

ANNUAL REPORT

2010-11

***BIRDHI CHAND PANNALAL
AGENCIES LIMITED***

Forward Looking Statement

In this annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and the underlying assumptions undergoing change. Should known or unknown risks or uncertainties materialize, or should underlying assumptions not materialize, actual results could vary materially from those anticipated, estimated or projected. Shareholders and Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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Corporate Information

BOARD OF DIRECTORS

BHAGWATI PRASAD BIHANI
POOJA SHARMA
RAJ KUMAR MAHESWARI
PANKAJ BUBNA
PUNEET SHARMA

EXECUTIVE/NON-INDEPENDENT DIRECTOR
INDEPENDENT/NON-EXECUTIVE DIRECTOR
INDEPENDENT/NON-EXECUTIVE DIRECTOR
INDEPENDENT/ NON EXECUTIVE DIRECTOR
INDEPENDENT/ NON EXECUTIVE DIRECTOR

COMPLIANCE OFFICER

Mr. Bhagwati Prasad Bihani

AUDITORS

M/s. Sandeep S Sharma & Co.
Chartered Accountants
511, Parmeshwari Building, 5th Floor
Chatribari, Guwahati - 781007
Assam

BANKERS

United Bank Of India

REGISTERED OFFICE

T-14, Parmeshwari Building, 3rd Floor
Chatribari, Guwahati - 781007
Assam, INDIA

Notice

Notice is hereby given that the **TWENTY-SIXTH ANNUAL GENERAL MEETING** of the Members of **Birdhi Chand Pannalal Agencies Limited** will be held at the Registered office of the Company at T-14, Parmeshwari Building, 3rd Floor, Chatribari, Guwahati-781007 Assam on 30th September, 2011 at 11:30 a.m. to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts of the company for the year ended 31st March, 2011 along with the reports of the Directors and Auditors thereon.

“RESOLVED THAT draft of the audited balance sheet as at 31.03.2011 , profit & loss account for the year ended on that date along with schedules and notes thereon as placed before the board be and are hereby approved.

2. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Sandeep S Sharma & Co., **Chartered Accountants** be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting for the financial year 2009-10 at a remuneration to be fixed by the Board of Directors on the recommendation of the Audit Committee of Directors.”

3. To appoint a Director in place of Ms. Pooja Sharma, who retires by rotation and being eligible offers herself for re-appointment.

“RESOLVED THAT pursuant to the provisions of the Section 256 and other applicable provisions, if any of the Companies Act ,1956, Ms. Pooja Sharma, who retires by rotation, and being eligible, offers herself for reappointment, be and is hereby re-appointed as a director of the company, liable to retire by rotation.”

Date: 5th September, 2011

By Order of the Board of Directors
For Birdhi Chand Pannalal Agencies Ltd
Sd/-
Bhagwati Prasad Bihani
Chairman

Place: Guwahati
Date: 5th September, 2011
Registered Office:
T-14, Parmeshwari Building, 3rd Floor
Chatribari, Guwahati - 781007
Assam

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY..**
2. The Register of Members and Share Transfer Books will remain close from 27th September, 2011 to 30th September, 2011 (both days inclusive) for the purpose of Annual General Meeting.
3. The Instrument of proxy, in order to be effective, must be completed, stamped, signed and deposited at the Company's Registered Office not less than forty-eight hours before the commencement of the ensuing Annual General Meeting (AGM).
4. Corporate Members are requested to send to the Company's Registered office, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM.
5. Members/Proxies are requested to bring their attendance slip sent herewith, duly filled in, for attending the meeting.
6. Additional information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the persons seeking re-appointment as Director under item no. 3.
7. Any member desirous of getting any information on the accounts of the company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.

Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting (In pursuance of Clause 49 of the Listing Agreement)	
Name of the Director	Ms. Pooja Sharma
Date of Birth	26/12/1983
Date of Appointment	12/11/2007
Qualification	H.S.
Expertise	Wide experience Financial matters.
Directorship held in other Public Companies as on March 31, 2011	Nil
Chairmanship/ Membership of the Committee of the Board of Directors of the Company as on March 31, 2011	Member of the Audit Committee & Share Holders Investors Grievance Committee
Chairmanship/Membership of the Committee of Directors of other Public Companies as on 31st March, 2011	Nil
Number of shares held	None

Director's Reports

DIRECTORS REPORT

TO,
THE MEMBERS
BIRDHI CHAND PANNALAL AGENCIES LIMITED

Your Directors have pleasure to submit their Annual Report together with Audited Accounts and Auditor's Report of the Company for the financial year ended 31st March, 2011.

OPERATION AND FINANCIAL RESULT

<u>PARTICULARS</u>	<u>2010-11</u>	<u>2009-10</u>
Revenue from Operations	155,568	131,997
Other Income	--	--
Total Income	155,568	131,997
Less: Total Expenses	135,710	106,956
Profit before Depreciation, Interest & Tax	19,858	25,041
Less: Interest	--	--
Depreciation	--	--
Profit before Tax	19,858	25,041
Less: Provision for Current Tax	(3,682)	(3,756)
Profit after Tax	16,176	21,285
Less: Income Tax for earlier years	--	--
Add: Profit brought forward from Previous year	103,926	82,641
Profit available for appropriation	--	--
Proposed Dividend on Equity Shares	--	--
Corporate Tax on Dividend	--	--
Balance carried to Balance Sheet	120,102	103,926

Your Directors report that the working of the Company for the year under review has resulted in a Profit of RS.16,176/- (after tax).

DIVIDEND

In view of nominal profit during the year & for better prospective & expansion, your directors do not propose any dividend.

APPOINTMENT OF DIRECTORS

In accordance with the Articles of Association of the Company and the provisions of the Companies Act, 1956, Ms. Puja Sharma, the Director of the Company is eligible for retirement by rotation.

STATUTORY DISCLOSURE

None of the Directors of the Company are disqualified as per the provisions of Section 274(1)-(g) of the Companies Act, 1956. All the Directors have made the necessary disclosures as required under various provisions of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

PARTICULARS OF EMPLOYEES:

The Company had no employee during the year under review, who was in receipt of remuneration in excess of the limit specified under section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Amendment Rules, 2011.

AUDITORS

The Auditors M/s Sandeep S Sharma & Co., Chartered Accountants, Guwahati, statutory Auditors of the Company retiring at the forthcoming Annual General Meeting of the Company being eligible offer themselves for re-appointment as the statutory Auditors till next Annual General Meeting of the Company.

The notes referred to in the Auditor's Report are self explanatory and as such they do not call for any further explanation as required under section 217(3) of the Companies Act, 1956.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits from the public within the meaning of section 58A & 58AA of the Companies Act 1956 and the rules there under.

PARTICULARS UNDER SECTION 217 (1) (E) OF THE COMPANIES ACT, 1956

The necessary information regarding conservation of energy, Technology Absorption, Adoption and innovation, the information required under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988, is not applicable to the Company.

The Company has not earned or used foreign exchange earnings/outgoings during the year under review.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that:

1. In the preparation of the annuals accounts, for the year ended 31st March 2011, all the applicable accounting standards prescribed by the Institute of Chartered Accountants of India have been followed;
2. The Directors had adopted 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 the financial year and of the profit of the Company for that period.

3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors had prepared the annual accounts on a going concern basis.

REPORT ON CORPORATE GOVERNANCE

Your Company continues to be committed to good Corporate Governance aligned with the good practices. Your Company is in compliance with the standards set out by clause 49 of the Listing Agreement with the Stock Exchanges. A detailed report on Corporate Governance compliance duly certified by the Practising Company Secretary forms part of this report as Annexure 'A'.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Corporate Social Responsibility (CSR) is commitment of the Company to improve the quality and living standard of the employees and their families and also to the community and society at large. The Company believes in undertaking business in such a way that it leads to overall development of all stake holders and Society.

CAUTIONARY STATEMENT

Statements in this Directors' Report & Management Discussion and Analysis Report describing the Company's activities, projections about the future, estimates, assumptions with regard to global economic conditions and Government policies, etc. have been made in good faith and may be "forward looking statements" within the meaning of applicable securities laws and regulations. Many unforeseen factors may come into play and affect the actual results which might differ from those either expressed or implied. Market data was based on information gathered from various published and unpublished sources and their reliability and completeness cannot be assured.

APPRECIATION

The Board of Directors wishes to convey their appreciation to all the Company's managing body for their performance and continued support. The Directors would also like to thank all the Shareholders, Consultants, Customers, Vendors, Bankers, Service Providers, and Governmental and Statutory Authorities for their continued support.

By Order of the Board of Directors
For Birdhi Chand Pannalal Agencies Ltd
Sd/-
Bhagwati Prasad Bihani
Chairman

Place : Guwahati
Date : 26th August, 2011

Management Discussion & Analysis

The purpose of this discussion is to provide an understanding of financial statements and a composite summary of performance of our business.

Management Discussion and Analysis (MDA) is structured as follows:

- Financial Performance and Highlights
- Internal Control Systems and adequacy
- Material Development in Human Resources

Financial Performance

During the fiscal 2011, the gross income of the company was Rs.155,568 previous fiscal of Rs. 131,997. Profit after tax for the fiscal 2011 was Rs. 16,176 as compared to the previous year Rs. 21,285.

- Income from operation stood at Rs. 155,568 for fiscal 2011
- Profit before Taxes of fiscal 2011 was Rs. 19,858.
- Profit After Taxes of fiscal 2011 was Rs. 16,176.
- Basic Earnings per share for fiscal 2011 was Rs. 0.06 per share.

Internal System & Adequacy

Internal Control Systems has been designed to provide reasonable assurance that assets are Safeguarded, transactions are executed in accordance's with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other financial information. Internal check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems.

Material Development in Resource

The Company continues to lay emphasis on developing and facilitating optimum human performance. Performance management was the key word for the Company this year.

ANNEXURE 'A' TO DIRECTORS' REPORT - REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY

Pursuant to Revised Clause 49 of the Listing Agreement with the Stock Exchange, Compliance with the requirements of Corporate Governance is set out below :-

Your company philosophy is to continue to enhance the value of its stakeholders including shareholders, customers, employees' lenders and society at large. The company believes that good corporate governance Practices are sine qua non for sustainable development of business. Your company believes that all actions and strategic plans should deliver fair value to its stakeholders. It is an integral part of the company core value which include fairness, transparency integrity, equity, honesty and accountability .Your company is compliance with the standards set out by clause 49 of the listing agreement with stock exchange.

II. BOARD OF DIRECTORS

(A) The Constitution of Board of Directors of the Company is governed by the Company's Act 1956 and the Revised Clause 49 of listing agreement. The Company's Board comprises a combination of executives and non- executive Directors. The Board presently consists of 6 Directors and its mix provides a combination of professionalism, knowledge and experience required in the line of Business of the Company. The Board is responsible to manage business of the Company. The functions, responsibilities, role and accountability of the Board are well defined.

The details of the composition of the Board as on 31.03.2011, attendance at the Board Meeting during the year and at the last Annual General Meeting, Number of Directorships, Membership/Chairmanship in other public companies are as follows:-

<u>Sl. No.</u>	<u>Name of the Director</u>	<u>Designation</u>	<u>Executive/ Non Executive/Promoter</u>	<u>Independent/ Non Independent</u>
1	BHAGWATI PRASAD BIHANI	Director	Executive	Non-independent
2	POOJA SHARMA	Director	Non-Executive	Independent
3	RAJ KUMAR MAHESWARI	Director	Non-Executive	Independent
4.	BHOLA SHANKAR JHAWAR	Director	Non-Executive	Independent
5.	KULDEEP KUMAR SETHIA	Director	Non-Executive	Independent
6.	KAMAL KRISHNA PAUL	Director	Non-Executive	Independent

(B) Attendance of Directors at Board Meetings, last Annual General Meeting (AGM) & number of other Directorship and Chairmanships/Memberships of Committees of each Director in various companies as on 31st March, 2011 – Board holds periodic meetings to review and discuss performance of the Company, its future plans, strategies and other pertinent items relating to the Company. During the financial year ended on 31st March, 2011, meeting of the Board of Directors was held 6(Six) times on : 28/04/2010, 29/07/2010, 23/08/2010, 03/09/2010, 29/10/2010,04/02/2011.

<u>Name</u>	<u>Designation</u>	<u>Board Meetings Attended</u>	<u>Whether Last AGM Attended</u>	<u>Directorships held in other Public Limited Companies incorporated in India</u>	<u>No. of Membership(s)/Chairmanship(s) of Board Committees in other Companies #</u>
Bhagwati Prasad Bihani	Executive & Non-Independent Director	6	Yes	Nil	Nil
Pooja Sharma	Independent & Non-Executive Director	6	Yes	Nil	Nil
Raj Kumar Maheswari	Independent & Non-Executive Director	6	Yes	Nil	Nil
Bhola Shankar Jhawar	Independent & Non-Executive Director	6	Yes	1	1
Kamal Krishna Paul	Independent & Non-Executive Director	0	Yes	Nil	Nil
Kuldeep Kumar Sethia	Independent & Non-Executive Director	0	Yes	Nil	Nil

Pursuant to clause 49 of Listing Agreement with Stock Exchanges, Memberships/Chairmanships of only Audit Committees and Shareholders Grievance committee in all Public Limited companies (excluding Birdhi Chand Pannalal Agencies Limited) have been considered.

The agenda and notes on agenda are circulated to the Board members in advance for facilitating meaningful and focused discussion at the Board Meeting. The Board members, in consultation with the chairman may bring up any matter for consideration of the Board.

The Board periodically reviews compliance report of all laws applicable to the Company. Steps are taken by the Company to rectify or comply the instances of non-compliance, if any noticed.

COMMITTEE OF THE BOARD

AUDIT COMMITTEE

Your Company has an Audit committee comprising of 3 (Three) Non executive Directors and (1) one Executive Director. All the members of the Audit Committee are financially literate and have accounting or related financial management expertise. The terms of reference of the Audit Committee included the power as laid down in clause 49(II)(C) and the role as stipulated in Clause 49(II)(D) of the listing agreement and review of the information as laid down in clause 49(II)(E)

During the financial year ended on 31st March, 2011, five (5) meetings of the Audit committee were held on 26/04/2010;26/07/2010;16/08/2010;27/10/2010;02/02/2011.The composition of Audit Committee and the attendance of members during these meetings are as follows:-

<u>Name</u>	<u>Designation</u>	<u>Category</u>	<u>Meetings Attended</u>
Raj Kumar Maheshwari	Chairman	Independent Director	5
Bhola Shankar Jhawar	Member	Independent Director	5
Pooja Sharma	Member	Independent Director	5
Bhagwati Prasad Bihani	Member	Executive Director	5

The Chairman is a permanent invitee to the Committee. The representative of Statutory Auditors is permanent invitee to the Audit committee meetings.

Unaudited quarterly and audited annual financial results were reviewed, analyzed and confirmed by the committee before they were approved by the Board of Directors for submission to the stock exchanges and publication in newspaper in compliance of clause 41 of the Listing Agreement.

The Annual Accounts for the year ended 31st March, 2011 were duly reviewed by the Audit Committee at its meeting held on 16.08.2011, prior to adoption by the Board.

III. REMUNERATION COMMITTEE

Since the Company does not have remuneration Committee (constitution of which is a non-mandatory requirement) the details pertaining to the same are not provided.

IV. SHAREHOLDER'S INVESTOR GRIEVANCE COMMITTEE

Your Company constituted the Committee to oversee the redressal of shareholders' grievances relating to transfer of shares, non-receipt of annual report, dividend etc. During the financial year ended on 31st March, 2011, four (4) meetings of the Committee were held on 17/06/2010;22/09/2010;20/12/2010;23/03/2011, which was attended by all the members of the Committee. The composition of the Committee is as follows:-

<u>Name</u>	<u>Designation</u>	<u>Category</u>	<u>Meetings Attended</u>
Bhola Shankar Jhavar	Chairman	Independent Director	4
Raj Kumar Maheshwari	Member	Independent Director	4
Pooja Sharma	Member	Independent Director	4
Bhagwati Prasad Bihani	Member	Executive Director	4

The details of the complaints, excluding correspondences which are not in the nature of complaints are given below:

No. of Complaints pending as on 1st April, 2010	0
No. of Complaints received during the year	0
No. of Complaints redressed during the year	0
No. of Complaints pending as on 31st March, 2011	0

V. CODE OF CONDUCT

The Board of Directors of the Company has formulated a code of conduct for all Board Members and Senior Management Personnel of the Company and Compliance thereof has been affirmed by all concerned. This Code of Conduct has also been placed on Company's Website.

VI. DECLARATION FOR COMPLIANCE OF CLAUSE 49(I)(D)

This is to confirm that the Company has adopted a Code of Conduct for all the Board Members and Senior Management Personnel of the Company. It is further confirmed that the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2011.

VII. DETAILS OF DIRECTORS APPOINTED/RE-APPOINTED

Details of directors being appointed/re-appointed have been disclosed in the notice of the Annual General Meeting, i.e. brief resume, nature of expertise in specific functional areas, numbers of directorships and committee memberships and their shareholding in the company.

VIII. GENERAL BODY MEETINGS

(A) Location & time for the last three Annual General Meetings:

<u>Annual General Meeting</u>	<u>Date & Time</u>	<u>Venue</u>
31st March, 2010	30th September, 2010, at 11.30 A.M	T-14, Parmeshwari Building, 3rd Floor Chatribari, Guwahati - 781007 Assam

31st March, 2009	24th September, 2009, at 11.30 A.M	T-14, Parmeshwari Building, 3rd Floor Chatribari, Guwahati - 781007 Assam
31st March, 2008	30th June, 2008, at 11.30 A.M	T-14, Parmeshwari Building, 3rd Floor Chatribari, Guwahati - 781007 Assam

(B) No Special Resolution was passed in the last 3(Three) Annual General Meetings of the Company. No resolution through Postal Ballot was passed in the last year. No special resolution is proposed to be passed through Postal Ballot at the ensuing Annual General Meeting.

IX. LOCATION AND TIME OF LAST TWO EXTRA-ORDINARY GENERAL MEETINGS

No Extra-Ordinary General Meetings have been held during last three financial years.

X. POSTAL BALLOT

No Resolution has been passed during last three financial years through Postal Ballot Rules.

XI. DISCLOSURES

- (a) A statement in summary form of transactions with related parties in the Ordinary course of business is placed periodically before the Audit committee. The Company did not have any materially significant related party transactions, which may have potential conflict with the interest of the Company. For the list of disclosures of related party relationship and transactions as per Accounting Standard AS-18, "Related Party Disclosures", Additional Notes to the Annual Audited Accounts of the Company for the financial year ended on 31st March, 2011 may be referred to.
- (b) The Company has duly complied with the requirements of the regulatory authorities on capital market. No structures were imposed on the Company by the SEBI, or any statutory authority on any matter related to capital markets during the last three year.
- (c) There was no pecuniary relationship or transactions between the Company and the Non Executive Directors.
- (d) While preparing financial statements for the year under review, no accounting treatment which was different from that prescribed in the Accounting Standard issued by The Institute of Chartered Accountants of India was followed.
- (e) The Company does not presently have a Whistle Blower policy
- (f) The Board has received disclosures from senior management personnel relating to material financial and commercial transaction in which they and/or their relatives have personal interest.
- (g) A Management Discussion and Analysis Report has been included as a part of the Directors' Report to the Shareholders for the financial year ended 31st March, 2011.
- (h) The Company does not have any Indian Subsidiary Company and hence provision of an Independent Director of the Company on the Board of such Subsidiary Company is not applicable.

XII. MEANS OF COMMUNICATIONS

- The Company regularly provides information to the Stock Exchanges as per the requirements of the listing Agreement.
- The Quarterly/Half Yearly/Nine Months & Annual Results have been submitted to Gauhati Stock Exchange Ltd. and published in the leading English Newspapers and in vernacular language Newspaper.

XIII. GENERAL SHAREHOLDER INFORMATION

Detailed information in this regard is provided in section “Shareholders Information” which forms part of this Annual Report.

XIV. SHAREHOLDERS’ INFORMATION

a. Next Annual General Meeting

The information regarding Annual General Meeting for the financial year ended on 31st March 2011 is as follows :-

Day & Date	:	Monday, 30 th September, 2011
Time	:	11.30 A.M.
Venue	:	T-14, Parmeshwari Building, 3 rd Floor Chatribari, Guwahati - 781007 Assam

b. Financial Calendar (Tentative)

Financial reporting for the quarter ending June 30,2011	Within 45 days of end of Quarter
Financial reporting for the quarter ending September 30,2011	
Financial reporting for the quarter ending December 31,2011	
Financial reporting for the quarter ending March 31,2012	Within 60 days of end of Quarter
Annual General Meeting for the year ending 31 st March,2012	Last week of September 2012

- | | | |
|--------------------------------|---|---|
| b. Financial Year | : | 1 st April 2010 to 31 st March, 2011. |
| c. Date of Book Closure | : | 27 th to 30 th September, 2011 |
| d. Dividend Payment Date under | : | No Dividend has been recommended for the year review. |
| e. Listing of Shares | : | Gauhati Stock Exchange Limited |
| h. Share Transfer Systems | | |

As on 31st March, 2011, none of the shares of the Company are in electronic form. The share transfers which are received in physical form are processed and the share certificates returned within a period of 15-20 days from the date of receipt of the transfer, subject to documents being valid and complete in all respects. The Company also obtains from a Practicing Company Secretary, half yearly certificate of

compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchange and files a copy of the certificate with the Stock Exchange.

i. Shareholding pattern as on 31st March 2011

- Distribution of Shareholding as on 31st March, 2011:

<u>SHAREHOLDING IN NOMINAL VALUE</u>	<u>NO. OF SHAREHOLDERS</u>	<u>%</u>	<u>NO. OF SHARES</u>	<u>%</u>
UPTO 5000	67	81	10700	4.32
5001-10000	3	4	19000	8
10001-20000	11	13	132200	53
20001-30000	1	1	23900	10
30001-40000	--	--	--	--
40001-50000	--	--	--	--
50001-100000	1	1	61700	25
100001 AND ABOVE	--	--	--	--
TOTAL	83	100	247500	100

Category of Shareholders as on 31st March, 2011

<u>Category</u>	<u>No. of Shares Held</u>	<u>% of shareholdings</u>
Promoters & Promoter Group	97800	39.52
Institutional Investors	--	--
Bodies Corporate	--	--
Indian Public	149700	60.48
Total	247500	100

j. Dematerialization of Equity Shares & Liquidity

Particulars of Shares	Equity Shares of Rs.10 each	
	Number	% of Total
Physical Form	247500	100
Total	247500	100

k. Outstanding GDRs./ADRs/Warrants or any convertible instruments, conversion data likely impact on Equity :

Not Applicable.

l. Reconciliation of Share Capital Audit Report

A Practicing Company Secretary carried out Reconciliation of share capital audit to reconcile total issued and listed capital. The Audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form (none of the shares of the company are in dematerialized form) .This audit is carried out every quarter and the report thereon is submitted to Stock Exchanges.

m. Investors' Correspondence

Shareholders can contact the Company for Secretarial matters at:

T-14, Parmeshwari Building, 3rd Floor
Chatribari, Guwahati - 781007
Assam

CEO CERTIFICATION TO THE BOARD

The Board of Directors Birdhi Chand Pannalal Agencies Limited
Ref- Financial Statements for the period ended March 31, 2011:

I, Bhagwati Prasad Bihani, Director, of the Company on the basis of the review of the financial statements for the year ended on 31st March, 2011 along with cash flow statement for that period and to the best of our knowledge and belief , certify under Clause 52 v of the Listing Agreement that:-

- a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws a regulation.
- c) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ending March 31,2011, that are fraudulent, illegal or volatile of the Company's Code of Conduct.
- d) We accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting We have indicated to the Auditors and the Audit Committee:
 - o Significant changes in internal control over financial reporting during the year;
 - o Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - o Instances of significant fraud, if any, of which we became aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Mr. Bhagwati Prasad Bihani
(Director)

Place: Guwahati

Date: 26th August, 2011

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
BIRDHI CHAND PANNALAL AGENCIES LIMITED
T-14, Parmeshwari Building, 3rd Floor
Chatribari, Guwahati - 781007
Assam

We have examined the compliance of Corporate Governance by BIRDHI CHAND PANNALAL AGENCIES LIMITED for the year ended on 31st March, 2011, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance(s) is/ are pending for a period exceeding for one month against the Company as per the records maintained by the Shareholders/Investors 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 Sandeep S Sharma & Co.
Chartered :Accountants

Sd/-
Sandeep Sharma
Proprietor
Membership No. 62857

Place: Guwahati
Date: 26th August, 2011

AUDITORS REPORT

To the members of,
Birdhi Chand Pannalal Agencies Limited

1. We have audited the attached Balance Sheet of **Birdhi Chand Pannalal Agencies Ltd.** Guwahati as at **31st March, 2011**. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. These 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. To the best of our information and according to the explanation gives to us, the Companies (Auditor's Report) Order, 2003 issued by the Central Govt. of India in terms of Sub sections (4A) of Section 227 of the Companies Act, 1956, is not applicable to the Company for the year under Audit.
4. Further to our comments in the annexure referred to above, we report that:-
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our Audit.
 - b) In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of such books.
 - c) The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the Books of Account of the company.
 - d) In our opinion, the Profit & Loss Account and the Balance Sheet comply with the accounting standard referred to in sub-section 3(c) of section 211 of the Companies Act, 1956.
 - e) On the basis of our examination of records of the company and the written representation received from the directors of the company as on **31st March, 2011** we report that none of the director of the company is 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.

Contd/...2



BIRDHI CHAND PANNALAL AGENCIES LIMITED

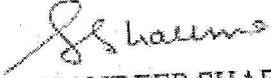
Sandeep Sharma

Auditor

5. In our opinion and to the best of our information and according to the explanation given to us, the said accounts subject to the Notes thereon annexed hereto 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 the Balance Sheet of the state of affairs of the company as at 31st March, 2011 and
- (ii) in the case of the Profit & Loss Account of the Profit of the company for the year ended on that date.

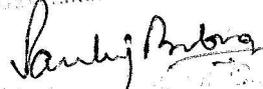
For, SANDEEP S SHARMA & CO
CHARTERED ACCOUNTANTS


(SANDEEP SHARMA)
Proprietor
Membership No. 62857



Place: Guwahati
Date : 26-08-2011

EXPORT IMPORT BANCAL AGENCIES LIMITED


Director

BIRDHI CHAND PANNALAL AGENCIES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2011

<u>PARTICULARS</u>	<u>SCHEDULE</u>	<u>31/03/2011</u>	<u>31/03/2010</u>
SOURCES OF FUNDS :			
SHARE HOLDERS FUNDS			
Share Capital	1	2,475,000	2,475,000
Reserves & Surplus	2	120,102	103,926
TOTAL FUND :		2,595,102	2,578,926
APPLICATION OF FUNDS :			
CURRENT ASSETS, LOANS & ADVANCES			
	3		
a) CURRENT ASSETS		2,569,787	1,576,939
b) LOANS & ADVANCES		47,279	1,015,422
		2,617,066	2,592,361
Less: Current Liabilities & Provisions	4	(21,964)	(13,435)
NET CURRENT ASSETS		2,595,102	2,578,926
TOTAL APPLICATION :		2,595,102	2,578,926
 <u>ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS</u>			
	6		

The schedule referred to above forms an integral part of the Balance Sheet

In terms of our Report of even date

For **SANDEEP S SHARMA & CO.**
Chartered Accountants

S. Sharma
(SANDEEP SHARMA)
Proprietor



Place : GUWAHATI
Date : 26/08/2011

FOR AND BEHALF OF THE BOARD DIRECTORS

[Signature]
DIRECTOR

[Signature]
DIRECTOR

BIRDHI CHAND PANNALAL AGENCIES LIMITED

[Signature]
Authorized Signatory / Director

BIRDHI CHAND PANNALAL AGENCIES LIMITED

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

PARTICULARS	SCHEDULE	31/03/2011	31/03/2010
INCOME :			
Income from operation		155,568	131,997
		<u>155,568</u>	<u>131,997</u>
EXPENDITURE :			
Administrative & Other Office Expenses	5	135,710	106,956
		<u>135,710</u>	<u>106,956</u>
Profit/(Loss) before Tax		19,858	25,041
Less: Provision for Income Tax		<u>(3,682)</u>	<u>(3,756)</u>
Profit After Tax		16,176	21,285
Add: Balance of Profit brought forward from Previous Year		103,926	82,641
Balance Carried to Balance Sheet		<u>120,102</u>	<u>103,926</u>

ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS

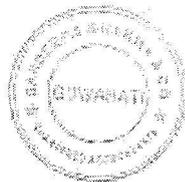
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The schedule referred to above forms an integral part of the Profit & Loss Account

In terms of our Report of even date

For **SANDEEP S SHARMA & CO.**
Chartered Accountants

S. Sharma
(SANDEEP SHARMA)
Proprietor



Place : GUWAHATI
Date : 26/08/2011

FOR AND ON BEHALF OF THE BOARD DIRECTORS

Sambhij Anbans
DIRECTOR

Anshuman
DIRECTOR

BIRDHI CHAND PANNALAL AGENCIES LIMITED

Sambhij Anbans
Proprietor

BIRDHI CHAND PANNALAL AGENCIES LIMITED

**SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011
AND PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED ON 31/03/2011**

PARTICULARS	31/03/2011	31/03/2010
SCHEDULE '1'		
SHARE CAPITAL	<u>2,500,000</u>	<u>2,500,000</u>
250000 Equity Shares of Rs. 10/-each		
Issued Subscribed & Paid up	<u>2,475,000</u>	<u>2,475,000</u>
247500 Equity Shares of Rs. 10/-each		
SCHEDULE '2'		
RESERVES & SURPLUS	<u>120,102</u>	<u>103,926</u>
Balance in Profit & Loss Account		
SCHEDULE '3': CURRENT ASSETS, LOANS & ADVANCES		
A) CURRENT ASSETS		
Cash & Bank Balances	2,217	119,214
Cash in hand (As certified by the management)		
Balance in Current A/c	34,437	15,847
United Bank of India, GHY		
Balance in Fixed Deposit A/c	1,342,103	341,977
United Bank of India, GHY	<u>1,191,030</u>	<u>1,099,901</u>
Nagarik Samabey Bank (Ghy)	<u>2,569,787</u>	<u>1,578,938</u>
B) LOANS & ADVANCES		
Advances	47,279	950,000
Tax Deducted at Source	<u>47,279</u>	<u>55,422</u>
		<u>1,015,422</u>
SCHEDULE '4'		
CURRENT LIABILITIES & PROVISIONS		
A) Current Liabilities	17,103	8,500
Creditors for Expenses		
B) Provisions	4,961	4,935
For Income Tax	<u>21,964</u>	<u>13,435</u>
SCHEDULE '5'		
ADMINISTRATIVE & OTHER OFFICE EXPENSES		
Accounting Charges	15,000	15,000
Office Rent	15,000	15,000
Auditors's Remuneration	1,103	1,103
Filing Fees	2,000	2,500
General Expenses	5,592	6,906
Postage & Documents	4,194	3,795
Printing & Stationary	5,310	4,575
Bank Charges	110	170
Salary	60,000	33,900
Compliance Certificate Fees	5,500	5,500
Professional Fees	2,500	1,897
Legal Fees	6,500	6,000
Office Maintenance	8,500	7,500
Telephone Expenses	2,217	1,860
Travelling & Conveyance	2,184	1,350
	<u>135,710</u>	<u>106,956</u>



BIRDHI CHAND PANNALAL AGENCIES LIMITED
Sanku Bhowmik
 Director

BIRDHI CHAND PANNALAL AGENCIES LIMITED

NOTES ON ACCOUNTS:

A. SIGNIFICANT ACCOUNTING POLICIES:

1. ACCOUNTING CONCEPTS

- i) The company maintains its account on accrual basis and in accordance with other generally accepted fundamental principles of accounting.
- ii) The financial statements are prepared under the Historical Cost Convention and on the principle of a going concern. All revenues are recognized & all expenses are accounted for on their accrual unless otherwise specifically stated. Claims and /or refunds not ascertainable with reasonable certainty are accounted for on cash basis.

2. SALES

NIL

3. FIXED ASSETS AND DEPRECIATION :

NIL

4. INVENTORIES

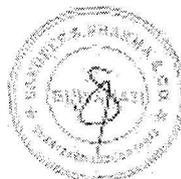
NIL

5. TAXATION

The tax provision are made on the basis of regular Income Tax applicable to the domestic company

BIRDHI CHAND PANNALAL AGENCIES LIMITED

Sanjay Kumar
Assistant Director



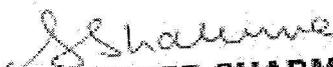
B. GENERAL NOTES ON ACCOUNTS:

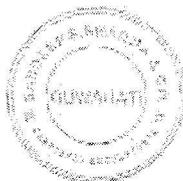
1. Previous years figures have been regrouped and reclassified wherever found necessary to conform to current years figures
2. Balances of a few debtors and creditors are subject to confirmation.
3. None of the employees is in receipt of remuneration in excess of limit prescribed under Section 217(2A) of the Companies Act 1956.
4. C.I.F value of Import/Expenditure in Foreign Currency : NIL
5. Contingent Liabilities not provided for : NIL
6. As per the information available with the company, there are no Small Scale Industrial Undertaking as defined under Section 3(3) of the Industries (Development & Regulation) Act 1951 to whom the company owes any sum.
7. Particulars of the Director Remuneration : NIL
8. Particulars of the Auditors Remuneration

Items	31.03.2011	31.03.2010
Statutory Audit fees	1103	1103

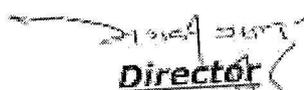
In terms of our report of even date annexed.

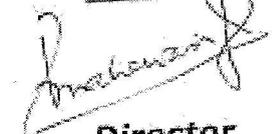
For SANDEEP S SHARMA & CO.
Chartered Accountants


(SANDEEP SHARMA)
Proprietor
Guwahati,
The 26th day of August, 2011

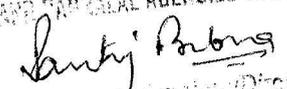


For and on behalf of the Board


Director


Director

BIRCHI BRAND FINANCIAL AGENCIES LIMITED


Director

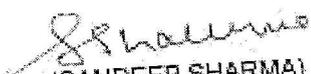
BIRDHI CHAND PANNALAL AGENCIES LIMITED

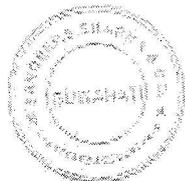
BALANCE SHEET ABSTRACT & COMPANY'S GENERAL BUSINESS PROFILE

I. REGISTRATION DETAILS :		State Code : 02
Registration No :	02-002424 of 1985-86	
Balance Sheet Date :	31/03/2011	
II. CAPITAL RAISED DURING THE YEAR : (AMOUNT IN Rs. THOUSAND)		
Public Issue		NIL
Right Issue		NIL
Bonus Issue		NIL
Private Placement		NIL
III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS :		
Total Liabilities		2,695
Total Assets		2,595
SOURCES OF FUNDS		
Paid up Capital		2,475
Reserves & Surplus		120
Secured Loans		NIL
Unsecured Loans		NIL
Deferred Payment Credits		NIL
Share Application Money		NIL
APPLICATION OF FUNDS		
Net Fixed Assets and		NIL
Capital Work in Progress		NIL
Investments		2,595
Net Current Assets		NIL
Misc. Expenditure		NIL
Accumulated Losses		NIL
IV. PERFORMANCE OF COMPANY : (AMOUNT Rs. IN THOUSAND)		
Turnover		156
Total Expenditure		136
Profit Before Tax		20
Earning per Share in Rs.		NIL
Dividend Rate		NIL
V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY :		
(AS PER MONETARY TERMS)		
Item Code No.		N.A.
Product Description		NIL

In terms of our Report of even date

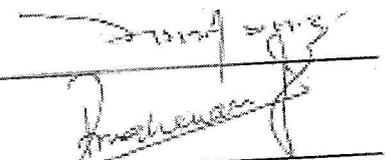
For **SANDEEP S SHARMA & CO.**
Chartered Accountants


(SANDEEP SHARMA)
Proprietor



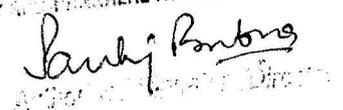
Place : GUWAHATI
Date : 26/08/2011

For & on behalf of
Board of Directors



DIRECTOR

BIRDHI CHAND PANNALAL AGENCIES LIMITED


A/td. of Board Director

Birdhi Chand Pannalal Agencies Limited

T-14 Parmeshwari Building, 3rd Floor , Chatribari , Guwahati-781007, Assam, India

ATTENDANCE SLIP

Folio No:

No. of Shares held:

No. of Shares held:

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 26th Annual General Meeting **T-14 Parmeshwari Building, 3rd Floor , Chatribari , Guwahati-781007, Assam, India** on the 30th day of September, 2011 at 11.30a.m.

Name of the Shareholder/Proxy:-

Signature of the Shareholder/Proxy:

Birdhi Chand Pannalal Agencies Limited

T-14 Parmeshwari Building, 3rd Floor , Chatribari, Guwahati-781007, Assam, India

PROXY FORM

Folio No:

No. of Shares held:

I/We ----- of ----- in the district of -----
----- being a member/members of M/s. Birdhi Chand Pannalal Agencies Limited, hereby
appoint ----- of ----- in the District of ----- or failing him -----
-----of----- in the District of----- as my / our Proxy to vote for me/ us
on my/our behalf, at the Twenty Sixth Annual General Meeting to be held at T-14 Parmeshwari Building, 3rd
Floor Chatribari , Guwahati-781007, Assam , India on Friday the 30th day of September 2011 at 11.30 a.m and
at any adjournment thereof.

Signed this ----- day of -----, 2011



SIGNATURE _____

NOTE:

1. *In the case of a Corporation this Proxy shall be either given under the Common Seal or signed on its behalf by an Attorney or Officer of the Corporation.*
2. *Proxies to be valid must be deposited at the Registered Office of the Company, not later than 48 hours before the time for holding the Meeting.*

Book post

If undelivered please return to;

Birdhi Chand Pannalal Agencies Limited
T-14 Parmeshwari Building
3rd Floor , Chatribari
Guwahati-781007
Assam,India