaration by Mr. Sanjay Bhatia, Managing Director, as to the compliance of the Code of Conduct by the Board Members and Senior Managerial personnel has been placed before the Board at its meeting held on 12th August, 2011, is enclosed as Annexure-III.

**DISCLOSURES**

The CEO and Chief Financial Officer (CFO) have furnished to the board in its meeting held on 12th August, 2011, a certificate with regard to the financial statements and other matters of the Company as on 31st March 2011 as required under clause 49 of the listing agreement.

No material penalty or stricture was imposed on the Company by any statutory authority for non-compliance on matter related to capital markets, during the last three years.

The Company is complying with all the mandatory requirements of the Listing agreement of Stock Exchanges on 'Corporate Governance'.

**AUDITORS**

M/s M. L. Puri & Co., Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received intimation to the effect that their re-appointment, if made would be within the prescribed limits under Section 224 (1-B) of the Companies Act, 1956 and also that they are not otherwise disqualified within the meaning of Sub-Section (3) of Section 226 of the Companies Act, 1956, for such appointment.

**PERSONNEL**

Particulars of employees as required under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particular of Employees) Rules, 1975 as amended, is not provided as there are no employees covered under it.

**PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE EARNINGS AND OUTGO.**

The information in accordance with the provisions of Clause (e) of Sub-Section (1) of Section 217 of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2011 is given in Annexure - IV.

**ACKNOWLEDGEMENT**

The Board wishes to place on record with deep sense of satisfaction, their appreciation for the high degree of professionalism, commitment and dedication displayed by employees at all levels and the guidance, co-operation and assistance extended to the Company by its Bankers, Shareholders, Customers and Suppliers.

For & on behalf of Board

Place : New Delhi  
Date : 12<sup>th</sup> August, 2011

**(VIJAY KUMAR BHATIA)**  
Chairman

**ANNEXURE-1****THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

According to the revised estimate released by Central Statistical Organization, the GDP growth for financial year 2010-2011 stood at 8.6% as against 7.2% for the financial year 2009-10. For years, India has been the second-fastest growing major economy in the world. That could soon change, with the Indian economy set to expand at a faster pace than the Chinese economy in 2012, according to World Bank data. This is expected to result from continued high demand in India. The multilateral agency's World Economic Outlook has projected that India will grow at 8.7% in 2012, compared to China's 8.4%. Thus the time ahead would also provide great opportunities for India.

Your Company has also achieved a turnover of Rs. 29478.43 lacs as against the previous year's turnover of Rs. 28485.84 lacs i.e. an increase (growth rate) of Rs. 992.59 lacs (3.5%).

In spite of political turmoil and unrest in Middle East, your Company has been successful in increasing its export sales from Rs. 4436.79 lacs in previous year to Rs. 5930.75 lacs in current year i.e. an increase of Rs. 1493.96 lacs (33.7%) and in dollar terms also the exports of the Company have increased by 34.5%.

**OPPORTUNITIES & THREATS**

Our Company is a leading and established Company in tin packaging industry. We are keenly conscious of the emerging opportunities in the can-manufacturing sector in India as well as abroad and we shall endeavor to take benefit of every good opportunity in the very best interest of our members.

Following are the opportunity and threats of our Company:

**OPPORTUNITIES**

1. Historical established performance.
2. Established customer profile and wide customer base.
3. Reputation for quality, well established brand.
4. Edge in raw material procurement.
5. Ability to expand and diversify.
6. Expansion in export market.
7. Professionally & technically qualified Human Resource.
8. Priority of the Government to promote Food Processing Industry.
9. Significant incentives in North India.
10. Innovation and new product development.

**THREATS**

1. Global competition.
2. Foreign Currency rate fluctuations.
3. Competition from unorganized sector.
4. Shrinking margin.
5. Alternate packaging materials
6. Heavy dependence of customers on weather conditions
7. Political turmoil and unrest in Middle East

**PRODUCT WISE PERFORMANCE**

The performance of the Company has been satisfactory in the areas like Dairy Products, Processed Foods and Export. Our company is also successfully in entering into non-food areas like paints, pesticides, shoe polish etc. The Company has entered into new markets of export e.g. China in Financial Year 2010-11 and developed new products for domestic market during the year.

**OUTLOOK**

The outlook of the Company seems to be very progressive. The management of the Company is seriously engaged in the task of reducing overheads and other costs. Company has a vision to consolidate its position as leader in metal packaging segment.

**RISK**

Though the tin packaging has an edge over other modes of packaging but the demand for other modes of packaging also shows an increasing trend.

**CONCERN**

The main concern is the high inflation in the Indian economy, increasing interest rates and continuation of general recession in world economies.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate internal control systems commensurate with its size and complexity of operations. The Internal Control systems are aimed at monitoring efficiency of operation, ensuring protection of resources, accuracy and promptness of financial reporting and compliance with statutes and regulations. All the vital internal control systems in the Company are working satisfactorily. Our statutory and Internal Auditors have not reported any serious departure in any of the internal control systems. The Audit Committee of the Company regularly reviews internal control systems of the Company and continuous improvements are being made in the same. Budgets are prepared every year and the actual performance is compared to the budgeted performance. The variances are reviewed on a monthly basis and corrective actions are taken accordingly.

**FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.**

The Company has registered 3.5% increase in turnover during the year 2010-2011 as compared to the year 2009-2010. The Export Sales has increased by 33.7% as compared to the previous year, however in dollar terms the exports of the Company have increased by 34.5% due to Rupee, dollar parity.

**MATERIAL DEVELOPMENT IN HUMAN RESOURCES/INDUSTRIAL FUND**

The Company's ability to deliver value products to clients depends largely on its ability to attract, train, motivate, empower and retain the best professionals. Annual performance appraisal system is already in place to evaluate the operational performance of each employee on the basis of predefined Key Result Area. The Company has 329 permanent employees as on 31st March, 2011.

Industrial relation front continued to be peaceful with no working day loss due to any activity.

**VALUE CREATION**

Your Company is continuously striving to create value in all spheres of its activities. This encompasses not only value for its customers but also for its stakeholders. The Company has adopted Accounting Standards incorporating best practice and moved towards transparency in its reporting. We will continuously endeavor to provide insight on the operation of the Company to aid all stakeholders.

Now an annual fixture in the can making industry calendar, this year's Canvirement Week aims to further promote the sustainability of cans. Taking a lead from the concept of a world recycling day and the world environment day, 2010 was a year which gave birth to Canvirement Week, 10th - 17th November was a week which was celebrated as Canvirement Week for the global metal can industry in 8 countries from 5 different continents. Leveraging on the eco-friendly nature of cans and to mark its 200th birthday, your Company decided to do a campaign with cans being the key focus.

Promoting the sustainability and environmentally-friendly performance of metal packaging is becoming increasingly important to the industry. Your Company, through its Canvirement Week campaign, is aiming to achieve this goal while simultaneously helping some of India's most needy, and raising awareness of the importance of recycling.

Canvirement Week has been honored with various awards which have included Empac Challenge award of Euro 10,000 at Interpack Germany in May 2011, a surprise award at the Metpack show held in Germany in May 2011 presented to the company as it held an opening ceremony for Canvirement 2011. The Environment Initiative of the Year 2010 at the Alcobev Indspirit conference by Ambrosia and the International Packaging Association's Innovation Award at the General Assembly of IPA in Italy in June 11.

A perfect platform to engage with the youth / media, while positioning the company as an environment friendly and socially responsible corporate.



## ANNEXURE-II

## REPORT BY DIRECTORS ON CORPORATE GOVERNANCE

## COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company has attached significant importance to the Code of Corporate Governance. The Company's philosophy on corporate governance is to practice transparency in operations and maintain a professional approach and accountability in dealing with its shareholders. The company has always focused on maintaining highest standards in conducting its affairs ethically and lawfully and has sustained a culture of high ethical standards, integrity and professionalism. The company strongly believes that good Corporate Governance structure encourages companies to create value that can be sustained over the long term for customers, shareholders, employees and business partners. The success of the Company lies in faithful & sincere persuasion of its core values.

## The core values of the Company are:

- Manpower Development,
- Integrity, openness, fairness and trust,
- Commitment to excellence
- Customer satisfaction.
- Sound and ethical business practices.

Our Company is subjected to Corporate Governance Code. The Company has constituted various committees required to be formed under the code.

## COMPOSITION OF THE BOARD

The Board of Directors consists of nine directors of which four are Executive Directors and five are Non-Executive, Independent Directors. The composition of the Board meets the requirement stipulated in clause 49 of the Listing Agreement with the Stock Exchanges. In the opinion of the Board, none of the Non-Executive Directors have any pecuniary relationship or transaction with the Company, its promoters or its management. The Board of Directors of the Company formulates the strategy, regularly review the performance of the Company and ensure that the objectives are met on a consistent basis.

## 1. Board Meeting and AGM

During the year the Board of Directors of the Company met on 04th May, 2010, 27th May, 2010, 04th August, 2010, 01st November, 2010 and 04th February, 2011. Annual General Meeting held on 27th September 2010.

Record of attendance of Directors at the Board Meeting, Annual General Meeting, held during the year ended 31st March 2011 is as under: -

Directors	No. of Board meetings held during the Directors tenure in 2010-11	No. of Board Meetings Attended	Attendance at AGM held on 27 <sup>th</sup> September, 2010	No. of other Directorship & Committee Membership	
				Other Directorship	Committee Membership
Mr. Vijay Kumar Bhatia	FIVE	TWO	ABSENT	2	1
Mr. Sanjay Bhatia	FIVE	FIVE	PRESENT	3	-
Mr. Ashok Bhatia	FIVE	FOUR	PRESENT	1	-
Mr. Manoj Jain	FIVE	THREE	ABSENT	-	-
Mr. N. P. Sahni	FIVE	FIVE	ABSENT	2	3
Mr. B. L. Khurana	FIVE	FIVE	ABSENT	3	2
Mr. Ramesh Kumar Jain	FIVE	FIVE	PRESENT	1	1
Mr. M. K. Zutshi	FIVE	FIVE	ABSENT	1	-
Mr. Deepak Pahwa	FIVE	FOUR	ABSENT	12	-

## 2. Audit Committee

The members of the Audit Committee met four times during the financial year 2010-11. The term of reference of the Committee covers the matters specified for Audit Committee, under Clause 49 of the Listing Agreement with the Stock Exchanges and Section 292A of the Companies Act, 1956. The Audit Committee consists of the following Directors:

Mr. Ramesh Kumar Jain	Chairman
Mr. B. L. Khurana	Member
Mr. N. P. Sahni	Member



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

The Company Secretary of the Company acts as the Secretary to the Committee. The Audit Committee met on 04th May, 2010, 04th August, 2010, 01st November, 2010 and 04th February, 2011.

**Name of the Member Meetings attended during the year**

Mr. Ramesh Kumar Jain	Four
Mr. B. L. Khurana	Four
Mr. N. P. Sahni	Four

### 3. Remuneration Committee

Remuneration Committee consists of Mr. B. L. Khurana (Chairman), Mr. N. P. Sahni, and Mr. Ramesh Kumar Jain. The term of reference of the committee is to review and recommend compensation, payable to executive and Non-Executive Directors. The Company paid Rs. 83.71 lacs as remuneration, commission, and sitting fees to directors as per detail contained in the notes to accounts.

**(A) Details of remuneration paid during the year 2010-2011 :**

Sl. No.	Name of the Directors	Designation	Salary (Rs.) (Basic + HRA)	Perquisites	Retirement Benefit	Commission	Total
1.	Mr. Sanjay Bhatia	Managing Director	28,80,000	-	2,16,000	12,00,000	42,96,000
2.	Mr. Ashok Bhatia	Whole Time Director	11,70,000	-	1,40,400	-	13,10,400
3.	Mr. Vijay Kumar Bhatia	Whole Time Director	16,20,000	-	1,94,400	-	18,14,400
4.	Mr. Manoj Jain	Whole Time Director	7,00,800	10,800	-	-	7,11,600
<b>TOTAL</b>							<b>81,32,400</b>

**(B) Details of payment of sitting fee paid to Non-executive Directors for attending Board Meeting and Audit Committee Meeting :**

	(Rs.)
1. Mr. B. L. Khurana	54,500
2. Mr. N.P. Sahni	54,500
3. Mr. Ramesh Kumar Jain	54,500
4. Mr. M. K. Zutshi	42,500
5. Mr. Deepak Pahwa	32,500
	<u>2,38,500</u>

### 4. Share Transfer Committee

The Company has a Share Transfer Committee consisting of Mr. Sanjay Bhatia and Mr. Ashok Bhatia. The committee meets regularly to approve transfer of shares.

During the year the Share Transfer Committee met on 07th May, 2010, 15th May, 2010, 22nd May, 2010, 15th July, 2010, 07th August, 2010, 31st August, 2010, 15th October, 2010, 15th November, 2010, 31st December, 2010, 15th January, 2011 and 05th February, 2011.

### 5. Shareholders Grievances Committee

The Company has set up a Shareholders Grievances Committee to specifically look into the redressal of shareholder's and investor's complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividend etc. The Shareholders Committee consists of the following Directors:

Mr. B.L. Khurana (Chairman, Non-executive and Independent)

Mr. Sanjay Bhatia

Mr. Ashok Bhatia

The committee met on 04th May, 2010, 04th August, 2010, 01st November, 2010 and 04th February, 2011.

Mr. Rajat Pathak, VP (Finance) & Company Secretary is the compliance officer.

During the year ended 31st March, 2011, 54 investors queries/Complaints were received, all of which were redressed/replied to the satisfaction of the investors. All valid requests for share transfer received during the year have been acted upon by the Company. No such transfer is pending for a period exceeding one month. There was no outstanding investor complaints as on 31st March, 2011. The status on reply/redressal of investors complaints is also reported to the Board of Directors from time to time.



## 6. Code of Conduct for the Directors and Senior Managerial Personnel.

The Company has laid down a code of conduct for the Board Members and Senior Managerial Personnel of the Company. All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the year 2010-2011. A declaration to this effect by Managing Director has been provided as annexure III to Directors' Report.

## 7. General Body Meeting

The details of the last three AGMs are as follows:

AGM	Financial Year	Held At	Date and Time	Special Resolutions Passed
52 <sup>nd</sup>	2009-2010	Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi	27 <sup>th</sup> September, 2010 10.00 AM.	1. Re-appointment of Mr. Sanjay Bhatia, Managing Director. 2. Re-appointment of Mr. Vijay Kumar Bhatia, Whole Time Director 3. Re-appointment of Mr. Ashok Bhatia, Whole Time Director 4. Re-appointment of Mr. Manoj Jain, Whole Time Director 5. Appointment of Mr. Atit Bhatia as Senior Vice President
51 <sup>st</sup>	2008-2009	Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi	25 <sup>th</sup> September, 2009 10.00 AM.	None
50 <sup>th</sup>	2007-2008	Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi	25 <sup>th</sup> September, 2008 10.00 AM.	None

No resolution was passed during the year ending 31st March, 2011 through postal ballot.

## 8. Disclosures

### a) Related Party Transaction

During the year ended on 31st March, 2011, there were no material significant transactions with related parties that may have a potential conflict with the interest of the company at large.

### b) Compliance by the Company

The Company has complied with requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years.

### c) Risk Management

Your Company has put a risk management framework in place post a comprehensive review of its risk management process. The review involved understanding the existing risk management initiatives, zero-based identification and assessment of risks in the business as also the relative risk mitigation measures and arriving at the desired counter measures keeping in mind the risk appetite of the organization.

The Company has a procedure to inform the Board about the risk assessment and minimization procedures. The Board of Directors periodically reviews the risk management framework of the Company.

### Penalty

No material penalty or stricture was imposed on the Company by any statutory authority for non-compliance on matter related to capital markets, during the last three years.

### CEO and CFO Certificate

As per the Clause 49 of the listing agreement the CEO and CFO have furnished to the Board, a certificate in respect of the financial statements and cash flow statements of the Company for the year ended 31st March, 2011.



### Listing Agreement

The company is complying with all mandatory requirements of the Listing Agreement of Stock Exchanges on 'Corporate Governance'.

<b>Remuneration of all Directors</b>	<b>(Amount in Rs.)</b>
1. Mr. Vijay Kumar Bhatia	18,14,400
2. Mr. Sanjay Bhatia	42,96,000
3. Mr. Ashok Bhatia	13,10,400
4. Mr. Manoj Jain	7,11,600
<b>Total</b>	<b>81,32,400</b>

### 9. Means of communication:-

- a) The Company neither considers necessary, nor beneficial to the shareholders to send half-yearly report to the shareholders. The Company regularly publishes its financial results at the end of each quarter. The Company's Unaudited Financial Results are also available on the Company's website: www.hindustantintin.biz and BSE's website.
- b) Quarterly Results of the Company were published in the Business Standard (English) and Veer Arjun (Hindi). These results are available on the website of the Company

### 10. General Shareholders information:

#### AGM : Date, Time and Venue

The 53rd Annual General Meeting of the Company is scheduled to be held at 10.00 A.M. on Friday, 23rd September, 2011 at Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi.

Financial Year	1st April, 2010 to 31 March, 2011
Date of Book Closure	17th September, 2011 till 23rd September, 2011 (both days inclusive)
Dividend Payment Date	27th September 2011

#### Listing on Stock Exchanges

Your Company's shares are listed with the Delhi Stock Exchange Ltd., Delhi, Bombay Stock Exchange Ltd., Mumbai and Calcutta Stock Exchange Association Ltd., Kolkata. Your Company is regular in payment of listing fees except for Calcutta Stock Exchange Association Ltd. in which the Company has filed an application for delisting which is still pending. The company in its Board Meeting held on 30th July, 2007 has approved delisting of its shares from Delhi and Calcutta Stock Exchanges under amended delisting Guidelines of SEBI (Delisting of Securities) Guidelines, 2003. The Company also applied for delisting of its shares from Delhi Stock Exchange Ltd. in March, 2009.

Stock Code BSE Code 530315

The market prices high and low during each month at the Mumbai Stock Exchange during April, 2010 to March 2011 are as follows:

	<b>High (Rs.)</b>	<b>Low (Rs.)</b>
April, 2010	150.00	126.00
May, 2010	136.70	118.00
June, 2010	130.00	110.30
July, 2010	116.40	100.60
August, 2010	104.50	83.50
September, 2010	100.00	80.10
October, 2010	111.40	96.35
November, 2010	116.40	82.20
December, 2010	100.00	82.10
January, 2011	99.95	73.05
February, 2011	83.25	66.50
March, 2011	74.90	60.50

#### Registrar and Transfer Agent

M/s. Beetal Financial & Computer Services (P) Ltd.  
 Beetal House, 3<sup>rd</sup> Floor,  
 99, Madangir, Behind Local Shopping Complex,  
 Near Dada Harsukh Das Mandir,  
 New Delhi-110062.  
 E-mail Id : beetal@rediffmail.com



### Share Transfer System

The shareholders can send the shares for transfer to the Company or directly to the Company's Share Transfer Agent. The Share Transfer Committee holds its meeting regularly to give effect to transfer of shares.

### Distribution of Shareholding

#### Shareholding Pattern as on 31st March, 2011

Sl. No.	Particulars	No. of Shares	%
1.	Indian Promoters	3911134	37.61
2.	Indian Public	2540762	24.43
3.	Banks/Financial Institutions, Central/ State Government Institutions	1076815	10.35
4.	Bodies Corporate	1779417	17.11
5.	Foreign Companies	1000800	9.62
6.	Non Resident Indians	65266	0.63
7.	Demat Transit	25489	0.25
	Total	1,03,99,683	100.00

#### Distribution of Shareholding as on 31st March, 2011

No. of Equity Share held	No. of Share holders	% of Share holders	No. of Shares	% of Shares holding
Upto 5000	7482	92.36	5,23,602	5.0348
5001 - 10000	295	3.64	2,47,880	2.3835
10001 -20000	132	1.63	2,09,662	2.0161
20001 -30000	48	0.59	1,23,927	1.1916
30001 -40000	21	0.26	78,818	0.7579
40001 -50000	18	0.22	86,806	0.8347
50001 -100000	42	0.52	3,23,939	3.1149
100001 And Above	63	0.78	88,05,049	84.6665
Total	8101	100	1,03,99,683	100.000

### Dematerialization of shares and liquidity

The Company has an agreement with the National Securities Depository Ltd. and Central Depository Services Ltd. with a view to facilitate holding and trading of shares in electronic form. The shares of the Company are in compulsory demat form. The shares of the Company are listed with the Stock Exchanges of Mumbai, Delhi and Kolkata. However, the Company has applied for delisting with the Stock Exchanges of Delhi and Kolkata.

### Re-appointment of Directors at the Annual General Meeting

Mr. N.P. Sahani and Mr. Deepak Pahwa retire by rotation and being eligible, offer themselves for re-appointment. Pursuant to Clause 49(IV) (G) (i) of the Listing Agreement relating to the code of Corporate Governance, the particular of the aforesaid Directors are given below:

#### Profile of Directors retiring by rotation;

- A. Mr. N.P. Sahni, having very wide and rich experience in the field of Taxation, especially in Income Tax Law.

The Directorship in other Companies is as follows: -

Name of the Company	Board position held
Rexam HTW Beverage Can (India) Limited	Director
Teracom Limited	Director



The Committee membership in other Companies is as follows :-

Name of the Company	Name of Committee	Status
Rexam HTW Beverage Can (India) Limited	Remuneration Committee	Member
Teracom Limited	Audit Committee	Chairman
Teracom Limited	Remuneration Committee	Member

- B. Mr. Deepak Pahwa, an alumni of BHU, has over 32 years of experience in engineering & marketing of HVAC&R, Airineering & Environmental Control Technologies and was awarded, in 1989, the "Entrepreneur of the year award" in the small medium enterprise entrepreneur category 1987, a national award presented by the then president of India. Mr. Pahwa has an extensive experience in general management of the corporate bodies.

The Directorship in other Companies is as follows :-

Name of the Company	Board position held
1. Bry Air (Asia) Private Limited	Managing Director
2. Desiccant Rotors International Pvt. Ltd	Director
3. Delair India Pvt. Ltd.	Director
4. Technical Drying Services (Asia) Private Limited	Director
5. Arctic India Sales Pvt. Ltd.	Director
6. Insent Commercial Pvt. Limited	Director
7. Airineers (Global) Pvt. Limited	Director
8. Pahwa (Holdings) Pvt. Limited	Director
9. Accentium Web Pvt. Limited	Director
10. Puriflaire India Pvt. Limited	Director
11. T & I Global Limited	Director
12. Indo American Chamber of Commerce	Director

The Committee membership in other Companies is as follows :-

Name of the Company	Name of Committee	Status
NIL	Nil	NIL

#### Plant Locations

- Village & Post Office-Bhigan,  
Dhatoori Road, Tehsil Ganour,  
Murthal, Distt. Sonapat (Haryana)
- Unit 2  
Village & Post Office-Bhigan,  
Dhatoori Road, Tehsil Ganour,  
Murthal, Distt. Sonapat (Haryana).

#### Address for correspondence

Mr. Rajat Pathak  
VP (Finance) & Company Secretary  
Hindustan Tin Works Limited,  
426, DLF Tower A,  
Jasola, New Delhi - 110025  
Ph. No. 011-4999 8888  
E-mail: : investorrelations@hindustantintin.co.in; cs@hindustantintin.co.in

**AUDITORS' REPORT ON CORPORATE GOVERNANCE**

To the members of Hindustan Tin Works Ltd.,

We have examined the compliance of conditions of Corporate Governance by Hindustan Tin Works Ltd. for the year ended 31st March, 2011 with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as Stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of our review and according to the information and explanation given to us, the condition of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange(s) have been complied with in all material respect by the Company and no investor grievance(s) is/are pending for a period exceeding one month against the Company as per the record maintained by the Shareholder/Investor Grievance 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 **M.L. Puri & Co.**  
Chartered Accountants  
FRN 002312N

Place : New Delhi  
Date : 12<sup>th</sup> August, 2011

**M. L. Puri**  
Partner  
M. No. 9198

**ANNEXURE-III****DECLARATION BY CHIEF EXECUTIVE OFFICER (CEO)**

Pursuant to clause 49 1 (D) (ii) of the Listing Agreement, I, Sanjay Bhatia, Managing Director of Hindustan Tin Works Limited hereby declare that all the Board Members and senior managerial personnel have affirmed for the year ended on 31st March, 2011 compliance with the Code of Conduct of the company laid down for them.

Place : New Delhi  
Date : 12<sup>th</sup> August, 2011

Sd/-  
**SANJAY BHATIA**  
Managing Director

**ANNEXURE-IV****PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE EARNINGS AND OUTGO****A. Conservation of Energy**

- |    |  |   |   |
|----|--|---|---|
| a) | Energy conservation measures taken   | : | Nil   |
| b) | Additional Investment and proposals: if any, being implemented for reduction consumption of energy.                                    | : | 1. Use of PNG instead of LPG<br>• Rs. 35 Lacs - Investment<br>• Rs. 75 Lac - Annual savings<br>2. 33 KVA Line<br>• Rs. 126 Lac - Investment<br>• Rs. 106 Lac - Annual savings |
| c) | Impact of the measures at (a) and (b) :above for reduction of energy consumption and subsequent impact on cost of production of goods. | : | Nil   |

**B. Technology Absorption**

- |    |  |   |     |
|----|--|---|-----|
| a) | Specific areas in which R&D                  | : | Nil |
| b) | Benefit derived as a result of the above R&D | : | Nil |
| c) | Future Plan of action                        | : | Nil |

**Technology Absorption, Adaptation and Innovation**

- |    |   |   |  |
|----|---|---|--|
| 1) | Efforts, in brief, made towards technology absorption, adaptation | : | Following Machines were installed during the year<br>i. Automating down line for paint cans<br>ii. Strip Feed Press for Ends |
| 2) | Benefit derived as a result of the above efforts                  | : | Better capacity, material utilization and reduction in personnel cost.   |

**C. Foreign Exchange Earnings and Outgo**

- |    |  |  |  |
|----|--|--|--|
| 1. | Activities relating to export, initiatives taken to increase exports, Development of New Export markets for products and Services and Export Plan.<br>The Company has continued to maintain focus and avail of Export opportunities based on economic considerations. During the year the company has exports worth Rs. 5930.75 Lacs (Previous year Rs. 4436.79 Lacs). |  |  |
| 2. | Total Foreign Exchange used and earned   | Rs. in Lacs                              |  |
| a) | Total Foreign Exchange earned  | 5838.89 (Previous year Rs. 4435.71 Lacs) |  |
| b) | Total foreign exchange outgo   | 9186.59 (Previous year Rs. 8028.10 Lacs) |  |

**AUDITORS' REPORT**

To the Members of

**HINDUSTAN TIN WORKS LIMITED**

1. We have audited the attached Balance Sheet of Hindustan Tin Works Limited, as at 31st March 2011 and the Profit and Loss Account and Cash Flow Statement of the Company 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 the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence, supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the annexure, a statement on the matters specified in paragraphs 4 and 5 of the said order.

Further to our comments in the annexure referred to in paragraph 3 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 purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of the books of the Company.
- (c) The Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) Based on the representations received from the Directors and information & explanations made available, we report that none of the directors are disqualified as on 31st March, 2011 from being appointed as a Director in terms of Clause (g) of Sub-Section (1) of Section 274 of the Companies Act, 1956.
- (e) In our opinion the Balance Sheet, Profit and Loss Account and Cash Flow Statement comply with the accounting standards referred to in Sub-section (3C) of Section 211 of the Companies Act, 1956.
- (f) In our opinion and to the best of our information and according to the explanation given to us, the accounts read together with other notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
  - i) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2011.
  - 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 flow for the year ended on that date.

For **M.L. Puri & Co.**  
Chartered Accountants  
FRN 002312N

Place : New Delhi  
Date : 12<sup>th</sup> August 2011

**M. L. Puri**  
Partner  
M. No. 9198



**ANNEXURE TO THE AUDITORS' REPORT (REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE)  
TO THE SHAREHOLDERS OF HINDUSTAN TIN WORKS LTD**

1. (a) The Company has maintained proper records, showing full particulars including quantitative details and situation of fixed assets.  
(b) We are informed that major parts of the fixed assets were physically verified at reasonable intervals. No material discrepancies were noticed on such verification.  
(c) In our opinion and according to the information and explanations given to us substantial part of fixed assets has not been disposed off by the company during the year.
2. (a) On the basis of information and explanations obtained, stocks of finished goods, raw materials & stores physical checked by management at reasonable intervals.  
(b) The procedure of physical verification of stocks followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.  
(c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stock and book records were not material.
3. (a) The company has not granted loan to parties covered in the register maintained under Section 301 of the Companies Act, 1956., therefore clauses b, c, & d are not applicable.  
(e) The company has taken loan from the company covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.155.22 lacs and the year end balance of loan taken from such party was Rs.44.00 lacs.  
(f) In our opinion and according to the information and explanation given to us, the rate of interest and other terms and conditions for such loan are not prima facie prejudicial to the interest of the company.  
(g) The loan taken are repayable on demand. As informed, the company has not demanded the balance outstanding of such loan, thus, there has been no default on the part of the company.  
(h) There is no overdue amount of loan taken from the companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act 1956.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weaknesses in internal controls were either reported or noticed.
5. (a) the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section; and  
(b) 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.
6. The Company has not accepted deposits from public within the meaning of Sec.58 (A), 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed thereunder.
7. In our opinion, the company has an internal audit system commensurate with its size and nature of its business
8. We are informed that maintenance of cost records has not been prescribed by the Central Government under Clause (d) of Sub-Section 1 of Sec 209 of the Act.
9. (a) According to the records of the Company , the Company has been generally regular in depositing with appropriate authorities the statutory dues including Provident Fund, Employees State Insurance, Income tax , Sales tax , Wealth tax , Custom duty , Excise duty, Cess and other statutory dues. According to the information and explanations given to us, there are no undisputed amounts payable in respect of the aforesaid statutory dues , which have remained outstanding as at 31.3.2011 for a period of more than 6 months from the date they became payable.



(b) As regards dues not deposited on account of disputes, the position as explained by the Company is as under:

Particulars	Period to which the amount relates	Demand Raised (Rs.)	Remarks	Forum where pending
<b>SALES TAX</b>	1996-97 to 98-99	11,52,000	Demand on Assessment Rs.590000/- deposited the demand and the Hon'ble Allahabad High Court has granted Stay for the balance amount of Rs. 562000.	Allahabad High Court.
<b>EXCISE</b>	1995-96	1,32,000	Remanded back by CESTAT to Commissioner Appeals. Company has deposited Rs. 60,000 against the demand.	Commissioner Appeals.
<b>HARYANA VAT</b>	08-09, 09-10 & 10-11	15,56,035	Amount is payable under Haryana local area development tax act, against that hon'ble Punjab & Haryana Court has granted stay.	High Court

10. The Company has no accumulated losses at the end of the financial year.
11. On the basis of the verification of records and information and explanations given by the management, the Company has not defaulted in repayment of dues to financial institutions and banks. The Company has not issued any debentures during the year.
12. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures or other securities.
13. The provision of any special statutes applicable to chits do not apply to the Company.
14. The Company is not regularly dealing in shares but there are few transactions of trading in shares for which proper records have been maintained of the transactions and timely entries have been made therein. Shares have been held by the Company in its own name.
15. The Company has not given any guarantee to Banks or Financial Institution on behalf of other.
16. According to the records of the Company, term loans taken during the year have been applied for the purpose for which they were obtained.
17. According to the information and explanations given to us, and on an overall examination of the balance sheet of the Company, we report that funds raised on short terms basis have not been used for long term investment.
18. During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
19. The company has not issued any debenture during the year.
20. The company has not raised any money by public issue during the year.
21. Based on the audit procedures performed and the representation obtained from the management, we report that no fraud on or by the Company has been noticed or reported during the year under audit.

For **M.L. Puri & Co.**  
Chartered Accountants  
FRN No. 002312N

Place : New Delhi  
Date : 12<sup>th</sup> August, 2011

**M. L. Puri**  
Partner  
M. No. 9198



## BALANCE SHEET AS AT 31ST MARCH, 2011

(Figures in Rupees)

Particulars	Schedule No.	Current Year As at 31.03.2011	Previous Year As at 31.03.2010
<b>SOURCES OF FUNDS</b>			
<b>1. Shareholders Funds</b>			
A. Share Capital	1	10,39,96,830	10,39,96,830
B. Reserve & Surplus	2	74,58,27,639	65,00,23,683
<b>2. Deferred Tax Liability (Net)</b>		<b>6,11,11,330</b>	5,47,44,676
<b>3. Loan Funds</b>			
Secured Loans	3	68,58,25,081	67,41,15,905
Unsecured Loans	4	44,00,000	1,04,79,498
<b>TOTAL</b>		<b>1,60,11,60,880</b>	1,49,33,60,592
<b>APPLICATION OF FUNDS</b>			
<b>1. Fixed Assets</b>	5		
A. Gross Block		94,47,67,899	81,64,65,596
B. Less: Depreciation		35,15,60,790	31,29,27,208
C. Net Block		59,32,07,109	50,35,38,388
<b>Capital Work in Progress</b>		<b>2,60,45,253</b>	6,50,35,153
<b>2. Investment</b>	6	<b>3,34,45,710</b>	3,34,45,710
<b>3. Current Assets, Loans and Advances</b>			
Inventories	7	52,83,64,180	48,96,47,291
Sundry Debtors	8	69,90,58,350	72,39,87,352
Cash & Bank Balances	9	4,93,90,941	7,45,34,137
Loans & Advances	10	26,79,11,790	2,65,620,969
<b>TOTAL CURRENT ASSETS</b>		<b>1,54,47,25,261</b>	1,55,37,89,749
<b>Less: Current Liabilities &amp; Provisions</b>			
A. Liabilities	11	57,34,56,254	63,92,52,221
B. Provisions	12	2,28,06,197	2,31,96,188
<b>TOTAL CURRENT LIABILITIES</b>		<b>59,62,62,451</b>	66,24,48,409
<b>Net Current Assets</b>		<b>94,84,62,810</b>	89,13,41,340
<b>TOTAL</b>		<b>1,60,11,60,880</b>	1,49,33,60,592
<b>Notes to Accounts and Significant Accounting Policies</b>	17		

The schedules referred above form integral part of the Balance Sheet.  
For and on behalf of the Board.

**SANJAY BHATIA**  
Managing Director

**ASHOK BHATIA**  
Whole Time Director

**RAJAT PATHAK**  
VP (Finance) &  
Company Secretary

As per our Report of even date attached  
For **M.L. Puri & Co.**  
Chartered Accountants  
FRN 002312N

Place : Delhi  
Date : 12<sup>th</sup> August, 2011

**M. L. PURI**  
(Partner)  
M. No. 9198


**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011**

(Figures in Rupees)

Particulars	Schedule No.	Current Year ended 31.03.2011	Previous Year ended 31.03.2010
<b>INCOME</b>			
Sales	13	3,12,30,20,089	2,95,88,05,840
Less: Excise Duty		17,51,77,445	11,02,22,159
<b>Net Sales</b>		<b>2,94,78,42,644</b>	2,84,85,83,681
Other Income		1,85,78,656	3,29,29,181
Increase/(Decrease) in Stock of Finished Goods	14	-6,76,53,006	1,94,09,746
		<b>2,89,87,68,294</b>	<b>2,90,09,22,608</b>
<b>EXPENDITURE</b>			
Manufacturing & Other Expenses	15	2,59,43,44,521	2,60,63,81,970
Finance Expenses	16	9,14,22,194	8,00,34,593
		<b>2,68,57,66,715</b>	<b>2,68,64,16,563</b>
<b>Profit Before Depreciation</b>		<b>21,30,01,579</b>	21,45,06,045
Less : Depreciation		4,15,72,997	3,72,29,483
<b>Profit Before Taxation</b>		<b>17,14,28,582</b>	17,72,76,562
Less: Provision for Taxes		5,09,00,000	5,14,00,000
Less: Provision for Wealth Tax		3,61,000	1,55,000
Less: Taxes for Previous Year		10,19,256	0
Less: Deferred Tax Liability		63,66,654	1,11,45,846
<b>Profit After Taxation</b>		<b>11,27,81,672</b>	11,45,75,716
Add: Balance Brought Forward From Previous Year		28,91,21,281	20,90,86,753
Amount Available for Appropriation		<b>40,19,02,953</b>	32,36,62,469
<b>Appropriation</b>			
Dividend/Interim Dividend Including Dividend Tax		1,69,77,716	2,30,41,188
Transfer to General Reserve		1,10,00,000	1,15,00,000
Surplus Carried Forward to Balance Sheet		37,39,25,237	28,91,21,281
Earning Per Share (Rs.)		10.84	11.02
<b>Notes to Accounts and Significant Accounting Policies</b>	17		

The schedules referred above form integral part of the Profit & Loss Account.  
For and on behalf of the Board

**SANJAY BHATIA**  
Managing Director

**ASHOK BHATIA**  
Whole Time Director

**RAJAT PATHAK**  
VP (Finance) &  
Company Secretary

As per our Report of even date attached  
For **M.L. Puri & Co.**  
Chartered Accountants  
FRN 002312N

Place : Delhi  
Date : 12<sup>th</sup> August, 2011

**M. L. PURI**  
(Partner)  
M. No. 9198


**SCHEDULES FORMING PART OF BALANCE SHEET**
**SCHEDULE NO. 1**
**(Figures in Rupees)**

Particulars	Current Year As at 31.03.2011	Previous Year As at 31.03.2010
<b>SHARE CAPITAL</b>		
<b>Authorised</b>		
1,22,50,000 Equity Shares of Rs. 10/- each	<b>12,25,00,000</b>	12,25,00,000
2,50,000 12% Redeemable Cumulative Preference Shares of Rs. 10/- each	<b>25,00,000</b>	25,00,000
	<u><b>12,50,00,000</b></u>	<u>12,50,00,000</u>
<b>Issued-Subscribed &amp; Paid up</b>		
1,03,99,683 Equity Shares of Rs. 10/- each (Previous Year 10,399,683 Equity Shares of Rs. 10/- each)	<u><b>10,39,96,830</b></u>	<u>10,39,96,830</u>

**SCHEDULE NO. 2**
**(Figures in Rupees)**

Particulars	Balance As on 1.04.2010	Amount Credited during the Year	Amount Debited during the Year	Balance As on 31.03.2011
<b>RESERVE &amp; SURPLUS</b>				
General Reserve	<b>6,61,84,982</b>	1,10,00,000	-	<b>7,71,84,982</b>
Capital Redemption Reserve	<b>8,12,200</b>	-	-	<b>8,12,200</b>
Share Premium	<b>26,03,10,000</b>	-	-	<b>26,03,10,000</b>
Profit & Loss A/c	<b>28,91,21,281</b>	9,58,03,956	1,10,00,000	<b>37,39,25,237</b>
Capital Reserve	<b>3,24,95,220</b>	-	-	<b>3,24,95,220</b>
Zero Coupon Warrant Forfeited A/c	<b>11,00,000</b>	-	-	<b>11,00,000</b>
TOTAL	<u><b>65,00,23,683</b></u>	<u>11,27,81,672</u>	<u>1,10,00,000</u>	<u><b>74,58,27,639</b></u>



<b>SCHEDULE NO. 3</b>		
(Figures in Rupees)		
Particulars	Current Year As at 31.03.2011	Previous Year As at 31.03.2010
<b>SECURED LOANS</b>		
<b>TERM LOANS</b>		
<b>1. From Financial Institutions</b> (See Note No. 1)		
A) Life Ins. Corpn. of India	68,33,500	68,33,500
Interest accrued thereon	51,251	51,251
<b>2. From Banks</b>		
A) Standard Chartered Bank (ECB) (see note no.5)	5,81,36,100	7,11,21,600
B) State Bank of India ( 805 lacs*) (see note no.2)	4,14,50,000	5,56,50,000
C) Punjab National Bank ( 1050 lacs*) (see note no. 2)	1,16,66,000	3,55,58,563
D) Punjab National Bank ( 805 lacs* ) (see note no.2)	4,54,97,629	6,04,97,629
E) Punjab National Bank ( 335 lacs*) (see note no.2)	3,04,99,767	96,72,176
F) State Bank of India ( 335 lacs*) (see note no.2)	3,05,00,000	78,00,000
G) Punjab National Bank ( 400 lacs*) (see note no. 2)	98,72,000	0
H) Interest Accrued Thereon	19,88,452	17,41,329
<b>3. Auto Loan (HDFC/ICICI/AXIS BANK/ TATA/KOTAK)</b> (See Note No. 3)		
	69,68,544	1,21,79,595
<b>4. Working Capital Loan</b> (See Note No. 4)		
A) Punjab National Bank	25,15,68,259	27,01,20,899
B) State Bank of India	16,58,44,264	11,66,27,989
C) Standard Chartered Bank	2,49,49,315	2,62,61,374
	<b>68,58,25,081</b>	<b>67,41,15,905</b>
<b>SCHEDULE NO. 4</b>		
(Figures in Rupees)		
Particulars	Current Year As at 31.03.2011	Previous Year As at 31.03.2010
<b>UNSECURED LOANS</b>		
Sales Tax Deferment Scheme	0	53,87,424
Inter Corporate Deposit	44,00,000	43,00,000
Interest accrued on I.C.D.	0	7,92,074
	<b>44,00,000</b>	<b>1,04,79,498</b>
<b>NOTES:</b>		
1. Secured against Keyman policy of the company.		
2. Secured by pari-passu first charge on gross block of Fixed Assets of the company both present and future except specific charge on fixed assets financed by Standard Chartered Bank and in addition by second charge on current assets of the company and guaranteed by the Directors namely S/Sh. Vijay Kumar Bhatia, Ashok Bhatia, and Sanjay Bhatia.		
3. Secured against hypothecation of Vehicles.		
4. Secured by pari-passu first charge on Current Assets of the company both present and future and in addition by second charge on fixed assets of the company and guaranteed by the Directors namely S\Sh.Vijay Kumar Bhatia, Ashok Bhatia, and Sanjay Bhatia.		
5. Secured by specific charge on fixed assets of the company financed by Standard Chartered Bank and guaranteed by the Directors namely S\Sh.Vijay Kumar Bhatia, Ashok Bhatia, and Sanjay Bhatia.		
6. *Amount of loan sanctioned.		



**SCHEDULE NO. 5**  
**SCHEDULE OF FIXED ASSETS AS ON 31.03.2011**

PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK (WDV)				NET BLOCK		
	As on 01.04.2010	Revaluation Reserve	Addition During the Year	Sales/ Adjustment	Total	Up to 31.03.2010	During the Year	Sales/ Adjustment	Up to 31.03.2011	Total As on 31.03.2011	As on 31.03.2010
LAND	31,140,679	-	10,074	-	31,150,753	-	-	-	-	31,150,753	31,140,679
BUILDING	1,37,839,087	-	2,363,958	-	1,40,203,045	20,113,286	4,623,302	-	24,736,588	1,15,466,457	1,17,725,801
BUILDING (ADM BLOCK)	7,411,841	-	-	-	7,411,841	295,975	1,20,813	-	416,788	6,995,053	7,115,865
BUILDING (ADM BLOCK) (JASOLA)	-	-	52,624,820	-	52,624,820	-	500,374	-	500,374	52,124,446	-
PLANT & MACHINERY	5,40,029,107	14,079,685	60,200,135	-	6,14,308,927	252,076,961	27,412,050	-	279,489,011	3,34,819,916	302,031,831
ELECTRIC EQUIPMENT	4,420,544	-	-	-	4,420,544	1,686,969	227,022	-	1,913,991	2,506,553	2,733,575
ELECTRIC TRANSFORMER	1,858,418	-	-	-	1,858,418	517,439	88,275	-	605,714	1,252,704	1,340,979
OFFICE EQUIPMENT	9,744,627	-	303,994	-	10,048,621	3,710,134	445,765	-	4,155,899	5,892,722	6,034,493
VEHICLES	38,753,401	-	1,199,642	3,624,814	36,328,229	14,059,442	5,937,296	2,939,413	17,057,325	19,270,904	24,693,959
PATTERN & DIES	7,675,048	381,789	-	-	8,056,837	6,460,212	364,565	-	6,824,777	1,232,060	1,596,625
FORKLIFT	5,794,468	625,685	812,818	-	7,232,971	3,283,598	310,629	-	3,594,227	3,638,744	3,136,555
COMPUTERS	8,443,092	-	1,141,921	-	9,585,013	7,777,145	632,956	-	8,410,101	1,174,912	665,946
FURNITURE & FIXTURE	8,268,125	-	337,785	-	8,605,910	2,878,186	545,581	-	3,423,767	5,182,143	5,322,080
FURNITURE & FIXTURE (JASOLA)	-	-	12,931,970	-	12,931,970	67,859	364,369	-	432,228	12,499,742	-
<b>TOTAL</b>	<b>801,378,437</b>	<b>15,087,159</b>	<b>131,927,117</b>	<b>3,624,814</b>	<b>944,767,899</b>	<b>312,927,206</b>	<b>41,572,997</b>	<b>2,939,413</b>	<b>351,560,790</b>	<b>593,207,109</b>	<b>503,538,388</b>
PREVIOUS YEAR	669,706,471	15,087,159	1,37,706,179	6,034,213	816,465,596	280,184,964	37,229,485	4,487,241	312,927,208	503,538,388	404,608,667





<b>SCHEDULE NO. 6</b>		<b>(Figures in Rupees)</b>	
Particulars	Current Year As at 31.03.2011	Previous Year As at 31.03.2010	
<b>INVESTMENT (AT COST)</b>			
<b>QUOTED:</b>			
Investment in 50,000 Nos. SBI Infrastructure Fund Series-I Investment in Shares-Quoted (At cost, long term)	5,00,000 93,210	5,00,000 93,210	
<b>UNQUOTED:</b>			
Investment in Shares-Unquoted (At cost, long Term)	3,28,52,500	3,28,52,500	
	<u>3,34,45,710</u>	<u>3,34,45,710</u>	
Quoted:-1) 50,000 NOs. SBI Infrastructure Fund FV Rs.10 each Market Value Rs.468500 as on 31.03.2011 ( Previous Year Rs.464000)			
Quoted:- 239 Eq. Shares of PNB FV Rs. 10/- each, Market Value Rs. 291616 as on 31st March 2011. (Previous Year Rs. 242489 )			
Unquoted: 3285250 Eq. Shares of FV Rs. 10/- each at cost Rs.10/-each of Rexam HTW Beverage Can (India) Ltd			
<b>SCHEDULE NO. 7</b>		<b>(Figures in Rupees)</b>	
Particulars	Current Year As at 31.03.2011	Previous Year As at 31.03.2010	
<b>INVENTORIES</b> (As verified, valued and certified by the management) (Refer Note No. 7)			
A) Stores and Spares	38,07,752	35,60,341	
B) Raw Material	31,95,68,050	25,42,21,757	
C) Stock in Process	16,42,91,624	12,35,15,433	
D) Finished Goods	4,06,96,754	10,83,49,760	
	<u>52,83,64,180</u>	<u>48,96,47,291</u>	
<b>SCHEDULE NO. 8</b>		<b>(Figures in Rupees)</b>	
Particulars	Current Year As at 31.03.2011	Previous Year As at 31.03.2010	
<b>SUNDRY DEBTORS</b> (Debts considered good for which the company holds no security other than the debtors personal security)			
A) Debts Outstanding for a period exceeding Six Months	7,24,04,295	3,51,22,779	
B) Others	62,66,54,055	68,88,64,573	
	<u>69,90,58,350</u>	<u>72,39,87,352</u>	
<b>SCHEDULE NO. 9</b>		<b>(Figures in Rupees)</b>	
Particulars	Current Year As at 31.03.2011	Previous Year As at 31.03.2010	
<b>CASH &amp; BANK BALANCES</b>			
1. Cash in Hand	6,46,031	6,20,317	
2. Balances with Scheduled Banks			
A) Current Accounts	12,05,489	4,65,53,693	
B) Fixed Deposit Account	4,68,54,861	2,68,51,648	
C) Interest Accrued but not due on Fixed Deposit	6,84,560	5,08,479	
	<u>4,93,90,941</u>	<u>7,45,34,137</u>	



<b>SCHEDULE NO. 10</b>		<b>(Figures in Rupees)</b>	
Particulars	Current Year As at 31.03.2011	Previous Year As at 31.03.2010	
<b>LOANS &amp; ADVANCES</b> (Considered good for which the company holds no security other than the party's personal security unless otherwise specified)			
1. Advances Recoverable in Cash or kind or for Value to be received	2,06,05,233	2,48,10,491	
2. Intercorporate Deposit	4,00,00,000	5,70,00,000	
3. Export Incentive Receivable	1,40,52,172	81,78,307	
4. Balance with custom, excise & Income Tax etc.	18,49,28,717	16,67,76,219	
5. Interest receivable on ICD	44,97,150	9,35,383	
6. Advance against Capital Goods	38,28,518	79,20,569	
	<u>26,79,11,790</u>	<u>26,56,20,969</u>	
<b>SCHEDULE NO. 11</b>		<b>(Figures in Rupees)</b>	
Particulars	Current Year As at 31.03.2011	Previous Year As at 31.03.2010	
<b>CURRENT LIABILITIES</b>			
1. Acceptances	45,84,01,615	34,53,99,755	
2. Trade Creditors	71,618,056	25,34,74,630	
3. Advance against sales	1,52,36,629	1,37,72,287	
4. Other Liabilities	2,73,89,592	2,58,69,486	
5. Unpaid Dividend	8,10,362	7,36,063	
	<u>57,34,56,254</u>	<u>63,92,52,221</u>	
<b>SCHEDULE NO. 12</b>		<b>(Figures in Rupees)</b>	
Particulars	Current Year As at 31.03.2011	Previous Year As at 31.03.2010	
<b>PROVISIONS</b>			
Income Tax	54,67,481	0	
Dividend	1,45,59,556	1,97,59,398	
Dividend Tax	24,18,160	32,81,790	
Wealth Tax	3,61,000	1,55,000	
	<u>2,28,06,197</u>	<u>2,31,96,188</u>	
<b>SCHEDULE NO. 13</b>		<b>(Figures in Rupees)</b>	
Particulars	Current Year ended 31.03.2011	Previous Year ended 31.03.2010	
<b>SALES &amp; OTHER INCOME</b>			
Product & Other Sales	2,35,47,67,300	2,40,49,05,044	
Export Sales	59,30,75,344	44,36,78,637	
Excise Duty	17,51,77,445	11,02,22,159	
Total	<u>3,12,30,20,089</u>	<u>2,95,88,05,840</u>	
<b>Other Income</b>			
Dividend	2,868	7,170	
Profit on sale of fixed assets	2,26,815	32,917	
Other Income	1,83,48,973	3,28,89,094	
	<u>1,85,78,656</u>	<u>3,29,29,181</u>	

**SCHEDULE NO. 14**

(Figures in Rupees)

Particulars	Current Year ended 31.03.2011	Previous Year ended 31.03.2010
<b>INCREASE/(DECREASE) IN STOCK OF FINISHED GOODS</b>		
Opening Stock	10,83,49,760	8,89,40,014
Closing Stock	4,06,96,754	10,83,49,760
Increase/(Decrease) in Stock	<u>-6,76,53,006</u>	<u>1,94,09,746</u>

**SCHEDULE NO. 15**

(Figures in Rupees)

Particulars	Current Year ended 31.03.2011	Previous Year ended 31.03.2010
<b>1. RAW MATERIAL CONSUMED</b>		
Raw Material & Other Expenses	2,05,69,53,895	2,17,44,73,703
Printing Material	9,88,26,883	8,81,18,629
Packing Material	5,20,60,214	4,44,97,517
	<u>2,20,78,40,992</u>	<u>2,30,70,89,849</u>
<b>2. COPPER WIRE EXPENSES</b>	6,61,35,637	3,84,11,954
<b>3. OTHER DIRECT EXPENSES</b>		
Job Work Charges	19,01,555	45,48,768
Freight & Cartage	3,88,46,268	3,23,56,376
	<u>4,07,47,823</u>	<u>3,69,05,144</u>
<b>4. POWER &amp; FUEL EXPENSES</b>	4,09,35,408	2,76,55,260
<b>5. SALARIES, WAGES &amp; BENEFITS TO STAFF</b>		
Salaries, Wages, Bonus and Others	12,23,59,903	10,23,22,248
Company's Contribution to PF and E.S.I.	34,78,095	28,70,910
Staff Welfare Expenses	31,76,680	22,88,540
	<u>12,90,14,678</u>	<u>10,74,81,698</u>
<b>6. STORES, REPAIR &amp; MAINTENANCE</b>		
Consumption of Stores & Spares	2,59,69,340	2,10,95,971
Repairs to Building	4,49,825	7,65,376
Repairs to Machinery	13,18,668	14,19,969
Other Repairs	9,44,821	7,29,212
	<u>2,86,82,654</u>	<u>2,40,10,528</u>



<b>7. ADMINISTRATIVE EXPENSES</b>		
Rates & Taxes	5,76,877	2,26,882
Rent	1,05,20,908	1,05,47,693
Insurance	56,76,860	55,19,455
Auditors Remuneration	4,52,359	3,42,161
Legal & Professional Charges	90,94,409	95,97,880
Conveyance	22,00,133	15,75,367
Motor Car & Scooter Expenses	22,91,554	19,32,548
Subscription	6,03,554	13,41,118
Donation	8,79,651	4,76,402
Postage, Telegram & Telephone	26,82,442	24,63,366
Books & Periodicals	67,064	53,993
Printing & Stationery	14,78,311	9,57,561
Miscellaneous Expenses	86,04,905	36,58,431
Fine and Penalty	30,000	0
Directors Remuneration Exps (Including P.F.)	81,32,400	67,98,240
Directors Meeting Fee	2,38,500	1,56,000
Software Development Expenses	16,200	10,14,151
	<b>5,35,46,127</b>	<b>4,66,61,248</b>
<b>8. SELLING EXPENSES</b>		
Travelling Expenses (Domestic)		
Directors	9,65,296	7,08,572
Others	29,89,794	27,57,919
Travelling Expenses (Foreign)		
Directors	8,90,412	8,55,465
Others	47,28,662	20,20,961
Advertisement	27,70,375	24,01,660
Cash Discount & Rebate & Damages	0	91,021
Excise Written Off	1,35,631	1,21,115
Sales Tax Written Off	0	5,05,162
DEPB Written Off	1,38,968	0
Sales Commission	1,33,32,622	2,09,747
Bad Debts Written Off	0	61,77,675
Balance Written Off	52	12,22,356
Sales Promotion	14,89,390	10,94,636
	<b>2,74,41,202</b>	<b>1,81,66,289</b>
<b>GRAND TOTAL 1 TO 8</b>	<b>2,59,43,44,521</b>	<b>2,60,63,81,970</b>

## SCHEDULE NO. 16

(Figures in Rupees)

Particulars	Current Year ended 31.03.2011	Previous Year ended 31.03.2010
<b>FINANCE EXPENSES</b>		
Bank Commission	1,21,87,284	1,17,43,945
<b>Interest</b>		
Term Loan	2,61,26,267	2,65,11,953
Working Capital Loan	5,31,08,643	4,17,78,695
	<b>9,14,22,194</b>	<b>8,00,34,593</b>

**SCHEDULE NO. 17****A. SIGNIFICANT ACCOUNTING POLICIES****1. Accounting Convention :**

The Financial Statements are prepared on accrual & historical cost convention basis and in accordance with Accounting Standards issued by the Institute of Chartered Accountants of India and the requirements of the companies Act 1956.

**2. Uses of Estimates:**

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known/materialized.

**3. Employee Benefit:**

(a) Defined Contribution Plans such as Provident Fund etc. are charged to the Profit & Loss Account as incurred.

(b) Defined Benefit Plans - The present value of the obligation under such plan is determined based on an actuarial valuation using the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognised immediately in the Profit & Loss Account. In case of funded defined benefit plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans, to recognize the obligation on net basis.

(c) Other Long term Employee Benefits are recognised in the same manner as Defined Benefit Plans.

**4. Revenue Recognition:**

Revenue in respect of sale of products is recognized at the point of dispatch of materials to customers. Claims & Returns, if any, is accounted for in the year of determination. Sales includes sale of Tin Containers, lacquered sheet, printed sheet, tinsplate, component, scrap. Sales are exclusive of sales tax & excise.

Company makes export sales by using custom paid material against which Company is entitled to import custom free raw material/duty exemption pass book (DEPB). The estimated amount of eligible custom duty is treated as receivables/ actual amount of DEPB is accounted for in the statement of affairs and accordingly cost of raw material is reduced.

**5. Fixed Assets:**

Fixed assets are stated at cost except Plant & Machinery shifted from erstwhile Sahibabad unit which were revalued on 30.6.92 and the assets of erstwhile Conwel Cans India Ltd. which has been taken on fair market value as per the approved valuer's report.

**6. Depreciation :**

Depreciation is provided on straight line method (except in respect of assets belonging to Registered Office Depreciation on which has been provided at Written Down Value) and at the rates and in the manner specified in the Schedule XIV of the Companies Act, 1956, (net of cenvat as applicable.) Depreciation on additions to assets or on sale/discardment of assets is calculated pro rata from the month of such addition or up to the month of such sale/discardment, as the case may be;

**7. Inventories:**

Inventories are valued at cost or net realizable value whichever is lower. The bases of valuation are as follows:-

Raw material, stores & spares	:	At Cost or Net realisable value which ever is lower.
Work-in-process	:	At raw material cost plus Process cost.
Finished goods	:	At selling price less 10%

Accounting of Raw Material purchase & closing stock is net of CENVAT & VAT credit. Claims & refunds, if any, shall be accounted for in the year of determination.

**8. Foreign Currency Transactions:**

- (i) Transactions in foreign currency are recorded at the exchange rate published by Custom department for the particular month date of transaction. Current monetary Assets and Liabilities denominated in foreign currency are translated at the exchange rate prevailing at the date of balance sheet and gains or losses on translation are recognized in profit and Loss Account.
- (ii) In respect of forward exchange contracts assigned to foreign currency Assets / Liabilities, the difference due to change in exchange rate between the inception of forward contract and date of the balance sheet and proportionate premium / discount for the period up to the date of balance sheet is recognized in the profit loss Account . Any profit or loss arising on settlement / cancellation of forward contract is recognized as income or expense for the year in which they arise.

9. A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions except those disclosed elsewhere in the financial statements, are not discounted to their present value and are determined based on best estimate required to settle the obligation at each Balance Sheet date and are adjusted to reflect the current best estimates.

**10. Investment**

The Company has made long term investments which are stated at cost. Provision for diminishing in value of the long term investment is made only if such a decline is other than temporary in the opinion of the management.

**11. Impairment of Assets**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. Impairment is charged to the Profit & Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in the prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

**12. Borrowing costs**

Borrowing costs includes interest cost and all ancillary costs incurred in connection with the arrangement of borrowings. Borrowing cost is considered as expenditure in the period and charge of to Profit and Loss Account.

**B. NOTES FORMING PART OF ACCOUNTS**

1. The subscribed capital includes :

- (a) 27343 equity shares of Rs.10/- each fully paid up issued at par to the Share holders of erstwhile Conwel Cans India Ltd. in terms of the merger (as per BIFR Order Date. 9/12/96, on rehabilitation cum amalgamation/Merger scheme of Conwel Cans India Ltd.)
- (b) Bonus Issues :
  - (i) 2,76,480 equity shares have been issued as bonus shares by capitalization of General Reserves amounting to Rs.27,64,800/- during the Financial Year 1992-93.
  - (ii) 15,71,560 equity shares have been issued as bonus shares by capitalization of General Reserve to the extent of Rs.78,57,800/-and Revaluation Reserve to the extent of Rs.78,57,800/- during the Financial Year 1994-95.
- (c) 75,000 equity shares of Rs.10/- each have been allotted as fully paid up in pursuant to a contract without payment being received in cash.

2. The company has no obligation to pay as on 31st March, 2011 on account of past event, therefore, no provision has been made by the company in the books of account as on 31st March, 2011 as required under the Accounting Standard-29 issued by the Institute of Chartered Accountants of India on 'Provisions, Contingent Liabilities and Contingent Assets'. Further, details of Contingent Liabilities have been given below as per the Accounting Standard-29:

**Contingent Liabilities:**

- (a) In respect of Bank Guarantee outstanding as on 31st March, 2011 amounting to Rs.98.40lacs (previous year Rs.216.85 Lacs ).
- (b) (i). The Demand of Rs. 1152000/- raised by Trade Tax Deptt. of Uttar Pradesh for the year 1996-97, 1997-98 and 1998-99 is disputed before the Hon'ble Allahabad High Court. The Allahabad High Court granted stay for a sum of Rs. 562000/- . The Company has deposited Rs. 590000/- against the said demand.
- (ii) Case pending before CESTAT has been remanded back to the commissioner for reconsideration for recovery of Rs.132000/-. Against this Rs.60,000/- has been deposited by the Company .
- (c) Compensation suit filed under section 12B of MRTP Act by M/s Himalaya International Ltd. has been decided in favour of the complainant by the MRTP Commission vide order dated 07.07.2008. The total amount involved is Rs. 349.75 lacs. The company has filed an appeal before the Hon'ble Delhi High Court for the relief and Hon'ble High Court has granted stay against of the order of MRTP and Hon'ble High Court has remanded back this matter with Competition Appellate Tribunal New Delhi and the Tribunal has passed an order and dismissed the Compensation Application of M/S Himlaya International Ltd.
- (d) Rs.1203335/- for the year 2008-09 & 2009-10 is due to Haryana Sales Tax Department towards L.A.D.T The company has filed an appeal before the Hon'ble High Court Chandigarh for the relief and the Hon'ble High Court has granted stay against L.A.D.T.
- (e) E.S.I. paid under protest Rs.33666/- is included in Loans & Advances. Company is contesting for the refund of same before the department.

**3. Other Liability:**

- (a) There is no goods lying in the custom warehouse so custom duty payable amounting to Rs. Nil (previous year Nil).
- (b) Excise duty payable on finished goods lying in the Godown amounting to Rs.46.58 lacs (previous year Rs 124 lacs).
- (c) Unclaimed dividend of Rs. 8.10 Lacs as on 31st Mar 2011 is lying with Bank.

S.No.	Dividend Year	Bank Name	Balance as on 31 <sup>st</sup> March, 2011
1.	2003-2004	IDBI Bank	55198.50
2.	2004-2005	IDBI Bank	87229.00
3.	2005-2006	AXIS Bank	156611.20
4.	2006-2007	AXIS Bank	105075.50
5.	2007-2008	IDBI Bank	133372.80
6.	2008-2009	IDBI Bank	135279.20
7.	Interim 2009-10	IDBI Bank	53733.00
8.	Final 2009-10	IDBI Bank	83862.30
<b>Total</b>			<b>810361.50</b>

**Details of Dividend remitted during the year to Non Resident Shareholders.**

1.	Year to which dividend relates	<b>2009-10</b>	2008-09
2.	No. of NRI Shareholders	<b>Interim-31</b>	22
		<b>Final-46</b>	
3.	No. of Share held by them	<b>Interim-1046604</b>	
		<b>Final-1057039</b>	1193544
4.	Amount Paid (Rs.)	<b>Intrim-1046604</b>	
		<b>Final-951335.10</b>	2029024.80

4. The estimated amount of contract remaining to be executive on capital account and not provided for, net of advances Rs.99.39 lacs. (Previous year Rs 511.76 lacs).



	(Amount in Rs.)	
	2010-11	2009-10
<b>5. Directors Remuneration</b>		
Salaries & Allowances	<b>69,32,400</b>	55,98,240
Commission	<b>12,00,000</b>	12,00,000
Sitting Fee	<b>2,38,500</b>	1,56,000
	<b>83,70,900</b>	69,54,240

Profit computed under section 349 of the Companies Act for calculating the Managerial Remuneration :-

	2010-11	2009-10
<b>Profit As per P &amp; L A/c</b>	<b>17,14,28,582</b>	17,72,76,562
Add: Salary & Allowance to Directors	<b>81,32,400</b>	67,98,240
Less: profit on sales of fixed assets	<b>2,26,815</b>	32,917
	<b>17,93,34,167</b>	18,40,41,885

	2010-11	2009-10
<b>6. Payment to Auditors</b>		
For Audit	<b>275000</b>	2,25,000
Income Tax matters		
Certification	<b>1,50,500</b>	1,00,000
Out of Pocket Expenses	<b>26,859</b>	17,161
	<b>4,52,359</b>	3,42,161

7. Information in respect of employees who are in receipt of remuneration in aggregate amounting to Rs. 6000000/- p.a or more, if employed for full year or Rs. 500000/- per month if employed part of the year is not given as no employee falls under the said category.

8. Based on information so far available with the company in respect of MSME (as defined in the Micro Small Medium Enterprises Development Act 2006) there are no delays in payment & dues to such enterprises during the year. There is no outstanding amounts of such Creditors as on 31.03.11. (previous year outstanding Rs. NIL)

9. Disclosure pursuant to Accounting Standard (11) – “Effects of change in Foreign Exchange Rates”

(a) The amount of difference in foreign exchange rate, debited to profit & loss account For the financial year 2010-11 are as follows.

	(Figures in lacs)	
Under Head	2010-11	2009-10
Export Sales	<b>29.70 Credit.</b>	33.78 Debit.
Import Purchases	<b>149.82 Credit</b>	341.34 Credit.
Finance Expenses	-	-
E C B Loan	<b>1.13 Credit.</b>	67.93 Credit.
E E F C Account	-	0.01 Debit.
S C Bank Singapore Current A/c	<b>.01 Debit.</b>	3.79 Debit.
<b>Total</b>	<b>180.64 Credit.</b>	371.69 Credit.

(b) (i) The derivative instruments that are hedged and outstanding as on 31.03.11 US\$ 5.89. lacs (INR 264.48lacs ) {previous year US\$ 13.48 lacs ( INR 614.74 lacs).

(ii) The foreign currency exposures that are not hedged by derivative instruments or otherwise are as under :



(Figures in lacs)

		31/03/2011		31/03/2010	
		In foreign Currency	In Indian Currency	In foreign Currency	In Indian Currency
(a)	Assets/Receivable				
	US\$	10.01	446.12	16.87	757.52
(b)	Liabilities/Payable				
	US\$	90.17	4021.52	89.21	4015.158
	Euro	-	-	-	-

10. As per Accounting Standard on Related Party Disclosure (AS 18) issued by the Institute of Chartered Accountants of India. List of related parties with whom the company entered into transaction during the year in the Ordinary Course of Business is as follows:-

Particulars	Nature of Relationship	Description & Nature of Transaction	Value of Transaction Amount (Rs.)	Amount Outstanding at the B/S Date (Rs.)	Amount Provided Written Off/Written Back During the year (Rs.)
1. Parmanand Vijay Kumar	Mr. Vijay Kumar Bhatia, Chairman and Mr. Ashok Bhatia, Director, Mr. Sanjay Bhatia, Managing Director, Mr. Gaurav Bhatia relative of Mr. Vijay Kumar Bhatia are partners in the firm.	RENT PAID  PURCHASE & SALE OF TINPLATE	60,000  NIL	NIL  NIL	NIL  NIL
2. Mr. Ashok Bhatia	Director	RENT PAID	72,000	NIL	NIL
3. Mr. Vijay Kumar Bhatia	Director	RENT PAID	60,000	NIL	NIL
4. Rexam HTW Beverage Can (India) Ltd.	Joint Venture Company	RECEIPTS Royalty Management Services  Reimbursement of Expenses	 5,15,516 39,89,545  28,73,513	   19,45,540	
5. Hi-Tech Surfactants Pvt. Ltd.	Mr. Sanjay Bhatia, Managing Director is a Director Mr. Paras Bhatia relative of Mr. Ashok Bhatia is Director	ICD Recd. ICD Recd. Int. paid	1,00,00,000 1,04,00,000 8,92,534	39,00,000 CR	NIL
6. Hi-Tech Surfactants Pvt. Ltd.		ICD	5,00,000	5,00,000 CR	
7. Mrs. Manju Bhatia Mrs. Sareeta Bhatia		Rent Paid Rent Paid	12,94,722 12,94,722	NIL NIL	NIL NIL

(i) Name of Key Personnel	(ii) Relative of Key Management Personnel	(iii) Joint Venture Company	(iv) Other related party where control exist
Sh. Vijay Kumar Bhatia	Mr. Paras Bhatia	Rexam HTW Beverage	Tricom India Ltd.
Sh. Ashok Bhatia	Mr. Saket Bhatia	Can (India) Ltd.	Hi-Tech Surfactants Pvt. Ltd.
Sh. Sanjay Bhatia	Mr. Gaurav Bhatia		Hi-Tech Detergents Pvt. Ltd.
	Mr. Atit Bhatia		Bhatia Metal Containers Pvt. Ltd.
	Mrs. Manju Bhatia		Parmnand Vijay Kumar
	Mrs. Sareeta Bhatia		Vijay Brothers.

### 11. Disclosure pursuant to Accounting Standard – 15 “Employee Benefits”

- A) The company has recognized Rs.63.57 lacs in the Profit & Loss Account for the year ended 31.03.2011 under defined plan.



## B) Detail of Defined Benefit Plan.

	Gratuity In Rupee	Leave Encashment In Rupee
<b>A. Reconciliation of opening and closing balances of Defined Benefit obligation</b>		
Defined Benefit obligation at beginning of the year	12685243	4497990
Current Service Cost	1662618	781581
Interest Cost	1043665	370068
Actuarial (gain)/loss	3800917	197495
Benefits paid	1341461	826982
Defined Benefit obligation at year end	17850982	5020152
<b>B. Reconciliation of opening and closing balances of fair value of plan assets</b>		
Fair value of plan assets at beginning of the year	11061992	4673241
Expected return on plan assets	1059521	440138
Actuarial (gain)/loss	0	0
Employer contribution	1487925	673123
Benefits paid	1341461	826982
Fair value of plan assets at year end	12267977	4959520
Actual return on plan assets	1059521	440138
<b>C. Reconciliation of fair value of assets and obligation</b>		
Fair value of plan assets as at 31st March, 2011	12267977	4959520
Present value of obligation as at 31st March, 2011	17850982	5020152
Amount recognised in Balance sheet	5583005	60632
<b>D. Expenses recognized during the year</b>		
Current service Cost	1662618	781581
Interest Cost	1043665	370068
Expected Return on plan assets	1059521	440138
Actuarial (gain)/loss	3800917	197495
Net Cost	5447679	909006
<b>E. Investment Detail</b>		
	Invested in LIC of India	Invested in LIC of India
<b>F. Actuarial assumptions</b>		
Mortality Table (L.I.C.)	1994-96	1994-96
Discount rate (per annum)	8.25%	8.25%
Expected return on plan assets (per annum)	1059521	440138
Rate of escalation in salary (per annum)	6%	6%



## 12. SEGMENT INFORMATION (Accounting Standard - 17)

(Rupees in Lacs)

	For the year ended 31.03.2011			For the year ended 31.03.2010		
	Mfg.	Trading	Total	Mfg.	Trading	Total
<b>A. PRIMARY SEGMENT BUSINESS SEGMENTS</b>						
<b>I. SEGMENT REVENUE</b>						
a. Segment Revenue	20796.13	8682.30	29478.43	19274.25	9211.59	28485.84
b. Inter-Segment Revenue	0	0	0	0	0	0
c. Operating Revenue-external (a)-(b)	20796.13	8682.30	29478.43	19274.25	9211.59	28485.84
<b>II. SEGMENT RESULTS</b>						
a. Segment Results	2197.18	245.54	2442.72	1922.36	321.46	2243.82
b. Unallocated Income			185.78			329.29
c. Profit before interest & Income Tax (a)+(b)			2628.50			2573.11
d. Interest			914.22			800.34
e. Net Profit before Income Tax (c)-(d)			1714.28			1772.77
f. Tax Expenses			586.47			627.01
g. Net profit after Income Tax			1127.81			1145.76
<b>III. ASSETS &amp; LIABILITIES</b>						
a. Segment Assets	15694.50	4589.78	20284.28	14366.33	5500.16	19866.49
b. Unallocated Assets			1689.94			1691.59
c. Total Assets			21974.22			21558.08
d. Segment Liabilities	9930.39	2625.27	12555.66	9735.10	3306.57	13041.37
e. Unallocated Liabilities			920.32			976.50
f. Total Liabilities			13475.98			14017.87
<b>IV. OTHER INFORMATION</b>						
a. Cost incurred during the period to acquire fixed assets {Incl. CWIP}						
a. (Unallocated)	929.37	0	929.37	1265.47	0	1265.47
b. Depreciation	415.48	0.25	415.73	371.89	0.40	372.29
c. Non Cash Expenses (other than depreciation)	0	0	0	0	0	0
<b>B. SECONDARY SEGMENT GEOGRAPHICAL SEGMENTS</b>						
	Domestic	Export	Total	Domestic	Export	Total
1. Net sales/income from Operations	23547.68	5930.75	29478.43	24049.05	4436.79	28485.84
2. Total Assets (Unallocated)			21974.22			21558.08
3. Cost incurred during the period To acquire fixed assets			929.37			1265.47

1. The Company has identified Business segment as its primary segment and geographical segment as its secondary segment. The products of the company have been grouped under 'Manufacturing' and 'Trading' segments (primary segment) depending upon the sector to which they are predominantly identified in the market.

2. Manufacturing products include metal containers, Components & printed sheets.

3. Trading includes purchase & sales of Tinplates, DEPB License.

4. Previous year's figures have been regrouped / reclassified wherever practicable to confirm to current year's presentation.

**13. Disclosure pursuant to Accounting Standard – 20 “Earning per Share”**

	(In Rs.) 2010-11	(In Rs.) 2009-10
(A) Face value of Equity Share	10	10
(B) Number of equity Share	1,03,99,683	1,03,99,683
(C) Net profit after Tax	11,27,81,672	11,45,75,716
(D) Basic and Diluted Earning per Share (B/C)	10.84	11.02

**14. Disclosure pursuant to Accounting Standard – 22 “Deferred Tax”**

	Rs. in Lacs As on 31.03.2011	Rs. in Lacs As on 31.03.2010
<b>Deferred Tax Liabilities</b>		
Liability on account of depreciation	611.11	547.45
<b>Deferred Tax liabilities (Net)</b>	<b>611.11</b>	<b>547.45</b>

**15. Joint venture (Accounting Standard – 27)**

Pursuant to compliances of Accounting Standard -27 issued by the Institute of Chartered Accountants of India, relevant disclosures relating to Joint Venture are as follows:-

a)	Name of joint ventures	Country of Incorporation	Proportion of Ownership
	Rexam HTW Beverage Can (India) Limited	India	15%
b)	i) Company's share of the contingent liabilities of the Rexam HTW Beverage Can (India) Limited is Rs. 15,517,320/- (Previous year Rs. 15,517,320)		
	ii) Company's share of the Capital Commitments of the Rexam HTW Beverage can (India) Limited is Rs.13.68 crore (Previous year Rs. Nil)		
	iii) Guarantees given on behalf of joint venture outstanding at the close of the year amounting to Rs. Nil (previous year Nil)		

	2010-2011	Rs. in Crores 2009-2010
Fixed Assets	14.01	14.72
Net Current Assets	5.37	5.02
Secured Loans	18.42	13.97
Deferred Tax Liability	-	-
Deferred Tax Assets	-	-
Shareholders Funds	0.96	18.15
Income	10.25	10.73
Expenses	14.37	14.73

(v) Information relating to 2010-11 is based on unaudited accounts.

**16. Additional information pursuant to the provision of paragraph 3(i) (a), 4C & 4D of part II of schedule VI of the Companies Act, 1956.**



<b>A. TURNOVER</b>				
Particulars	Current Year		Previous Year	
	Qty. Nos./MT	Value (Rs.)	Qty. Nos./MT	Value (Rs.)
A. Metal Containers Components & Body Blanks (Nos.)	20,93,23,236	2,12,53,29,700	21,41,65,617	1,93,16,38,704
B. Printed/Lacquered Sheets (M. Tons)	14.969	13,12,680	255.720	1,73,96,932
C. Tin Plate (M. Tons)	22,847	86,82,30,337	23,796	91,59,32,842
D. Scrap Sale (M. Tons)	4,275	12,81,47,372	4,048	8,86,11,586
E. Other Sale	0	0	0	52,25,776
<b>Total</b>		<b>3,12,30,20,089</b>		<b>2,95,88,05,840</b>
<b>B. RAW MATERIAL AND COMPONENTS CONSUMED/SOLD</b>				
Particulars	Current Year		Previous Year	
	Qty. MT	Value (Rs.)	Qty. MT	Value (Rs.)
A. Tin Plate	42,931	1,96,73,01,227	45,410	2,09,54,51,648
B. Others		24,05,39,765		21,16,38,201
<b>Total</b>		<b>2,20,78,40,992</b>		<b>2,30,70,89,849</b>
<b>C. OPENING &amp; CLOSING STOCK OF FINISHED GOODS &amp; RAW MATERIAL</b>				
Particulars	Current Year		Previous Year	
	Qty.	Value (Rs.)	Qty.	Value (Rs.)
<b>OPENING STOCK</b>				
Tin Containers (Nos.)	6364984	85750870	2257608	21901265
Components (Nos)	7060056	22598890	18064170	67038749
Tin Plate (MT)	5671	321019799	3050	173211168
<b>CLOSING STOCK</b>				
Tin Containers (Nos.)	2024072	30017905	6364984	85750870
Components (Nos.)	2274133	10678849	7060056	22598890
TinPlate (MT)	6729	42630079	5671	321019799
<b>D. CAPACITY &amp; PRODUCTION</b>				
Particulars	Unit	Current Year	Previous Year	
		Qty.	Qty.	Qty.
<b>A) Licenced capacity</b>	N.A.	N.A.	N.A	
<b>B) Installed capacity</b>				
i) Containers	(Nos.in Lacs)	2615	2615	
ii) Printed & Lacquered Sheets	(M.Tons)	3700	3700	
<b>C) Actual Production</b>				
i) Containers and Components	[Nos. in Lacs]	2001.96	2072.69	
ii) Printed Sheets/Lacquered Sheets	(M.Tons)	14.969	255.720	
<b>NOTE :</b>				
Since License system under the New Industrial policy has been dispensed with, therefore no license capacity has been given.				
Installed capacity is certified by the management and not verified by the Auditor being a technical matter.				

**E. VALUE OF IMPORT ON CIF BASIS**

Particulars	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
Raw Material	8582.55	7746.64
Spares	82.36	67.07
Capital goods	299.05	136.40
	<b>8963.96</b>	<b>7950.11</b>

**F. EXPENDITURE IN FOREIGN CURRENCY**

Particulars	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
Travelling	23.57	14.98
Subscription	1.99	9.46
Interest	23.18	19.99
Others	45.15	3.47
	<b>93.89</b>	<b>47.90</b>

**G. BREAK-UP OF IMPORTED AND INDIGENOUS MATERIALS & STORES & SPARES CONSUMED/SOLD**

Particulars	Current Year		Previous Year	
	Amount (Rs. in Lacs)	%	Amount (Rs. in Lacs)	%
<b>i) RAW MATERIAL</b>				
Imported	7507.36	34	6357.40	27.56
Indigenous	14571.05	66	16713.50	72.44
	<b>22078.41</b>	<b>100.00</b>	<b>23070.90</b>	<b>100.00</b>
<b>ii) STORES AND SPARES</b>				
Imported	82.36	29.17	65.95	28.37
Indigenous	199.97	70.83	166.50	71.63
	<b>282.33</b>	<b>100.00</b>	<b>232.45</b>	<b>100.00</b>

**H. EARNINGS IN FOREIGN CURRENCY**

Export Goods on FOB Basis Rs. 5838.89 Lacs (Previous Year Rs.4435.71 Lacs).

17. Figures of Previous year has been re-grouped /re-classified or re-arranged wherever necessary.

For and on behalf of the Board.

**SANJAY BHATIA**  
Managing Director

**ASHOK BHATIA**  
Whole Time Director

**RAJAT PATHAK**  
VP (Finance) &  
Company Secretary

As per our Report of even date attached  
For **M.L. Puri & Co.**  
Chartered Accountants  
FRN 002312N

Place : Delhi  
Date : 12<sup>th</sup> August, 2011

**M. L. PURI**  
(Partner)  
M. No. 9198


**CASH FLOW STATEMENT FOR THE YEAR ENDING 31ST MARCH, 2011**

<b>A. Cash Flow from Operating Activities</b>	<b>(Amount in Lacs)</b>	
Net Profit before tax		1714.29
<b>Adjustment for :</b>		
<b>Add -</b> Depreciation	415.73	
Interest	914.22	
Excise & DEPB Written Off	2.75	1332.70
		3046.99
<b>Less -</b> Interest Received from Security Deposit	3.21	
Interest on inter co-operate Deposit	85.89	
Dividend received	0.03	
Profit on sale of Fixed Asset	2.27	
Income From Joint Venture	40.99	
Unrealized Foreign Exchange Gain	90.88	
Other Income	0.001	(223.27)
Operating profit before working capital changes		2823.72
<b>Add-</b> Decrease in Trade Receivables		247.45
Less-Increase in Advance	25.66	
Increase in Inventory	387.17	
Decrease in other Liabilities & provisions	566.36	(979.19)
Cash Generated From Operations		2091.98
Less- Direct Tax paid		(466.07)
		1625.91
<b>B Cash Flow from investing Activities</b>		
Purchase of Fixed Assets	(929.37)	
Sale of Fixed Assets	9.12	
Dividend Received	0.03	
Interest Income	89.10	
Other Income	0.001	
Income From Joint Ventures	40.98	
		(790.14)
		835.77
<b>C Cash Flow from Financing Activities</b>		
Net proceeds from Secured Loan	118.21	
Repayment of Unsecured Loan	(60.79)	
Interest Paid	(914.21)	
Dividend Paid	(230.41)	
		(1087.20)
Net increase / ( decrease) in Cash & Cash equivalents		(251.43)
Cash & Cash equivalents as at 01.04.2010 (Opening Balance )		745.34
Cash & Cash equivalents as at 31.03.2011 (Closing Balance )		493.91

Notes to the Cash Flow Statement For the Year ended 31st March, 2011

- Cash and Cash Equivalents includes Fixed Deposits lying with banks under Lien of Rs 468.55 lacs (Previous Year Rs 268.51 lacs)

For and on behalf of the Board

**SANJAY BHATIA**  
Managing Director

**ASHOK BHATIA**  
Whole Time Director

**RAJAT PATHAK**  
VP (Finance) &  
Company Secretary

As per our Report of even date attached  
For **M.L. Puri & Co.**  
Chartered Accountants  
FRN 002312N

Place : Delhi  
Date : 12<sup>th</sup> August, 2011

**M. L. PURI**  
(Partner)  
M. No. 9198





**HINDUSTAN TIN WORKS LIMITED**

Registered Office : 488, Bartan Market, Sadar Bazar, Delhi-110006

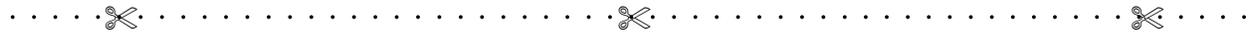
**ATTENDANCE SLIP**

Please complete this Attendance Slip and hand it over at the entrance of the meeting hall.

<b>Ledger Folio/DP &amp; Client ID No.:</b>	<b>No. of Shares held:</b>
<b>Name:</b>	
<b>Address:</b>	

I hereby record my presence at the **53<sup>rd</sup> Annual General Meeting** of the Company held on Friday, the 23<sup>rd</sup> September, 2011 at 10.00 A.M. at Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi.

**Signature of Shareholder/Proxy:**



**HINDUSTAN TIN WORKS LIMITED**

Registered Office : 488, Bartan Market, Sadar Bazar, Delhi-110006

**PROXY FORM**

I/We ..... of ..... being a member of Hindustan Tin Works Limited, hereby appoint ..... of ..... or failing him ..... of ..... as my/our proxy, to attend and vote for me/us and on my/our behalf at the **53<sup>rd</sup> Annual General Meeting** of the Company to be held on Friday, the 23<sup>rd</sup> September, 2011 at 10.00 A.M. at Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi, and/or at any adjournment thereof.

Signed this ..... day of ..... 2011.



Signature

<b>Ledger Folio/DP &amp; Client ID No.:</b>	<b>No. of Shares held:</b>
<b>Name:</b>	
<b>Address:</b>	

**NOTE:**

- a) **The Proxy in order to be effective must be deposited at the Registered Office of the Company duly stamped and signed at least 48 hours before the time for holding of meeting. The Proxy need not be a member of the Company.**
- b) The Proxy form should be signed across the stamp as per specimen signature registered with the Registrar & Share Transfer Agent/Depository.
- c) The above Attendance Slip should be sent to the Proxy appointed by you and not to the Company.

## HTW'S RECOGNITION - AWARDS

During the period of report, your Company has received the following prestigious awards:



**July, 2011**  
Status of Star Export House,  
HTWL



**June, 2011**  
IPA Innovation Award for Design of  
Canvirement Week Global Initiative



**May, 2011**  
Metpack Award for Canvirement  
week Essen Germany



**May, 2011**  
Empac Challenge Award Metal  
Packaging Plaza Interpack Germany



**February, 2011**  
2011 IIM Award for Excellence  
as Top Exporter



**January, 2011**  
Award for Export Excellence  
(Northern Region) 2008-2009



**December, 2010**  
Environment Initiative of the  
Year 2010 Award at the IND  
SPIRIT 2010 Ambrosia Awards

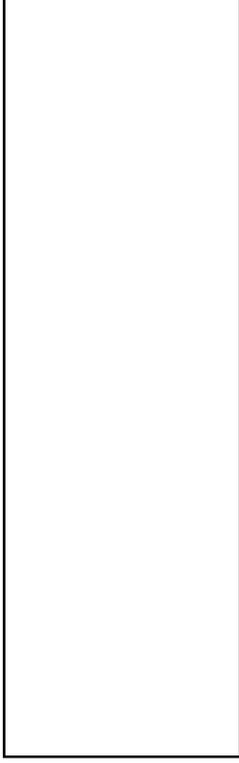


**May, 2010**  
Award for Export Excellence  
(Northern Region) 2007-2008



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**BOOK-POST**



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