

**Corporate information**

**Board of Directors**

Mr. Subhash Sharma – Chairman & Managing Director  
Mr. Ajay Singh Sethi - Non Executive & Independent Director  
Mr. Alok Ambastha - Non Executive & Independent Director  
Mr. Mayur Shah - Non Executive & Independent Director

**Company Secretary**

Mr. Rakesh Gupta

**Auditors**

M/s G. L. Mangal & Associates, Chartered Accountants, Mumbai

**Bankers**

Bank of India, State Bank of India, Union Bank of India, Barclays Bank Plc, IndusInd Bank, Axis Bank Ltd and ICICI Bank

**Registered Office**

156, Maker Chamber – III, Nariman Point, Mumbai – 400 021, Maharashtra, India  
Telephone: + 91 22 66582500  
Fax: + 91 22 66582511  
Email: info@resurgere.in  
Website: www.resurgere.in

**Registrar & Share Transfer Agent**

Linkintime India Private Limited  
C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400078  
Telephone: +91 22 25946970 – 78  
Fax: +91 22 2596 0328/29  
Email: rnt.helpline@linkintime.co.in  
Website: www.linkintime.co.in



## RESURGERE MINES & MINERALS INDIA LIMITED

### NOTICE

**NOTICE** is hereby given that the twenty fifth Annual General Meeting of the Members of **Resurgere Mines & Minerals India Limited** will be held on Friday, 28th September 2012 at 10.00 a.m. at "GMS Banquet Hall" Sitladevi Complex, 1st Floor, D. N. Nagar, Opp. Indian Oil Nagar, on Link Road, Andheri (West), Mumbai – 400 053, to transact the following business: -

#### **Ordinary Business**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012, Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Mr. Alok Ambastha, who retires by rotation, and, being eligible, offers himself for re-appointment.
3. To appoint M/s G. L. Mangal & Associates, Chartered Accountants, as Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

#### **Special Business**

##### **4. Appointment of Mr. Mayur Shah as a Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a ordinary resolution:

**"RESOLVED THAT** pursuant to provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Mayur Shah, who was appointed as an Additional Director of the Company and who holds office up to the date of the Annual General Meeting, pursuant to the provision of Section 260 of the Companies Act, 1956 and Article 176 of the Articles of Association of the Company, and in respect of whom the Company has received a notice from a member under Section 257 of the Companies Act, 1956, proposing his candidature, be and is hereby appointed as Director of the Company, liable to retire by rotation in terms of the provisions of the Articles of Association of the Company."

##### **5. Appointment of Mr. Shyamsunder S. Jaipuria, as a Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 255 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and notice under Section 257 (1) of the Companies Act, 1956 received by the Company from Shri Shyamsunder S. Jaipuria, a member of the Company, in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

##### **6. Appointment of Mr. Subhash Sharma as CMD and CEO of the Company**

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

**"RESOLVED THAT** in accordance with the provisions of Section 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company, subject to the approval of the Central Government, if required, and all applicable guidelines for managerial remuneration issued by the Central Government or any other competent authority from time to time and pursuant to the approval of the Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company, be and is hereby given for the re-appointment of Mr. Subhash Sharma as Chairman & Managing Director and Chief Executive Officer (CMD & CEO) for a period of 5 years with effect from 1st April, 2012, on such remuneration and terms and conditions as set out in Explanatory Statement annexed hereto, with powers to the Board of Directors to increase / decrease / alter / modify and vary the terms of the said appointment and / or remuneration and / or agreement.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any year during Mr. Subhash Sharma's tenure as the CMD & CEO, he shall be paid the remuneration as set out under Explanatory Statement annexed hereto, as minimum remuneration."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts including reduction of service period that may arise in this regard at any stage including at the time of taking permission from the Central Government without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto."

**RESOLVED FURTHER THAT** Mr. Subhash Sharma, Chairman & Managing Director, Mr. Alok Ambastha, Director of the Company and Mr. Rakesh Gupta, Company Secretary of the Company be and is hereby authorized, singly, to file

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necessary forms with the Registrar of Companies (MCA), Maharashtra, Mumbai, approval from the Central Government, and to do all such acts, sign, amend, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

By Order of the Board of Directors

**Rakesh Gupta**  
Company Secretary

### **Registered Office:**

156, Maker Chamber - III,  
Nariman Point, Mumbai - 400021

Place : Mumbai

Date: 13th August, 2012

### **Notes:-**

1. **A Member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on a poll, instead of himself and the proxy need not be a Member of the Company.**
2. The instrument appointing the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable.
3. The Register of Members and Share Transfer Books will remain closed from September 26, 2012 to September 28, 2012 (both days inclusive) for the purposes of Annual General Meeting.
4. The Register of Directors' Shareholding, maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the members at the AGM.
5. The relative Explanatory Statement pursuant to section 173 of the Companies Act, 1956, in respect of the Special Business to be transacted at the meeting, is annexed hereto. The relevant details as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment / re-appointment as Directors are also annexed.
6. 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.
7. All documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the Registered Office of the Company on all working days except Saturday between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
8. Members / proxies should bring duly-filled Attendance Slips sent along with this Notice to attend the meeting.
9. Members whose shareholding is in the electronic mode are requested to communicate change of address notifications and updations of bank account details to their respective depository participants.
10. Resurgere is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your e-mail address with your depository participant. This will help the Company send communications through e-mails. Your cooperation will help conserve paper and minimize the impact on the environment.
11. Members are requested to address all correspondences, to the Registrar and Share Transfer Agents, Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400078, India.
12. Members are requested to send in their queries, if any, to the Company Secretary at the registered office of the Company, at least a week, prior to the date of the Annual General Meeting to facilitate clarifications during the meeting.
13. Members who hold shares in physical form can nominate a person, by filling necessary form with the share transfer agent, in respect of all the shares held by them singly or jointly. Members holding shares in the dematerialized form may contact the Depository Participant for recording nomination in respect of their shares.
14. The Company has designated an exclusive e-mail id cosec@resurgere.in to enable investors to register their complaints, if any.
15. The Ministry of Corporate Affairs, New Delhi (“MCA”) has taken a “Green Initiative” in the Corporate Governance by permitting paperless compliances by Companies (vide its circular no. 17/2011 dated April 21, 2011) and clarified that the service of documents / communications including the Notice of calling the Annual General Meeting, audited financial statements, directors' report, auditors' report etc. via electronic mode by a company can be made through electronic mode instead of sending the physical copy of the document(s).

Henceforth, the email addresses indicated in your respective Depository Participants (DP) accounts which will be deemed to be your registered email address for serving notices / documents including those covered under Section 210 of the Companies Act, 1956. The notices of AGM and the copies of audited financial statements, directors' report, auditors' report etc. will also be displayed on the website of the Company and the other requirements of the aforesaid MCA circular will be duly complied with. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with their Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company.



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### EXPLANATORY STATEMENT as required by Section 173(2) of the Companies Act, 1956

#### **Item No. 4:**

The Board of Directors of the Company ("The Board") by way of circular resolution dated 3rd January, 2012, had, pursuant to the provisions of Section 260 of the Companies Act, 1956 ("the Act") and the Article 176 of the Articles of Association of the Company, appointed Mr. Mayur Shah as Additional Director of the Company. Mr. Mayur Shah holds office of Director up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with a deposit of Rs. 500/- proposing the candidature of Mr. Mayur Shah, for the office of Director under provisions of Section 257 of the Act. Mr. Mayur Shah shall be liable to retire by rotation.

Further details about Mr. Mayur Shah are mentioned in the statement on Details of Directors seeking Appointment /Re-appointment at the Annual General Meeting, which forms part of this notice.

The Board accordingly recommends the ordinary resolution set out at item No. 4 of the accompanying Notice for the approval of the Members.

None of the Directors of the Company other than Mr. Mayur Shah are interested or concerned in the resolution relating to his appointment.

#### **Item No. 5:**

The Company has received a requisition dated 2nd May, 2012, under section 257, along with a deposit of Rs. 500/- from Mr. Shyamsunder S. Jaipuria, resident of Ram Mandir Road, Yavatmal, Maharashtra – 445001, proposing his candidature as director of the company. Mr. Shyamsunder S. Jaipuria, is holding 648 equity shares of Re. 1/- each as on 2nd May, 2012, under demat account no. IN302269 10095249.

As appearing in the said notice, Mr. Jaipuria is an electrical engineer and engaged in the profession of consultancy. Your Directors recommend rejecting his candidature by opposing the resolution.

The Board recommends rejecting the ordinary resolution set out at item No. 5 of the accompanying Notice for the approval of the Members.

None of the Directors of the Company are interested or concerned in the resolution relating to his appointment.

#### **Item No. 6:**

The Board of Directors of the Company ("The Board") by way of circular resolution dated 30th March, 2012, have, on the recommendations and approval of the Remuneration Committee of the Company and subject to the approval of the members of the Company and subject to the approval of the Central Government, if required, re-appointed Mr. Subhash Sharma as Chairman cum Managing Director and CEO of the Company for a period of 5 years with the power to the Board of Directors to alter the remuneration and terms and conditions.

Mr. Subhash Sharma has been associated with the Company for the past around 10 years. Considering his commitment and contribution to the Company, the Board of Directors re-appointed him as Chairman cum Managing Director and CEO of the Company.

Further details about Mr. Subhash Sharma are mentioned in the statement on Details of Directors seeking Appointment /Re-appointment at the Annual General Meeting, which forms part of this notice.

The main terms and conditions including remuneration payable to Mr. Subhash Sharma, CMD & CEO are as under:

#### **A. Tenure of Agreement:**

The appointment of the CMD & CEO is for a period of 5 (Five) years commencing from 1st April, 2012, (hereinafter referred to as the Term).

**B. Nature of Duties:**

The CMD & CEO shall devote his whole time and attention to the business of the Company and shall use his best endeavors to promote the interest and welfare of the Company, take decisions in interest of the company, travel abroad for business purpose, purchase vehicles / motor cars or other assets (including mines), invest in securities etc., appoint / terminate services of any employee of the company, not to hold MD office in any other company except one. He further authorized to carry out such duties as may be entrusted to him by the Board of Directors and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board of Directors in connection with and in the best interest of the business of the Company and the business of any one or more of its associated companies, group companies, divisions, and / or subsidiaries, (present and future) including performing duties as assigned by the Board from time to time, by serving on the Boards of such associated companies / subsidiaries or any other executive body or a committee of such a Company.

**C. Remuneration:**

**REMUNERATION:**

**a) Salary:**

Rs. 5, 25,000 per month with liberty to the Board of Directors to sanction such increase / decrease as it may in its absolute discretion determine from time to time provided that the salary excluding perquisites and Amenities, as mentioned below, does not exceed Rs. 10,00,000 per month during his tenure.

**(b) Perquisites:**

- 1) Housing - Residential Rent-free accommodation, Expenses pertaining to electricity, gas, water, telephone (including mobile phones, internet and any other communication facility) and other utilities will be borne / reimbursed by the Company, Company shall provide free furnished accommodation.
- ii) Medical Expenses - Reimbursement of actual medical expenses incurred in India and /or abroad and including hospitalization, nursing home and surgical charges for himself and his family.
- iii) Provision for use of car with driver for official business / personal use of the car.
- iv) Leave Travel Allowance - Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave travel holiday periods, whenever undertaken, whether in India or abroad.
- v) Club Fees:
- vi) Medical / Personal Accident Insurance - Medical / Personal accident Insurance policy for self and his family.
- vii) Suitable contribution to Provident Fund, Superannuation Fund and Annuity Fund - The Company's Contribution to Provident Fund and Superannuation or Annuity Fund will be as per Company's Rules.
- viii) Gratuity - Gratuity will be payable as per Rules of the Company.
- ix) Bonus as per the rules of the company.
- x) Leave - Entitled for Leave with full pay or encashment of un-availed leave as per the Rules of the Company.
- xi) Other Perquisites - Subject to overall ceiling on remuneration mentioned herein below, the Managing Director may be given any other allowances, benefits and perquisites as the Board of Directors which include any committee thereof may from time to time decide. Further, the Board may discontinue any allowance, benefit and perquisites as it deemed fit.

**Explanation:**

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.



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### (c) Amenities:

- xii) Conveyance Facilities - The Company shall provide suitable conveyance facilities as may be required by the Managing Director.
- xiii) Communication facilities - The Company shall provide telephone, telefax and other communication facilities at the Managing Director's residence.

Overall remuneration - The aggregate of salary, Commission and perquisites in any one financial year shall not exceed the limits prescribed from time to time under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as applicable for the time being in force.

Minimum remuneration - In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the CMD & CEO, the payment of salary, Commission, perquisites and other allowances shall be governed by the limits prescribed under section II of the Part II of Schedule XIII of the Companies Act, 1956 as may for the time being be in force.

### (d) Notice Period - The CMD & CEO may resign from his office by giving to the company six months notice in writing.

The above particulars of the appointment and remuneration of Mr. Subhash Sharma may be treated as an abstract of terms under Section 302 of the Companies Act, 1956.

In compliance with the provisions of Section 269 read with Schedule XIII of the Companies Act, 1956, the terms and conditions of appointment of Mr. Subhash Sharma, as specified above, are being placed before the members for approval. The Board of Directors recommends the special resolution set out at item No. 6 of the accompanying Notice for the approval of the Members.

None of the Directors, except Mr. Subhash Sharma, being the appointee, is, in any way, concerned or interested in the resolution.

Statement pursuant to Schedule XIII of the Companies Act, 1956 to be given for payment of remuneration in excess of the limits specified therein in case of no profits or inadequate profits is as under:

### I. General Information

- (1) Nature of industry: The Company is a scheduled in mining industry.
- (2) Date or expected date of commencement of commercial production: 24th March, 1987.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable. Refer to Sr. No. 2 above.
- (4) Financial performance based on given indicators:

(Rs. In Lakh)

Sr. No.	Particulars	Year ended 31st March	
		2012	2011
1	Sales	5397.04	61117.90
	Other Income	458.52	852.89
	Total Income	5855.56	61970.79
2	Total Expenses	13553.13	61204.10
3	Net Profit / (Loss) before Tax	(7697.57)	766.69

- (5) Export performance and net foreign exchange collaborations: The Foreign exchange earnings and expenditure in foreign currency is NIL for the year ended 31st March, 2012.
- (6) Foreign investments or collaborations, if any: One Share of AED 1,00,000/- in Resurgere International FZE, a wholly owned subsidiary of the Company in UAE.

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### II. Information about the appointee:

- (1) Background details: Mr. Subhash Sharma, 45 years, is bachelor in Science from Mumbai University and completed training programme on Export Import Management conducted by the Bombay Productivity Council. He has more than 20 years wide experience in domestic and international market. He joined the Company in 2002 and currently he is Chairman cum Managing Director and CEO of the Company.
- (2) Past remuneration: The Gross remuneration for last three years is as follows:

(Rs. In Lakh)

2011-12	2010-11	2009-10
86.08	103.81	69.36

- (3) Recognition or awards: Not applicable.
- (4) Job profile and his suitability: In Resurgere Mines & Minerals India Limited, he is responsible for overall business management and activities including the management of business of group companies, subsidiaries companies, divisions etc. With his in-depth knowledge and experience of more than 10 years in mining industry, he is suitable for the position.
- (5) Remuneration proposed: As provided under Item No. 6 of this Explanatory Statement.
- (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):  

The following factors were considered – the remuneration being paid by other mining companies to their managerial personnel, the duties and responsibilities of the appointee, the remuneration being paid to other similarly placed employees in the Company and the ongoing losses in the Company.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any – NIL. Mr. Subhash Sharma, is promoter of the Company.

### III. Other Information:

- (1) Reasons for loss or inadequate profits: The mining industry is passing through turbulent times globally, with India being no exception. It has been adversely affected by factors of rising in cost associated with mining industry.
- (2) Steps taken or proposed to be taken for improvement: The Company has implemented comprehensive cost reduction measures and other improvement programmes in an effort to return to a breakeven / profitable situation as also to improve the cash flows. The principal measures that have been taken are rationalizing personnel costs through reduction in Headcount, re-negotiation of contracts with vendors etc.
- (3) Expected increase in productivity and profits in measurable terms: The Company firmly believes that the various improvement measures and cost control initiatives will bear fruit and enable the Company to be profitable in the long run.

By Order of the Board of Directors

**Rakesh Gupta**  
(Company Secretary)

#### Registered Office:

156, Maker Chamber III, Nariman Point,  
Mumbai – 400 021

Place : Mumbai

Date: August 13, 2012



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### Details of Directors seeking Appointment /Re-appointment at the Annual General Meeting

Particulars / Name of the Director	Mr. Mayur Shah	Mr. Alok Ambastha	Mr. Subhash Sharma
<b>Date of Birth</b>	March 05, 1966	April 18, 1966	August 15, 1967
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of Appointment on Board</b>	January 03, 2012	29th January, 2011	March 15, 2002
<b>Qualifications</b>	Graduate in Science from Bombay University, completed Diploma in Polymer Science (IPI Mumbai Chapter) and done some other courses in Healthcare and Medicine.	Graduate from Bombay University MBA from Allagappa University	Holds bachelor's degree in Science from Mumbai University and completed training programme on Export Import Management conducted by the Bombay Productivity Council.
<b>Expertise in specific functional area</b>	Mr. Shah, aged 45 years, has wide experience in family business, marketing, project management, implementing quality measures etc.	Mr. Ambastha, aged 44 years, has wide experience in Marketing, project work, risk management, policy formation and administration	Mr. Sharma, aged 45 years, has wide experience in both domestic and international markets, strategic Policy formation, risk management and administration, good exposure in mining sector.
<b>Directorships held in other Public Companies (Excluding foreign companies and Section 25 Companies)</b>	NIL	Resurgere Sponge Iron Ltd.	Resurgere Sponge Iron Ltd. Resurgere Ferro Alloys Ltd. Resurgere Industries Ltd.
<b>Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)</b>	NIL	NIL	NIL
<b>Number of Shares held in the Company</b>	NIL	NIL	15094684 of Rs. 10/- each as on 30.6.2012



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### DIRECTORS' REPORT

Dear Shareowners,

Your Directors take great pleasure in presenting their report on the business and operations of the Company along with the 25th Annual Report to the Members with the audited financial statements for the year ended 31st March, 2012.

#### Financial Results

The consolidated performance of the Company for the financial year 2011-12 is summarized below:

(Rs. in Lacs)

Particulars	FY 2011-12	FY 2010-11
Total Income	7,670.57	65,171.68
Profit / (Loss) before Depreciation & Amortization	(1,531.34)	3,331.38
Less: Depreciation	2,274.08	1,928.25
Less: Amortization (Including Goodwill)	3,912.49	2,682.58
Profit / (Loss) before tax	(7,717.91)	(1,279.45)
Less: Provision for taxation	3.31	317.94
Profit / (Loss) after tax	(7,721.21)	(1,597.40)
Less: Prior Period Expense / (Income)	2.69	15.11
Less: Minority Interest	—	(1.80)
Profit available for appropriation	(7,723.91)	(1,610.71)
<b>Appropriations:</b>		
Transfer to General Reserve		
Proposed Dividend		
Tax on Dividend	-	-
Balance Carried forward to Balance Sheet	(7,723.91)	(1,610.71)

#### Review of Performance

In accordance with the requirements of the Listing Agreements, a consolidated Financial Statement of the Company is also included in this Annual Report comprising Warana Minerals Private Ltd. - a 100% subsidiary, Shri Warana Minerals (India) Private Ltd. - with 99.98% proportionate interest, Resurgere International FZE - a 100% non-integral foreign subsidiary and 70% proportionate interest in the jointly controlled entity i.e. Resurgere Coal India LLP which was incorporated only in Jan.,2011, therefore figures to this extent for the previous year is not comparable.

The total net sale has decreased by Rs. 575.01 crore from Rs. 651.72 crore last year to Rs. 76.71 crore this year - a decrease by 88.23%.

#### Dividend:

The Board of Directors has not recommended any dividend on the Equity Shares in view of the performance of the Company for the financial year ended 31st March, 2012. (previous year: NIL per Equity Share).

#### Transfer to reserve

No amount is proposed to be transferred to the General Reserve account.

#### Share Capital (consolidation)

During the year under review, pursuant to the approval of the members, by way of postal ballot notice dated 10th February, 2012, the face value of the equity shares of the Company has been consolidated from Re. 1/- each to Rs. 10/- each. The consolidation is effective from 20th March, 2012. The corporate action with the NSDL, CDSL and stock exchanges was done in June 2012 (the record date was 15th June, 2012 for the same). The Company is in process to distribute the net proceeds of sale of such fractional shares amongst the shareholders in proportion to their entitlement over such fractional shares after payment of all expenses of the sale and other related expenses.

#### Subsidiary Companies

As on March 31, 2012, your company has six subsidiary companies, namely:

1. M/s Warana Minerals Private Limited
2. M/s Shri Warana Minerals (India) Private Limited
3. Resurgere International FZE
4. M/s Resurgere Sponge Iron Limited
5. M/s Resurgere Ferro Alloys Limited
6. M/s Resurgere Industries Limited



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The above companies are wholly owned subsidiaries of the company. M/s Resurgere Sponge Iron Limited and M/s Resurgere Ferro Alloys Limited were incorporated on 1st March, 2011 and the M/s Resurgere Industries Limited was incorporated on 10th March, 2011. The Board of the respective companies (incorporated in March 2011) has decided to have their first financial year to end 31st March, 2012. The accounts of these subsidiaries have been prepared for the financial year ending 31st March, 2012. In addition to the above, your company has one limited liability partnership namely "Resurgere Coal India LLP" with a 70% stake. All the subsidiaries are non-material and non-listed subsidiary companies as defined under Clause 49 of the Listing Agreement (s) entered into with the Stock Exchanges.

In accordance with the general circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. The Company will make available the Annual Accounts of the subsidiary companies and the related detailed information to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company and that of the respective subsidiary companies. The Consolidated Financial Statements presented by the Company also includes the financial results of its subsidiary companies.

There was no material change in the nature of the business of the subsidiaries. As required under the listing agreements with the Stock Exchanges, a consolidated financial statement has been prepared in accordance with the Accounting Standards.

The statement pursuant to Section 212 of the Companies Act, 1956 containing the prescribed details of subsidiaries is attached to this report.

### Consolidated Financial Statements

The Audited Consolidated Accounts and Cash Flow Statement is part of this Annual Report. The Consolidated Accounts have been prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India in this regard and the provisions of the Listing Agreement (s) entered into with the Stock Exchanges.

### Human Resource Development

Company encourages a culture that develops and empowers people, promotes team building and nurtures new ideas. The Company's recruitment practice ensures that suitable candidates with merit are recruited and provided with the right opportunities to grow within the organization.

### Environment and Social Concern

Your Company continues its efforts for the betterment of the environment and conservation of scarce natural resources.

### Depository System

Your Company's equity shares are available for dematerialization through National Securities Depository Limited and Central Depository Services (India) Limited. As of 31st March, 2012, 99.82% of the equity shares of your Company were held in demat form.

### Buy-back of Shares

During the financial year under review, Company has not announced any Buy-back of its shares.

### Corporate Governance Report and Management Discussion and Analysis Statement

A report on Corporate Governance is attached to this Report as also a Management Discussion and Analysis statement. The Chairman and Managing Director's declaration regarding compliance with Company's Code of Conduct for Directors and Senior Management personnel forms part of report on Corporate Governance. The certificate from M/s R. N. Gupta, Practicing Company Secretary on compliance of Corporate Governance norms as stipulated in Clause 49 of the listing agreement with the stock exchanges is included in this annual report.

### Directors

Mr. Mayur Shah was appointed as Additional Director of the Company under Section 260 of the Companies Act, 1956 on 3rd January, 2012. In terms of the provisions of Section 260 of the Companies Act, 1956, Mr. Mayur Shah holds office up to the conclusion of the forthcoming Annual General Meeting (AGM) of the Company and is eligible for appointment. The Company has received notice from a member of the Company pursuant to section 257 of the Companies Act, 1956, proposing his candidature for the office of Director. Mr. Mayur Shah shall be liable to retire by rotation. The Board recommends his appointment as Director.

Mr. Alok Ambashta, Director of the Company retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. The Board recommends his re-appointment at the ensuing Annual General Meeting.

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Company has received a requisition dated 2nd May, 2012, under section 257, along with a deposit of Rs. 500/- from Mr. Shyamsunder S. Jaipuria, resident of Ram Mandir Road, Yavatmal, Maharashtra – 445001, proposing his candidature as director of the company. Mr. Shyamsunder S. Jaipuria, is holding 648 equity shares of Re. 1/- each as on 2nd May, 2012, under demat account no. IN302269 10095249.

As appearing in the said notice, Mr. Jaipuria is an electrical engineer and engaged in the profession of consultancy. Your Directors recommend rejecting his candidature by opposing the resolution.

Mr. Amit Sharma, Whole-time Director, Mr. Ashwin Shanker Iyer and Mr. Nitin Sethi Directors of the Company, resigned as the director with effect from 24th August, 2011, 19th October, 2011 and 5th January, 2012 respectively. The Board places on record their gratitude and appreciation for the contribution of the said directors during their tenure as Director of the company.

### Auditors

M/s. G. L. Mangal & Associates, Chartered Accountants, Mumbai, retires at the conclusion of the forthcoming AGM and is eligible for re-appointment. Members are requested to consider their re-appointment as Statutory Auditors of the Company from the conclusion of this AGM until the conclusion of next AGM of the Company, at a remuneration to be decided by the Board of Directors of the Company in consultation with the Auditors. The Company received confirmation from M/s G. L. Mangal & Associates to the effect that their appointment if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such re-appointment within the meaning of Section 226 of the Companies Act, 1956. The Board recommends their re-appointment.

### Auditor's Report

The Notes forming part of Accounts, which are specifically referred to by the auditors in their report are self-explanatory and therefore, do not call for any further comments.

### Internal Control System

The Company's present Internal Control Systems are commensurate with its size. However, looking at the growth in the size of the Company and its operations it is strengthening these systems further. The Company places great emphasis on the maintenance of effective internal controls, both from the point of view of compliance with statutory requirements as well as supporting the smooth and efficient running of the business.

In an effort to improve the reliability and efficiency of business processes that have an impact on financial reporting, the company embarked on an Internal Control Systems project to standardize and properly document the major processes and associated key controls.

### Directors Responsibility Statement

Pursuant to the requirements under Section 217 (2AA) of the Companies Act, 1956 ("Act"), as amended, with respect to Directors' Responsibility Statement, the Directors hereby confirm that:

- (i) in the preparation of Annual Accounts for the year ended 31st March, 2012, the applicable Accounting Standards read with requirements set out under Schedule VI to the Companies Act, 1956, have been followed and there are no material departures from the same;
- (ii) the Directors have selected such accounting policies in consultation with the statutory auditors 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 as at 31st March, 2012, and of the profit and cash flow of the Company for the year ended 31st March, 2012;
- (iii) the Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) the Directors have prepared the Annual Accounts of the Company for the financial year ended 31st March, 2012 on a going concern basis.

### Pledge of Shares

As on 31st March, 2012, 30500000 equity shares of Re. 1/- each were pledged from the promoter and promoter group holding in the Company.

### Transfer of unpaid/unclaimed amounts to Investor Education Protection Fund (IEPF)

During the year, there were no amounts which remained unpaid / unclaimed for a period of seven years and which were required to be transferred by the company to the Investor Education and Protection Fund established by the Central Government pursuant to Section 205C of the Companies Act, 1956.



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Information relating to outstanding share application money of Initial Public offer of the Company and the dates by which they need to be transferred to IEPF account:

Financial year	Date of allotment	Date on which share application money will become part of IEPF
2008-09	26th August, 2008	25th August, 2015

### Shares in suspense account:

No equity share of the Company was in suspense account as on 31st March, 2012.

### Fixed Deposits

The Company had neither invited nor accepted any public deposits, during the year, under Section 58A of the Companies Act, 1956 and, as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

### Particulars of employees

In terms of the provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended, the names and other particulars of employees are set out in the Annexure to the Directors' Report. However, as per the provisions of Section 219 (1) (b) (iv) of the said Act, the Annual Report is being sent to all the members of the company and other entitled thereto excluding the aforesaid information. Any member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.

### Conservation of Energy, Technology Absorption

The provisions of Section 217(1) (a) of the Companies Act, 1956, read with Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 regarding conservation of energy and technology absorption are not applicable to the Company.

However, the company has put into implementation effective measures to reduce energy consumption by purchasing and using energy efficient equipment. The company endeavors to use modern technology to carry out its operations.

### Foreign Exchange Earnings and Outgo

The company has not made any exports during the year, nevertheless it will always strive for and avail export opportunities based on economic considerations in future.

During the year under review, Company has made following transactions in Foreign Currency.

(Rs. In Lacs)

Particular	2011-12	2010-11
Expenditure in Foreign Currency	NIL	942.17
Earning in Foreign Currency	NIL	129.63

### Acknowledgement

The Directors of the Company take this opportunity to express their grateful sincere appreciation for the cooperation and support received from Company's Shareholders, Vendors, Financial Institutions, Bankers, Government of India, Department of Mines, State Governments, Regulatory Bodies, Customers, society and other business constituents during the year under review. Directors also take on record the appreciation for the contribution, commitment displayed and hard work of every employee of the Company resulting in successful performance during the year under review. The path to further growth is very exciting and your continued patronage would enable us to scale greater heights at a faster pace.

On Behalf of the Board of Directors,

**Mr. Subhash Sharma**  
Chairman & Managing Director

Place: Mumbai

Date: 13th August, 2012

**Management Discussion and Analysis****World Economic Environment**

IMF, in its April 2012 update, has projected a World output growth of 3.5% for 2012 against a growth of 3.9% during 2011. However, projected growth of 3.9% for 2013 indicates a mild recovery. Slight recovery in the major advanced economies, coupled with the solid growth in most emerging and developing economies presents a positive outlook for the Global economy on the whole.

While US economy appears to be on recovery path with a growth of 1.7% in 2011 and projected growth rates of 2% and 2.3% for 2012 and 2013 respectively, the Euro Zone continues to be an area of concern. Its projected growth for 2012 is -0.3% against a growth of 1.5% during 2011. The projection for 2013 is also for a flat growth at 0.7%. In the Euro Zone, Greece which had contracted by 6.9% in 2011, is projected to contract by another 4.7% in 2012, before starting recovery in 2013 along with Portugal and Spain.

Growth in the advanced economies will be slow, projected at 1.4% for 2012 and 1.9% for 2013, primarily because of the ongoing problems in Europe.

As per IMF, the emerging and developing economies would also experience a lower growth of 5.6% into 2012 against a growth of 6.2% in 2011. In developing Asia, China which had grown at 9.2% in 2011 is expected to slow down to 8% in 2012 before recovering to 8.5% in 2013.

Given the overall dampening in economic activity, the trade growth is expected to slow down for both developed as well as developing world.

Risk in 2012 is in the form of continued hardening of oil prices. China and India, which together account for around 80% of the incremental oil demand, would continue to push the demand given the pace of their economic expansion. Further, any geo-political uncertainty could trigger a sharp increase in oil prices.

**Indian Economic Scenario**

The GDP growth of the Indian economy was estimated at 6.5% for the Fiscal 2011-12. Reduction in gross fixed capital formation and slow down in industrial production have been the cause of concern. No change in the growth rate is expected in the coming fiscal, with RBI projecting a growth of 6.5% for 2012-13. The Union Budget has announced a number of measures to boost the investment climate, with special focus on infrastructure and manufacturing sectors. For the Steel Industry, the key measures are in the form of increasing custom duty on flat carbon steel products from the level of 5% to 7.5%. This along with measures to bring back industrial growth should allow for accommodation of additional supply on capacities likely to be commissioned in 2012-13.

The announcements with regard to reduction in customs duty on machinery imports for mining and mineral sector, specially for iron ore beneficiation and pelletisation, will lead to reduction of overall capital cost.

**Forward-looking Statement:**

This report contains “forward-looking statements” – that is, statements related to future, not past, events and may be interpreted as ‘forward looking statements’ within the meaning of applicable laws and regulations. In this context, forward-looking statements often address our expected future business and financial performance, and often contain words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “should” or “will.”

Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the company’s operations include a downtrend in the iron ore, bauxite, steel, pig iron, soapstone, & met coke industry – global or domestic or both, significant changes in political, economic, business, competitive or regulatory environment in India or key markets



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abroad and from numerous other matters of national, regional & global scale including but not limited to natural calamity, tax laws, litigations, Government policies & regulations, fluctuations in interest and/or exchange rates of Indian Rupee, etc.

Any forward-looking information in this report has been prepared on the basis of a number of assumptions, which may prove to be incorrect.

This report should not be relied upon as a recommendation or forecast by Resurgere Mines & Minerals India Limited. The views expressed herein may contain information derived from publicly available sources that have not been independently verified; no representation or warranty is made as to the accuracy, completeness or reliability of this information. We do not undertake to update our forward-looking statements.

### **Global iron ore industry:**

Iron, the fourth most abundant rock and constituting about 5% of the earth's crust, is the world's most commonly used metal. Global iron ore deposits are estimated at 800 billion tonnes, containing more than 230 billion tons of iron. Iron ore is mined in more than 50 countries and the world's largest iron ore producing nations are Russia, Brazil, China, Australia, India and the US.

### **World Steel Scenario**

The Global Steel Industry is going through a rough phase with demand declining and the major steel economies like USA and Europe running into oversupply. The World crude steel production in 2011 stood at 1518 million tonnes, growing at 6.2% over 2010, with China contributing as high as 52% to the incremental production. The growth rate however, was considerably lower as compared to 16% in 2010.

The Global steel demand during 2012 is expected to grow by 3.6% to 1422 Million Tonnes, moderating slightly as compared to a 5.6% growth in 2011. It is expected to grow further by 4.5% to around 1486 million tonnes in 2013, as per WSA forecasts.

Demand in major steel producing nations, viz. Japan and Europe is projected to increase in 2012 as compared to the demand in 2011. In the US, demand is forecast to grow by 5.7% in 2012 and 5.6% in 2013. China's growth in steel demand in 2012 and 2013 is expected to moderate to 4.0% following 6.2% growth in 2011. The continuing slowdown of Chinese steel demand is mainly driven by the Chinese Government's efforts to restructure the economy. However, part of China's projected slower growth is offset by improvement in other emerging markets and the recovery in US.

India is expected to resume its high growth trend after a sluggish performance in 2011. In 2012, India's steel use is forecast to grow by 6.9% to reach 72.5 MT and is projected to grow further by 9.4% in 2013, driven by increased infrastructure investment and higher pace of urbanisation.

WSA forecast suggests that in 2013, the emerging and developing economy will account for 73% of World steel demand.

### **Indian Steel Scenario**

India maintained its ranking as the 4th largest steel producer in the World with a production of 71.3 million tonnes in 2011, registering a growth rate of 4.4% over 2010, as per WSA.

According to JPC estimates, domestic finished steel consumption posted a growth of 6.8% during 2011-12 to 70.92 Million Tonnes. The World Steel Association has projected a growth of 6.9% for steel consumption for India during 2012, which is higher than the growth in steel consumption projected for China (4%). In 2013, the growth rate is forecast to accelerate to 9.4%.

### **Financial performance – operational performance**

With the Indian Economy reeling under the collateral impact of a sovereign debt crisis in Europe and frequent increases in

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domestic interest rates to rein in inflation this Fiscal, the growth rate of real consumption of domestic steel in the current Fiscal also witnessed a slow down as compared to last year.

The summary of financial performance of the Company is presented below:

(Rs. in Lacs)

Particulars	FY 2011-12	FY 2010-11
Total Income	7,670.57	65,171.68
Profit / (Loss) before Depreciation & Amortization	(1,531.34)	3,331.38
Less: Depreciation	2,274.08	1,928.25
Less: Amortization (Including Goodwill)	3,912.49	2,682.58
Profit / (Loss) before tax	(7,717.91)	(1,279.45)
Less: Provision for taxation	3.31	317.94
Profit / (Loss) after tax	(7,721.21)	(1,597.40)

During the year under review, the company's total income is decrease by 88.23% compared to the total income from the last year and company has incurred a loss of Rs. 7721.21 lakh during the year under review.

### Mining overview:

India's GDP growth was catalysed by the mining industry; every rupee invested in the mining industry generated Rs. 2.4 of output (directly or indirectly) in the country's economy. Mining contributed about 2 per cent to the country's GDP (source: Central Statistical Organisation).



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### CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2012

The Securities and Exchange Board of India (SEBI) Regulates corporate governance practices of companies listed on the Indian Stock Exchanges. These regulations are notified under clause 49 of the Listing agreements of all the Stock Exchanges in India. Resurgere Mines & Minerals India Ltd., ("Resurgere" or "the Company") has established systems and procedures to comply with the provisions of Clause 49 of the Listing Agreement. This report is in compliance of Clause 49 of the Listing Agreement entered into with Stock Exchanges.

#### 1. Company's Philosophy on Corporate Governance

Corporate governance helps to serve corporate purposes by providing a framework within which stakeholders can pursue the objectives of the organization most effectively. Corporate governance signifies acceptance by management of the inalienable rights of shareholders as the true owners of the organization and of their own role as trustees on behalf of the shareholders.

By combining ethical values with business acumen, globalization with national interests and core business with emerging business, the company aims to be amongst the largest and most respected global organizations. The company will continue to focus its resources, strengths and strategies to achieve its vision of becoming a truly global leader in mining sector, while upholding the core values of excellence, integrity, responsibility, unity and understanding, which are fundamental to Resurgere.

The company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees, Non-Executive Directors, Executive Director (s) and the Managing Director. A copy of this Code of Conduct is available on the Company's website. The Company's corporate governance philosophy has been further strengthened through Code of Conduct for Prevention of Insider Trading.

The Company is in compliance with the requirements of the guidelines on corporate governance stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges. With the adoption of a Whistle Blower Policy, the company has moved ahead in its pursuit of excellence in corporate governance.

Corporate Social Responsibility (CSR): Social Welfare and Community development is at the core of Resurgere's CSR philosophy and it continues to be a priority in the management agenda.

The majority of our Board, (3 out of 4), consist of independent members. Further, we have Audit, Remuneration and Investor Grievance Committees, which comprise majority of independent directors.

Our corporate governance philosophy is based on the following principles:

- \* Satisfy the spirit of the law and not just the letter of the law. Corporate governance standards should go beyond the law.
- \* Be transparent and maintain a high degree of disclosure levels. When in doubts, disclose.
- \* Make a clear distinction between personal conveniences and corporate resources.
- \* Communicate externally, in a truthful manner, about how the Company is run internally.
- \* Comply with all the applicable laws.
- \* Management is the trustee of the shareholders' capital and not the owners.

Towards this end, all Directors and Senior Management are committed to the Company's Code of Conduct, the compliance to which is periodically reviewed.

#### 2. Board of Directors

The company understands that good and quality governance is a powerful competitive differentiator and critical to economic and social progress. The "Board" being the trustee of the company, responsible for the establishment of cultural, ethical and accountable growth of the Company, is constituted with a high level of integrated, knowledgeable and committed professionals. The Board of the Company is independent in making its decision and also capable and committed to address conflict of interest and impress upon the functionaries of the company to focus on transparency, accountability, probity, integrity, equity and responsibility. The Composition of the Board as on 31st March, 2012 is given



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herein below:

- a) As on 31st March 2012, the Company's Board of Directors consists of four members, including the Executive Chairman. Of the four Directors, three (i.e. 75%) are Non Executive and Independent Directors. The Composition of the Board is in conformity with Clause 49 of the Listing Agreements entered into with the Stock Exchanges and exceeds the percentages prescribed in the said Agreements.
- b) None of the Directors on the Board are a Member of more than ten Committees or Chairman of more than five committees across all the Companies in which they are Directors. Necessary disclosures regarding Committee positions in other public companies as on 31st March 2012 have been made by the Directors.
- c) Dates of the Board meetings in the ensuing year are decided well in advance and communicated to the Directors. Additional Board meetings are held when deemed necessary by the Board.
- d) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other companies are given herein below. Other directorship does not include alternate directorships, directorships of private limited companies, Section 25 companies and of companies incorporated outside India. Chairmanships / Memberships of Board Committees include only Audit and Shareholders / Investors Grievance Committees.

Name of Director	Category	Attendance at the Board meetings	Attendance at the last AGM	Number of Directorships in other public Companies	Number of Committee position held in other public Companies	
					Chairman	Members
Mr. Subhash Sharma (Chairman & Managing Director & CEO)	Promoter, Executive	7	Yes	3	NIL	NIL
Mr. Alok Ambastha	Independent, Non Executive	7	N.A.	1	NIL	NIL
Mr. Ajay Singh Sethi	Independent, Non Executive	7	Yes	2	NIL	2
Mr. Mayur Shah #	Independent, Non Executive	1	N.A.	NIL	NIL	NIL
Mr. Amit Sharma (Whole-time Director) \$	Non Independent, Executive	4	N.A.	N.A.	N.A.	N.A.
Mr. Nitin Sethi \$\$	Independent, Non Executive	4	No	N.A.	N.A.	N.A.
Mr. Ashwin Shanker Iyer *	Independent, Non Executive	4	No	N.A.	N.A.	N.A.

# appointed on 3rd January, 2012, \$ Resigned 24th August, 2011, \$\$ Resigned on 5th January, 2012, \* resigned on 19th October, 2012.

- e) Seven Board Meetings were held during the year and the duration between two meetings did not exceed four months. The dates on which the Board Meetings were held are as follows:  
30th May, 2011, 4th August, 2011, 12th August, 2011, 24th August, 2011, 14th October, 2011, 10th November, 2011 and 10th February, 2012.
- f) None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.
- g) The Company has adopted the Code of Conduct for Executive and Non-Executive Directors, Senior Management Personnel and other executives of the Company. The Company has received confirmations from the all the above regarding compliance of the Code during the year under review. The Code of Conduct is posted on the website of the Company.

### 3. Audit Committee

- (i) The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges read with section 292A of the Companies Act, 1956.



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- (ii) The terms of reference of the Audit Committee are as under:
- a) Oversight of Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
  - b) Recommending to the Board, the appointment, reappointment and if required, the replacement or removal of the statutory auditor (s) and the fixation of audit fees.
  - c) Approval of payment to statutory auditors for other services rendered by the Statutory Auditors.
  - d) Reviewing with management the annual financial statements before submission to the Board for approval, focusing primarily on:
    - \* Matters required to be included in the Directors' Responsibilities Statement to be included in the Board's Report u/s 217 (2AA) of Companies Act, 1956.
    - \* Changes, if any, in accounting policies and practices, with reasons for the same.
    - \* Major accounting entries involving estimates based on the exercise of judgment of management.
    - \* Significant adjustments made in the financial statements arising out of audit findings.
    - \* Compliance with listing and other legal requirement relating to financial statements.
    - \* Disclosure of any related party transactions.
    - \* Qualifications in the draft audit report.
  - e) Reviewing with Management, the quarterly financial statements before submission to Board for approval.
  - f) Reviewing with Management, the statement of uses / application of funds, raised through an issue (public issue, right issue, preferential issue etc.), the statement of funds utilized for purpose other than those stated in the offer document / prospectus / notice and monitoring agency report and making appropriate recommendations to the Board to take up steps in this matter.
  - g) Reviewing, with the Management, performance of Statutory and Internal auditors and adequacy of internal control systems
  - h) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  - i) Discussion with internal auditors any significant findings and follow up there on.
  - j) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspicion of fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
  - k) Discussion with statutory auditor before audit commences, about the nature, and scope of audit as well as post audit discussion to ascertain any area of concern.
  - l) To look into the reasons for substantial defaults in the payments to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
  - m) Reviewing the functioning of Whistle Blower mechanism, in case the same is existing.
  - n) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
  - o) Carrying out any other function as is mentioned in the terms of reference of the Committee.
- (iii) The Audit Committee meetings are usually held at the Registered Office of the Company and are normally attended by the Chief Financial Officer or Head of Finance and/or Accounts department, representatives of the Statutory Auditors and representatives of the Internal Auditors. The Company Secretary acts as the Secretary of the Audit Committee. The Chairman of the audit committee briefs the Board members about significant discussions at Audit Committee meetings. The committee relies on the expertise and knowledge of the management, the internal auditors and the independent statutory auditors in carrying out its oversight responsibilities.

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- (iv) The previous Annual General Meeting of the Company was held on 30th September, 2011 and was attended by Mr. Ajay Singh Sethi, Chairman of the Audit Committee.
- (v) The Composition of the Audit Committee and particulars of meetings attended by the members of the Audit Committee are given below:

Name	Category	Attendance during the year 2011-12
Mr. Ajay Singh Sethi – Chairman	Independent, Non-Executive	5
Mr. Subhash Sharma	Chairman & Managing Director	1
Mr. Alok Ambastha	Independent, Non Executive	3
Mr. Mayur Shah #	Independent, Non Executive	1
Mr. Ashwin Shanker Iyer *	Independent, Non-Executive	2
Mr. Nitin Sethi \$\$	Independent, Non-Executive	2
Mr. Amit Sharma \$	Whole-time Director	2

# appointed on 3rd January, 2012, \$ Resigned 24th August, 2011, \$\$ Resigned on 5th January, 2012, \* resigned on 19th October, 2012.

The Committee comprises of directors, all of whom are financially literate and have relevant finance and/or audit exposure. Mr. Ajay Singh Sethi is the financial expert. The quorum of the committee is two members or one third of its members, whichever is higher.

- (vi) Five Audit Committee Meetings were held during the year. The dates on which the said meetings were held are as follows:

30th May, 2011, 12th August, 2011, 14th October, 2011, 10th November, 2011 and 10th February, 2012.

The necessary quorum was present for all the meetings.

#### 4. Remuneration Committee

- (i) The Company has constituted a Remuneration Committee of Directors. The Broad terms of reference of the Remuneration Committee are as under:
- To approve the remuneration, service agreement, commission/incentive remuneration payable to the Managing Director, Whole-time Director (s).
  - To approve the commission payable to the Non-Executive Directors of the Company.
  - Such other matters as the Board may from time to time request the Remuneration Committee to examine and recommend / approve.
- (ii) As on 31st March, 2012, the Composition of the Remuneration Committee and the details of the meetings attended by the members of the Remuneration Committee are given below:

Name	Category	Attendance during the year 2011-12
Mr. Alok Ambastha – Chairman	Independent, Non-Executive	2
Mr. Ajay Singh Sethi	Independent, Non-Executive	1
Mr. Subhash Sharma	Managing Director	2
Mr. Mayur Shah #	Independent, Non-Executive	2
Mr. Ashwin Shanker Iyer *	Independent, Non-Executive	0
Mr. Nitin Sethi \$\$	Independent, Non-Executive	0
Mr. Amit Sharma \$	Whole-time Director	0

# appointed on 3rd January, 2012, \$ Resigned 24th August, 2011, \$\$ Resigned on 5th January, 2012, \* resigned on 19th October, 2012.



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- (iii) Two Remuneration Committee Meetings were held during the year on 10th February, 2012 and 21st March, 2012.
- (iv) The Chairman of the Remuneration Committee Mr. Alok Ambastha, was present at the last Annual General Meeting of the Company held on 30th September 2011.
- (v) Remuneration Policy:

The Company's remuneration policy is driven by the success and performance of the individual employee and the Company. Through its compensation programme, the Company endeavours to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed pay, benefits and variable pay. The individual performance pay is determined by business performance.

The Company pays remuneration by way of salary, benefits, perquisites, amenities and allowances to its Managing Director and Executive Directors as per the service agreements entered by them and the Company.

During the year, the Company paid Sitting Fees per meeting to its Non-Executive Directors for attending meetings of the Board and meetings of Committees of the Board. The Company pays Directors other than the Managing Director and the Whole-time Director, a sitting fee of Rs. 20,000/- per Board and Committee meeting they attend. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending meetings.

- (vi) Details of the Remuneration for the year ended 31st March 2012:

a) Non-Executive Directors:

Name	Sitting Fees (in Rupees)
Mr. Alok Ambastha	2,80,000
Mr. Ajay Singh Sethi	3,40,000
Mr. Mayur Shah #	1,00,000
Mr. Nitin Sethi \$\$	1,60,000
Mr. Ashwin Shanker Iyer *	1,60,000

# appointed on 3rd January, 2012, \$\$ Resigned on 5th January, 2012, \* resigned on 19th October, 2012.

For the financial year ending 31st March, 2012, no commission has been paid to Non-Executive Directors.

b) Managing Director and Whole-time Directors:

(Rs. in lacs)

Name of Director and period of appointment	Salary	Bonus	Leave Salary	Perquisites	Employer's Contribution to Provident Fund	Total
Mr. Subhash Sharma # Chairman, Managing Director & CEO (w.e.f. 1st April 2007 for a period of 5 years) (reappointed for further 5 years w.e.f. 1st April, 2012)	69.00	—	3.62	7.21	6.24	86.07
Mr. Amit Sharma - Whole-time Director \$ (w.e.f. 23rd June 2009 for a period of 5 years – initial period of 3 years with the power to Board of Company to further extend for 2 years on expiry of 3 years)	8.95	—	0.86	0.17	0.82	10.80

\$ Resigned 24th August, 2011

# considering the ongoing losses in the company and on request of Mr. Sharma, remuneration was reduced in the following manner during the year under review:

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- a) Rent of Rs. 2,25,000/- per month with effect from July 2011.
- b) Remuneration of Rs. 1,00,000/- per month with effect from October 2011.

Further, Mr. Sharma's appointment was made at a time when the company was earning adequate profits. However, the company has incurred losses during the financial year 2011-12. Accordingly, Mr. Subhash Sharma's remuneration was restricted to as per schedule XIII of the Companies Act, 1956. Mr. Subhash Sharma has not physically drawn such reduced remuneration since October 2011 and the same is only credited to his account with intention to pay the same upon improvement in liquidity position of the company. Excess to limit of Schedule XIII of the Companies Act, 1956, is reserved in the financial year 2012-13.

The above figures do not include provisions for gratuity, for the Managing Director and Whole-time Director.

The Company does not have any Employee Stock Option Scheme.

Notice period for Managing Director is six months and for Whole-time Director is three months. Service may be terminated by either party giving the other party six / three months' notice or the Company paying six / three months' salary in lieu thereof.

- (vii) Details of Shares of the Company held by the Directors as on 31st March 2012 are as follows:

Name of the Director	Number of Shares of Re. 1/- each
Mr. Subhash Sharma	15,09,46,844
Mr. Ajay Singh Sethi	3,000

### 5. Shareholders / Investor's Grievance Committee

- (i) The Company has constituted a Shareholders / Investors Grievance Committee of Directors to look into the redressal of complaints of investors such as transfer or credit of shares, non receipts of dividend / notices / annual reports, etc.
- (ii) Four meetings of the Committee were held during the year 2011-12 which are as follows: 30th May, 2011, 12th August, 2011, 10th November, 2011 and 10th February, 2012.
- (iii) Mr. Rakesh Gupta, Company Secretary of the Company is Compliance Officer of the Company.
- (iv) The Composition of the Shareholders / Investors Grievance Committee and the details of the meetings attended by its members are given below:

Name	Category	Attendance during the year 2011-12
Mr. Alok Ambastha – Chairman	Independent, Non-Executive	2
Mr. Ajay Singh Sethi	Independent, Non-Executive	4
Mr. Subhash Sharma	Managing Director	1
Mr. Mayur Shah #	Independent, Non-Executive	1
Mr. Ashwin Shanker Iyer *	Independent, Non-Executive	2
Mr. Nitin Sethi \$\$	Independent, Non-Executive	2
Mr. Amit Sharma \$	Whole-time Director	2

# appointed on 3rd January, 2012, \$ Resigned 24th August, 2011, \$\$ Resigned on 5th January, 2012, \* resigned on 19th October, 2012.

- (v) Name, designation and address of Compliance Officer:

Mr. Rakesh Gupta  
Company Secretary and Compliance Officer  
Resurgere Mines & Minerals India Limited  
156, Maker Chamber – III,  
Nariman Point, Mumbai – 400021  
Email: cosec@resurgere.in  
Tel: 022-66582500  
Fax: 022-66582511



## RESURGERE MINES & MINERALS INDIA LIMITED

(vi) Details of investor Complaints received and redressed during the year:

Opening Balance	Received	Resolved	Closing Balance
0	31	31	0

Pursuant to Section 205C of the Companies Act, 1956, the Company is not required to transfer any amount remaining unclaimed and unpaid for a period of 7 years from the due date to the Investor Education and Protection Fund (IEPF) set up by the Central Government.

### Other Committees

#### (i) Management Committee

A Management Committee was constituted by the Board of Directors on 4th October 2007 to decide on the matters as delegated by the Board. The Powers of this Committee includes allotment of Shares, Transfer of Shares, Corporate Governance Compliances, Bank Accounts opening and closing etc. As on 31st March 2012 the committee comprising Mr. Subhash Sharma (Managing Director), Mr. Alok Ambastha (Independent, Non-Executive) and Mr. Mayur Shah (Independent, Non-Executive). One meeting of the Committee was held during the year on 9th May, 2011.

#### (ii) GDR Committee

A GDR Committee was constituted by the Board of Directors in its meeting held on 28th May, 2010 to decide on the matters relating to the GDR issue of the company. As on 31st March 2012 the committee comprising Mr. Subhash Sharma (Managing Director), Mr. Alok Ambastha (Independent, Non-Executive) and Mr. Mayur Shah (Independent, Non-Executive). No meeting of the Committee was held during the year.

## 7. General Body Meetings

#### (i) Annual General Meetings

Details of the last three Annual General Meetings are given as follows:

Financial year ended	Date and Time	Venue	Special Resolution passed
31st March, 2011	Friday, 30th September, 2011 at 11.30 a.m. Adjourned AGM was held on Tuesday, 8th November, 2011 at 10.00 a.m.	"GMS Banquet Hall" Sitladevi Complex, 1st Floor, D. N. Nagar, Opp. Indian Oil Nagar, on Link Road, Andheri (West), Mumbai – 400 053	NIL
31st March, 2010	Thursday, 30th September, 2010 at 11.30 a.m.	"GMS Banquet Hall" Sitladevi Complex, 1st Floor, D. N. Nagar, Opp. Indian Oil Nagar, on Link Road, Andheri (West), Mumbai – 400 053	- To confirm record date for warrant issue. - Remuneration to Mr. Subhash Sharma, Chairman & Managing Director of the company.
31st March 2009	Wednesday, 30th September 2009 at 11.30 a.m.	"GMS Banquet Hall" Sitladevi Complex, 1st Floor, D. N. Nagar, Opp. Indian Oil Nagar, on Link Road, Andheri (West), Mumbai – 400 053	- Approval of appointment of Mr. P. Bishnoi as Whole-time Director. - Approval of appointment of Mr. Amit Sharma as Whole-time Director. - Payment of Commission to Non Executive Directors. - Alteration of Articles of Association of the Company.

**(ii) Extra Ordinary General Meeting**

No Extraordinary General Meeting of the Members was held during the year under review.

**(iii) Postal Ballot**

During the year, pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the notice of postal ballot along with self addressed pre-paid envelopes, were dispatched to all shareholders. Mr. R. N. Gupta, Practicing Company Secretary had been appointed as scrutinizer for conducting the Postal Ballots voting in a fair and transparent manner. Following are the resolutions as set out in the Postal Ballot Notice.

Date of declaration of Result of Postal Ballot	Brief of Resolution	Special / Ordinary Resolution	Percentage of votes in favour	Percentage of votes against	Percentage of Invalid votes
20.03.2012	Consolidation of equity shares of the Company from Re. 1/- each to Rs. 10/- each	Ordinary	99.60%	0.14%	0.26%
	Alternation of Memorandum of Association	Ordinary	99.64%	0.14%	0.22%
	Appointment of Joint Statutory Auditors of the Company	Ordinary	99.72%	0.06%	0.22%

The result of the Postal Ballot was available at the registered office and displayed on the website of the Company besides being communicated to the Stock Exchanges where the securities of the Company are listed.

The Company has followed the procedure as prescribed under Companies (Passing of the Resolution by Postal Ballot), Rules, 2011.

During the year under review, No special resolution was passed through postal ballot. No further, special resolution is proposed to be conducted through postal ballot.

**8. Disclosures**

**(a) Materially significant related party transactions that may have potential conflict with the interests of company at large.**

During the year 2011-12, there were no materially significant transactions with related parties i.e., directors, management, subsidiaries, or relatives conflicting with the Company's Interest at large. Attention of Members is drawn to the disclosures of transactions with related parties set out in the Notes on Accounts forming part of the Annual Report.

**(b) Details of non-compliance by the company, penalties and strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

The Company has complied with all the requirements of regulatory authorities. No penalties were imposed on the Company by Stock Exchanges, SEBI or any other statutory authority on any matter related to capital market during the last three years.

**(c) Whistle Blower Policy**

With a view to establish a mechanism for protecting the employees reporting unethical behavior, fraud etc., the Board of Directors has adopted a Whistle Blower Policy. During the year 2011-12, no personnel has been denied access to the Audit Committee.

**(d) Code for prevention of Insider – Trading practices**

In compliance with the SEBI regulation on prevention of insider trading, the Company has instituted a comprehensive Code of Conduct for prevention of insider trading, for its Management and staff. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company, and cautioning them of the consequences of violations.



## RESURGERE MINES & MINERALS INDIA LIMITED

**(e) The Company has fulfilled the following non-mandatory requirements as prescribed in Annexure ID to the Clause 49 of the Listing Agreement with the Stock Exchanges:**

- i) The Company has set up a Remuneration Committee details of which have been given earlier in this Report.
- ii) The Company has adopted a Whistle Blower Policy and has established the necessary mechanism for employees to report concerns about unethical behavior. No person has been denied access to the Audit Committee.

**(f) Share Capital Audit**

A qualified practicing Company Secretary carried out share capital audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Share Capital Audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

### 9. Means of Communications

The quarterly, half-yearly and annual results of the Company are regularly submitted to the stock exchanges in accordance with the listing agreement and are generally published in Free Press Journal and Nav Shakti. The results are also displayed on the Company's website at [www.resurgere.in](http://www.resurgere.in).

### 10. General Shareholders Information

**(i) Annual General Meeting**

Date	28th September 2012
Time	10.00 am
Venue	"GMS Banquet Hall" Sitladevi Complex, 1st Floor, D. N. Nagar, Opp. Indian Oil Nagar, on Link Road, Andheri (West), Mumbai – 400 053

As required under Clause 49 (IV)(G)(i) of the Listing Agreement with the Stock Exchanges, particulars of the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting (AGM) are given in the Annexure to the Notice of the AGM to be held on 28th September 2012.

**(ii) Financial Calendar**

Financial Calendar	1st April to 31st March
Annual General Meeting in	28th September 2012
Dividend Payment	No dividend has been recommended.

**(iii) Date of Book Closure / Record Date**

Date of Book Closure / Record Date	As mentioned in the Notice of Annual General Meeting to be held on 28th September, 2012.
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**(iv) Listing on Stock Exchange**

The National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400051	Bombay Stock Exchange Limited Floor 25, P. J. Towers, Dalal Street, Mumbai – 400001
The Luxembourg Stock Exchange, Luxembourg.	

**(v) Stock codes / Symbol**

Bombay Stock Exchange Limited	533017
The National Stock Exchange of India Ltd.	RMMIL
International Securities Identification Number (ISIN)	INE774I01031

The Annual listing fees as applicable have been paid for the financial year 2012-13.



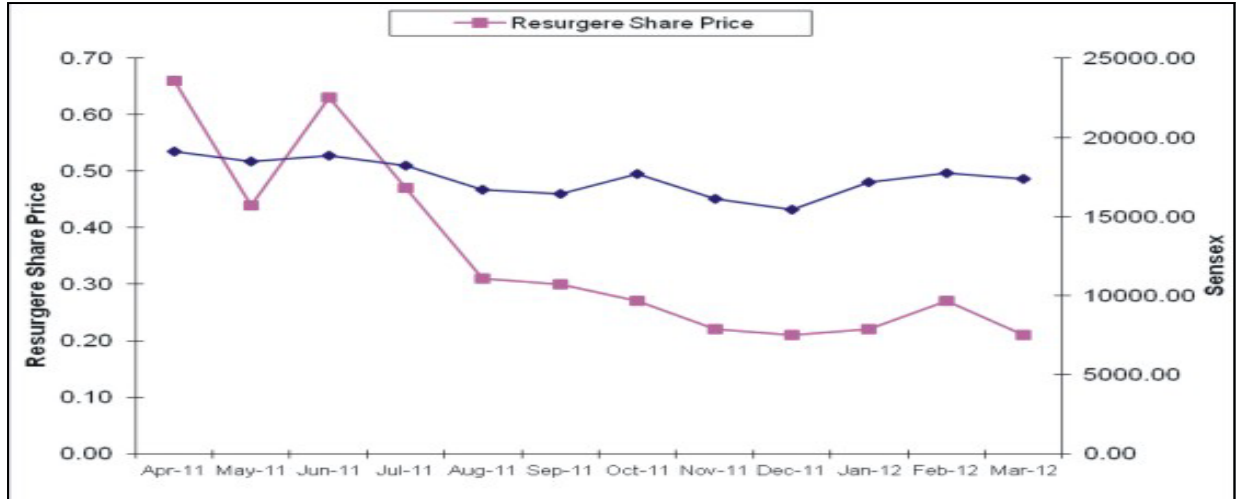
## 25TH ANNUAL REPORT 2011-2012

### (vi) Market Price Data

High, Low (based on the closing prices) and number of shares traded during each month in the financial year 2011-12 on the National Stock Exchange of India Limited and the Bombay Stock Exchange Limited:

Month	National Stock Exchange of India Limited			Bombay Stock Exchange Limited			Total Volume (NSE and BSE) (Nos.)
	High (Rs.)	Low (Rs.)	Total Number of Shares Traded	High (Rs.)	Low (Rs.)	Total Number of Shares Traded	
Apr-11	0.95	0.65	154172106	0.89	0.64	91164852	245336958
May-11	0.70	0.40	110402436	0.68	0.39	95126192	205528628
Jun-11	0.65	0.40	76221081	0.63	0.42	48528796	124749877
Jul-11	0.70	0.40	108623563	0.66	0.44	58383758	167007321
Aug-11	0.50	0.25	133343223	0.49	0.29	62462803	195806026
Sep-11	0.35	0.25	124487961	0.33	0.29	98541064	223029025
Oct-11	0.35	0.20	90125204	0.31	0.23	62464358	152589562
Nov-11	0.35	0.15	89412082	0.32	0.21	30849022	120261104
Dec-11	0.25	0.20	30344302	0.25	0.20	53058538	83402840
Jan-12	0.30	0.20	37311737	0.25	0.21	80475375	117787112
Feb-12	0.35	0.20	55683376	0.32	0.22	84901940	140585316
Mar-12	0.30	0.20	21332497	0.27	0.20	40011669	61344166

### (vii) Performance of the share price of the Company in comparison to the BSE Sensex:



### (viii) Registrar and Transfer Agents:

**Link Intime India Private Limited,**  
 C-13, Pannalal Silk Mill Compound,  
 L B S Marg, Bhandup (west)  
 Mumbai - 400 078  
 Telephone: +91 22 25946970 – 78  
 Fax Number: +91 22 2596 0328/29  
 Email: [rnt.help@linkintime.co.in](mailto:rnt.help@linkintime.co.in)  
 Website: [www.linkintime.co.in](http://www.linkintime.co.in)



## RESURGERE MINES & MINERALS INDIA LIMITED

### (ix) Share Transfer System:

99.82% of the shares of the Company are in electric form as on 31st March 2012. Transfer of these shares is done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form, the transfer documents can be lodged with Registrar and Transfer Agent of the Company at the above given address. All valid requests for dematerialization of shares are processed and confirmation given to the depositories within 21 days.

Transfer of shares in physical form is normally processed within ten to fifteen days from the date of receipt if the documents are complete in all respects. The Management Committee of the Company is empowered to approve transfers.

Pursuant to Clause 47 (c) of the Listing Agreement with the Stock Exchanges on half yearly basis certificates have been issued by a Company Secretary-in-Practice for due compliance of share transfer formalities by the Company. Further, share capital audit is done on a quarterly basis for reconciliation of the share capital of the Company.

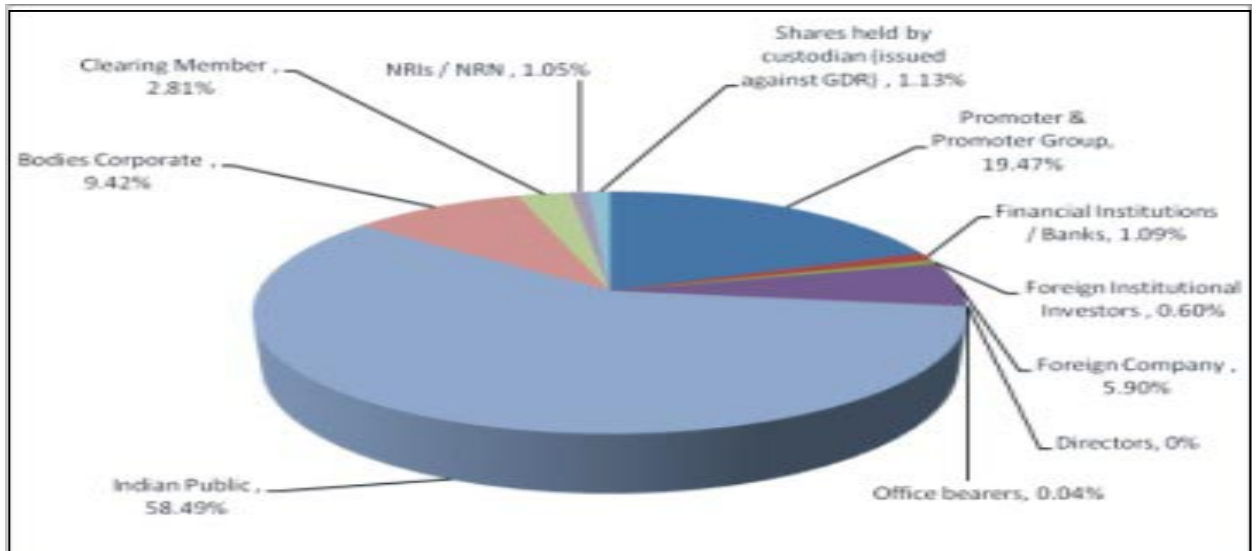
### (x) Shareholding as on 31st March 2012:

#### a) Distribution of equity shareholding as on 31st March 2012:

Number of Shares	Holding	Percentage to Capital	Number of shareholders	Percentage to total accounts
1 – 500	3,743,110	0.19	14,047	14.91
501 – 1000	11,447,056	0.58	12,989	13.79
1001 – 2000	21,172,105	1.06	12,880	13.67
2001 – 3000	32,781,979	1.65	11,568	12.28
3001 – 4000	13,050,047	0.66	3,517	3.73
4001 – 5000	28,534,629	1.43	5,908	6.27
5001 – 10000	109,389,036	5.50	14,118	14.98
10001 – above	1,768,628,478	88.93	19,197	20.37
<b>Grand Total</b>	<b>1,988,746,440</b>	<b>100.00</b>	<b>94,224</b>	<b>100.00</b>

#### b) Categories of Equity Shareholders as on 31st March 2012:

Category	Shareholders (Nos.)	Number of Shares of Re. 1/- each	Percentage
Promoter & Promoter Group	14	387,182,346	19.47
Public Shareholding			
Financial Institutions / Banks	1	21,800,000	1.09
Foreign Institutional Investors	2	11,863,140	0.60
Foreign Company	2	117,300,000	5.90
Directors	1	3,000	0.00
Office bearers	15	758,150	0.04
Indian Public	92772	1,163,390,794	58.49
Bodies Corporate	798	187,295,709	9.42
Clearing Member	211	55,801,734	2.81
NRIs / NRN	407	20,877,127	1.05
Shares held by custodian (issued against GDR)	1	22,474,440	1.13
<b>Grand Total</b>	<b>94224</b>	<b>1,988,746,440</b>	<b>100.00</b>



**(xi) Dematerialization of Shares and liquidity:**

The Company's shares are available for trading on both the depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity Shares of the Company representing 99.82% of the Company's share capital are dematerialized as on 31st March 2012.

The Company's Shares are regularly traded on the National Stock Exchange of India Limited and the Bombay Stock Exchange Limited, in electronic form.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE774I01031.

**(xii) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:**

As on 31st March 2012, the Company have 124858 outstanding GDRs representing 22474440 equity shares of Re. 1/- each of the company.

There are no outstanding ADRs or any warrants or any other convertible instruments as on 31st March, 2012.

**(xiii) Mine Locations:**

- (a) Iron Ore Mines:
  - \* Satarda Mine, Maharashtra #
- (b) Bauxite Mines:
  - \* Yelwan Jugai, Maharashtra #
  - \* Mahalmiriya, Maharashtra \$
- (c) Soapstone Mine:
  - \* Dhelana, Rajasthan

# Approval (s) yet to receive by the company.  
\$ The Company yet to start the mining activities.

**(xiv) Address for correspondence:**

**Resurgere Mines & Minerals India Limited**  
 156, Maker Chamber – III,  
 Nariman Point, Mumbai – 400021  
 Telephone: 022 66582500  
 Fax: 022 66582511  
 Designated E-mail address for investor Services: cosec@resurgere.in  
 Website: www.resurgere.in



## RESURGERE MINES & MINERALS INDIA LIMITED

### Declaration by Managing Director

I, Subhash Sharma, Chairman & Managing Director and CEO of Resurgere Mines & Minerals India Limited, hereby confirm pursuant to Clause 49 (1) (D) of the listing agreement that:

The Board of Directors of Resurgere Mines & Minerals India Limited has laid down a code of conduct for all Board members and senior management of the Company. The said code of conduct has also been posted on the Company's website viz. [www.resurgere.in](http://www.resurgere.in). All the Board members and senior management personnel have affirmed their compliance with the said code of conduct for the year ended 31st March, 2012.

**Subhash Sharma**  
*Chairman & Managing Director*

Place: Mumbai  
Date: August, 13, 2012

### Auditors' Certificate on Corporate Governance

To,  
The Members,  
Resurgere Mines & Minerals India Limited.  
Mumbai

We have examined the compliance of conditions of Corporate Governance by Resurgere Mines & Minerals India Limited, for the year ended 31st March 2012, as stipulated in clause 49 of the Listing Agreement with stock exchanges as applicable to the said Company.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that no investor grievance (s) are pending for a period exceeding one month against the company as per the records maintained by the Secretarial Department and the Registrar & Share Transfer Agent of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For R. N. GUPTA & CO.**  
*Practicing Company Secretaries*

**(R. N. GUPTA)**  
*Proprietor*  
COP No. 3131

Place: Mumbai  
Dated: 10th August, 2012

**Auditor's Report**

To,  
The Members,  
**Resurgere Mines & Minerals India Limited.**

1. We have audited the attached Balance Sheet of M/S Resurgere Mines & Minerals India Limited as at 31st March, 2012, statement of Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosure in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
4. 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 purpose of our audit.
  - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act.
  - e) On the basis of written representations received from the directors, as on March 31, 2012 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2012 from being appointed as a director in terms of clause (g) of subsection (1) of Section 274 of the Act.
  - f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give, in the prescribed manner, the information required by the Act, 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 March 31, 2012;
    - (ii) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
    - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**For G L Mangal & Associates**

*Chartered Accountants*

Firm Registration No: 131017W

**CA. Girdhari Lal Mangal**

*Proprietor*

Membership No. 076305

Place: Mumbai

Date: 30th May, 2012



## RESURGERE MINES & MINERALS INDIA LIMITED

### Annexure to the Auditors Report

Annexure referred to in Paragraph 3 of Auditors Report to the members of M/S Resurgere Mines & Minerals India Limited for the year ended 31st March 2012.

As required by the Companies (Auditors Report) Order, 2003 and amendments thereto and according to the information and explanation given to us during the course of the audit and on the basis of such checks of the books and records as were considered appropriate we report that:

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
  - c) The Company has not disposed off any substantial part of its fixed assets during the year.
- (ii) a) As explained to us, management has conducted physical verification of inventories during the year at reasonable intervals.
  - b) The procedures of physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c) The Company has maintained proper records of inventories and discrepancies noticed on physical verification of inventories as compared to book records were not material.
- (iii) a) The Company has neither granted nor taken any loans, Secured or Unsecured, to companies, firms, or other parties covered in the register maintained under Section 301 of the Companies Act 1956. Therefore, the provisions of clause 4(iii) [(b), (c), and (d)/ (f) and (g)] of the said order is not applicable.
- (iv) In our opinion and according to the information and explanation given to us, there is adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of fixed assets and inventory and for the sale of services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) a) Based on the audit procedures performed by us, we are of the opinion that 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.
  - b) The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion and as per the information and explanation given to us, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) We are informed by the management that the Central Government has not prescribed for maintenance of Cost Records under section 209(1) (d) of the Companies Act, 1956 for the products of the company.
- (ix) a) According to the records of the Company, the undisputed statutory dues including Provident Fund, Sales Tax, Wealth Tax, Services Tax, Customs Duty, Excise Duty, and Cess except Income tax have generally not been regularly deposited with the appropriate authorities. According to the information and explanations given to us, there are no undisputed amount payable in respect of such statutory dues, except Income Tax for Assessment Year 08-09 Rs.131.73 Lacs, for Assessment year 09-10 Rs.1,308.70 Lacs, for Assessment year 10-11 Rs.852.06 Lacs, for the Assessment Year 11-12 Rs.41.66 Lacs (as per ITR or Assessment order), Tds on Salary Rs.6.78 Lacs, Service Tax Rs.5.31 Lacs and Provident Fund Rs.6.71 Lacs which have remained outstanding as at 31st March, 2012 for the period more than six months from the date they became payable.
  - b) According to the information and explanations given to us, the Company has no dues of Income Tax, Sales Tax, Wealth Tax, Services Tax, Custom Duty, Excise Duty and Cess which have not been deposited on account of disputes with the related authorities.

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- (x) The Company has no accumulated losses at the end of the financial year, whereas, company has incurred cash losses of Rs.1511.50 Lacs in the current financial year.
- (xi) In our opinion and according to the information and explanation given to us the Company has defaulted in repayment of its dues to banks and financial institutions are as follows:

Sr. No.	Name of Institution Term Loan from	Default in Repayment of		For the month	Date of Payment
		Principal Amount	Interest Amount		
1	Union Bank of India	Rs.619.48 Lacs	Rs.112.86 Lacs	From May,2011 to March, 2012	Not Yet Paid
2	Working Capital Loan from State Bank of India, Union Bank of India, Bank of India, Indusland Bank and Barclays Bank	Rs.10,239.37 Lacs	Rs.1,809.45 Lacs	From Jan, 2011 to March, 2012	Not Yet Paid

- (xii) The Company has not granted any loans or advances on the basis of security by way of pledge of Shares, Debentures or Other Securities.
- (xiii) The provisions of any Special Statute application to Chit Fund, Nidhi or Mutual Benefit Fund/ Societies are not application to the company.
- (xiv) According to the information and explanation given to us the company is not dealing or trading in shares, securities, debentures or other investments.
- (xv) The Company has not given any guarantees for loans taken by others from banks and financial institutions.
- (xvi) The Company has not taken any term loans during the year hence clause (xvi) of the said order is not applicable.
- (xvii) On an overall examination of the balance sheet of the company, we report that no funds raised on Short – term basis have been used for Long – term investment.
- (xviii) The Company has not made any preferential allotment of Equity Shares during the year to parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- (xix) The Company has not issued any debentures during the year.
- (xx) On the Basis of our examination and according to the information and explanation given to us, no fraud, on or by the company, has been noticed or reported during the year.

**For G L Mangal & Associates**

*Chartered Accountants*

Firm Registration No.: 131017W

**CA Girdhari Lal Mangal**

*Proprietor*

Membership No. 076305

Place: Mumbai

Date: 30th May, 2012



# RESURGERE MINES & MINERALS INDIA LIMITED

## Balance Sheet as on 31st March 2012

(Rs. In Lacs)

Particulars	Note No.	As on 31st March 2012	As on 31st March 2011
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	3	19,887.46	19,887.46
(b) Reserves and Surplus	4	44,737.37	50,953.55
		<u>64,624.83</u>	<u>70,841.01</u>
<b>Non-Current Liabilities</b>			
(a) Long-Term Borrowings	5	826.24	1,120.27
(b) Deferred Tax Liabilities (Net)	6	1,138.79	1,138.79
(c) Long-Term Provisions	7	25.84	25.28
		<u>1,990.87</u>	<u>2,284.34</u>
<b>Current Liabilities</b>			
(a) Short-Term Borrowings	8	11,415.79	11,089.18
(b) Trade Payables	9	15,701.94	11,737.52
(c) Other Current Liabilities	10	3,061.99	2,064.20
(d) Short-Term Provisions	7	2,172.37	2,178.12
		<u>32,352.09</u>	<u>27,069.03</u>
	<b>TOTAL</b>	<b><u>98,967.79</u></b>	<b><u>100,194.38</u></b>
<b>II. ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Fixed Assets			
i) Tangible Assets	11	17,610.13	19,888.92
ii) Capital Work-In-Progress	11	16,057.21	16,057.21
(b) Non-Current Investments	12	2,265.38	1,965.93
(c) Other Non-Current Assets	13	5,723.49	8,652.06
		<u>41,656.21</u>	<u>46,564.12</u>
<b>Current Assets</b>			
(a) Current Investments	-	-	-
(b) Inventories	14	2,784.75	3,102.06
(c) Trade Receivables	15	32,467.39	30,211.19
(d) Cash and Bank Balances	16	22.39	427.84
(e) Other Current Assets	17	22,037.05	19,889.17
		<u>57,311.58</u>	<u>53,630.26</u>
	<b>TOTAL</b>	<b><u>98,967.79</u></b>	<b><u>100,194.38</u></b>

Significant Accounting Policies and Notes to Financial Statements 1 to 42

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

**For G.L. Mangal & Associates**  
Chartered Accountants  
Firm Registration No. 131017W

**Girdhari Lal Mangal**  
Proprietor  
Membership No. 076305  
Place: Mumbai  
Date : 30th May, 2012

For and on behalf of Board of Directors

*Managing Director*      *Director*

*Company Secretary*

Place: Mumbai  
Date : 30th May, 2012



## 25TH ANNUAL REPORT 2011-2012

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

(Rs. In Lacs)

Particulars	Note No.	For the year ended 31st March 2012	For the year ended 31st March 2011
<b>I. INCOME</b>			
(a) Revenue from operations	18	5,397.04	61,117.90
(b) Other income	19	458.53	852.89
	<b>Total</b>	<b>5,855.57</b>	<b>61,970.79</b>
<b>II. Expenses</b>			
(a) Purchases and Direct Expenses	20	4,568.05	53,676.78
(b) (Increase)/Decrease in Inventories	21	313.30	795.09
(c) Employee benefits expense	22	238.32	318.64
(d) Finance Cost	23	1,759.75	1,776.44
(e) Depreciation and Amortization expense	11	6,186.07	2,610.83
(f) Other expenses	24	487.63	2,026.33
	<b>Total</b>	<b>13,553.12</b>	<b>61,204.11</b>
<b>III. Profit before tax</b>		(7,697.55)	766.68
<b>IV. Tax expense:</b>			
(a) Current tax		-	158.00
(b) Deferred tax		-	153.19
(c) Tax of Earlier Years		-	1.35
<b>V. Net Profit after Tax</b>		(7,697.55)	454.14
Prior Period Item		2.69	15.11
<b>VI. Surplus carried forward to Balance Sheet</b>		(7,700.24)	439.03
<b>VII. Earnings per Equity Share:</b>			
(a) Basic (In Rs. )		(0.39)	0.03
(b) Diluted (In Rs.)		(0.39)	0.03

Significant Accounting Policies and Notes to Financial Statements 1 to 42

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

**For G.L. Mangal & Associates**  
Chartered Accountants  
Firm Registration No. 131017W

**Girdhari Lal Mangal**  
*Proprietor*  
Membership No. 076305  
Place: Mumbai  
Date : 30th May, 2012

For and on behalf of Board of Directors

*Managing Director*      *Director*

*Company Secretary*  
Place: Mumbai  
Date : 30th May, 2012



## RESURGERE MINES & MINERALS INDIA LIMITED

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

(Rs. In Lacs)

Particular	For the year ended 31st March 2012	For the year ended 31st March 2011
<b>A) Cash Flow from Operating Activities</b>		
Net Profit Before Tax and Extraordinary Items	(7,697.55)	766.68
Adjustment for:		
Depreciation & Amortization	6,186.07	2,610.83
Dividends	(1.12)	(0.39)
Interest Income	(193.15)	(574.44)
Interest Expenses	1,741.02	1,706.38
Mine Development Activities	(983.92)	(8,437.98)
Loss on sale of Fixed Assets	0.78	9.62
(Profit)/Loss due to change in value of Investment	3.53	-
(Profit)/Loss on sale of Investment	-	-
Direct Taxes Paid	(37.67)	(148.38)
Operating Profit before Extraordinary Items	(982.01)	(4,067.68)
Prior Period Items	(2.69)	(15.11)
Operating Profit before Working Capital Change	(984.70)	(4,082.79)
Adjustment for:		
Trade and Other Receivables	(2,256.20)	(14,308.80)
Inventories	317.31	884.11
Trade and Other Payables	4,994.68	11,577.00
Other Current Assets	(665.70)	(5,475.93)
<b>Net Cash used in Operating Activities</b>	<b>(Total A)</b> <b>1,405.39</b>	<b>(11,406.39)</b>
<b>B) Cash Flow from Investing Activities</b>		
Purchases of Fixed Assets	(1.33)	(3,668.22)
Capital Work in Progress	-	(14,423.16)
Sale of Fixed Assets	5.78	8.89
Interest Income	193.15	574.44
Dividends	1.12	0.39
Sale of Investments	-	-
Purchase of Investments	(301.13)	(45.51)
<b>Net Cash used in Investing Activities</b>	<b>(Total B)</b> <b>(102.41)</b>	<b>(17,553.17)</b>

## 25TH ANNUAL REPORT 2011-2012

(Rs. In Lacs)

Particular	For the year ended 31st March 2012	For the year ended 31st March 2011
<b>C) Cash Flow from Financing Activities</b>		
Proceeds from Long-Term Borrowings (Net of Repayment)	(294.03)	(2,477.19)
Proceeds from Short-Term Borrowings (Net of Repayment)	326.61	2,462.69
Interest Paid	(1,741.02)	(1,706.38)
Share Capital	-	3,775.00
Share Warrant Money	-	(2,122.50)
Securities Premium Received	-	29,256.18
Share Issue Expenses	-	(1,142.22)
<b>Net Cash from Financing Activities (Total C)</b>	<b>(1,708.44)</b>	<b>28,045.58</b>
<b>Net Increase in Cash &amp; Cash Equivalents (Total A+B+C)</b>	<b>(405.46)</b>	<b>(913.98)</b>
Cash & Cash Equivalents (Opening Balance)	427.85	1,341.83
Cash & Cash Equivalents (Closing Balance)	22.39	427.85

**Note:**

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standards - 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.
- Previous year have been regrouped, reclassified and/or rearranges wherever necessary to compare with figure for the year.
- Cash and Cash Equivalents at the end of the period/ year consists of Cash in Hand and Balances with Banks and are net of Short Terms Loans and Advances from Banks as follows

Particulars	For the year ended 31st March 2012	For the year ended 31st March 2011
Cash in Hand	16.17	40.88
Balances with Banks	6.22	386.97
	<u>22.39</u>	<u>427.85</u>

The schedules referred to above and notes to accounts form an integral part of the financial statements.

As per our Report of even date attached

**For G.L. Mangal & Associates**  
Chartered Accountants  
Firm Registration No. 131017W

For and on behalf of the Board of Directors

*Managing Director*                      *Director*

**Girdhari Lal Mangal**  
*Proprieter*  
Membership No. 076305  
Place: Mumbai  
Date : 30th May, 2012

*Company Secretary*  
Place: Mumbai  
Date : 30th May, 2012



## RESURGERE MINES & MINERALS INDIA LIMITED

### Notes to Financial Statement for the year ended 31st March, 2012

#### 1. Company Overview

Resurgere Mines & Minerals India Limited is a Public Limited Company engaged in the business of extraction, processing & sale of Ore and exploration & development of mining assets. Presently the Company is enjoying long term raising and purchasing rights for Bauxite Mine in the State of Maharashtra and mining rights for Soapstone in the State of Rajasthan.

The Company has also 99.98 % equity holding in Shri Warana Minerals (India) Pvt. Ltd. having another bauxite mine in the State of Maharashtra through its wholly owned subsidiary i.e. Warana Minerals Private Limited.

#### 2. Summary of Significant Accounting Policies

##### 2.1 Basis of Preparation of Financial Statements

a) The financial statements have been prepared in compliance with the mandatory Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and Generally Accepted Accounting Principles applicable in India (GAAP). Accounting policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires changes in the accounting policy hitherto in use.

b) The financial statements have been prepared under historical cost convention on an accrual basis.

##### 2.2 Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known /materialized.

##### 2.3 Revenue Recognition

Revenue from sale of goods is recognized when significant risks and rewards of ownership are transferred to the customers exclusive of Sales Tax and Duties. Sales are net of trade discounts and sales tax.

Interest and Rental Income is recognized on time proportion basis taking in to account the amount outstanding and rate applicable.

##### 2.4 Fixed Assets

Fixed Assets are stated at cost (net of Cenvat Credit) of acquisition/construction and includes amounts added on revaluation, less accumulated depreciation and impairment loss. Cost includes direct expenses as well as clearly identifiable indirect expenses incurred to bring the assets to their working condition for its intended use.

Expenditure During Project Implementation Period:

All expenditure, including advances given during the project implementation period, is accumulated and disclosed as capital work-in-progress until the assets are ready for commercial use.

##### 2.5 Intangible Assets

Intangible Assets are stated at cost of acquisition less accumulated amortization.

##### 2.6 Depreciation and Amortisation

Depreciation on Fixed Assets (other than, wagons and screening & crushing machinery) is provided on 'Straight Line Method' in the manner and at the rates specified in Schedule XIV of the Companies Act, 1956. However, Machinery spares which can be used only in connection with an item of Fixed Assets and whose use is expected to be irregular are depreciated over its useful life. Also individual capital items of upto a value of Rs.5,000/- added during the year has been fully depreciated. Depreciation on railway wagons has been provided at the rate of 10% per annum on straight line method commensurate to its ownership tenure as provided in the WIS agreement with the Indian Railways. The earlier estimates of useful life for screening and crushing machineries have undergone a change to 10 years, from the date of purchase, taking into account, inflation and obsolescence, necessitating reduced useful life.

**2.7 Impairment of Assets**

The Company assesses fixed assets at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the assets belongs, is less than the carrying amount, carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

**2.8 Inventories**

Inventories are valued at weighted average cost or net realizable value, whichever is lower.

**2.9 Foreign Currency Transactions**

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing at the time of the transaction.

Monetary items denominated in foreign currencies at the period-end are translated at closing rates. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of transaction and investment in foreign companies are recorded at the exchange rates prevailing on the date of making the investments. Contingent Liabilities are translated at closing rate.

Exchange differences arising on the settlement of monetary items or on restatement of monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

**2.10 Segment**

In accordance with the requirements of Accounting Standard 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the Company's business constitutes only one reportable business segment being Mining & Trading of Ore and hence no separate disclosure to attributable Revenues, Profits, Assets, Liabilities, and Capital Employed are given.

**2.11 Retirement Benefits****a) Defined Contribution Plan**

Contribution to defined contribution plans are recognized as expense in the Profit and Loss Account, as they are incurred.

**b) Defined Benefit Plan**

Company's liabilities towards gratuity are determined using the projected unit credit method based on actuarial valuation as at Balance Sheet date. Actuarial gains / losses are recognized immediately in the Profit and Loss Account. Long term compensated absences are provided for based on Actuarial valuation.

**2.12 Miscellaneous Expenditure :****Initial Mine Development Expenses:**

In open pit mining operations, removal of initial overburden and other barren waste materials are necessary for economical extraction of ore. The process of mining overburden and waste materials is referred to as stripping. The management has decided to amortise such expense in 60 months from the date of incurrance of the expenditure at Maharajpur Mines.

Expenses on initial development at "Tatiba Mines" continue being amortized over a period of 5 years from the month in which the expenditure is incurred as estimated by the management.

**Subsequent Mine Development Expense:**

During the financial year the Company during the course of excavation activity at the Nuagaon mine situated in the State of Orissa has found soft ore (blue dust) in the said mine. Soft Ore has significantly lesser economic value and the company after considering all commercial implications has decided to discontinue excavation activity on the said site within the mine.



## RESURGERE MINES & MINERALS INDIA LIMITED

The company has already started development of an alternate site immediately adjacent to its existing mine site. The management has decided to amortise the expense in 18 months from the date of incurrance of the expenditure.

### 2.13 Investments

Long-term investments are stated at cost. Provision for diminution in the value of long-term investments is made if such decline is other than temporary in nature.

Current investments are carried at cost or fair value whichever is less.

### 2.14 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### 2.15 Income Tax

Tax expense comprises of current tax and deferred tax. Current tax and deferred tax are accounted for in accordance with Accounting Standard 22 on "Accounting for Taxes on Income", issued by the Institute of Chartered Accountants of India ("ICAI").

Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income taxes reflect the impact of the current period timing differences between taxable incomes and accounting income for the period and reversal of timing differences of earlier years / period. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available except that deferred tax assets arising on account of unabsorbed depreciation and losses are recognized if there is virtual certainty that sufficient future taxable income will be available to realize the same.

### 2.16 Provision

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

### 2.17 Contingent Liabilities

Contingent Liabilities, if any, are disclosed in the Notes to Accounts. Provision is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end till the approval of the accounts by the Board of Directors and which have material effect on the position stated in the Balance Sheet.

### 2.18 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

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

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**3. Share Capital**

(Rs. In Lacs)

Particulars	As at 31 March 2012		As at 31 March 2011	
	Number	Amount	Number	Amount
<b>Authorised</b>				
Equity Shares of Rs 1/- each	7500000000	75,000.00	7500000000	75,000.00
<b>Issued, Subscribed &amp; Paid up</b>				
Equity Shares of Rs 1/- each fully paid up	1988746440	19,887.46	1988746440	19,887.46
<b>Total</b>	<b>1988746440</b>	<b>19,887.46</b>	<b>1988746440</b>	<b>19,887.46</b>

**a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

(Rs. In Lacs)

Particulars	As at 31 March 2012		As at 31 March 2011	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	1988746440	19,887.46	285415500	2,854.16
Shares issued during the year	-	-	1703330940	17,033.31
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	1988746440	19,887.46	1988746440	19,887.46

**b) Details of shareholders holding more than 5 % shares in the company**

Name of Shareholder	As at 31 March 2012		As at 31 March 2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Subhash Sharma	150946844	7.59%	200869390	10.10%
M/s. Runwell Steel Pvt. Ltd.	-	-	132925000	6.68%
The Bank Of New York Mellon	-	-	266374440	13.39%

**c) Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five year immediately preeding the reporting date**

Particulars	Year (Aggregate No. of Shares)				
	2011-12	2010-11	2009-10	2008-09	2007-08
<b>Equity Shares :</b>					
Fully paid up pursuant to contract(s) without payment being received in cash	NIL	NIL	NIL	NIL	NIL
Fully paid up by way of bonus shares	NIL	1325830960	NIL	NIL	NIL
Shares bought back	NIL	NIL	NIL	NIL	NIL



## RESURGERE MINES & MINERALS INDIA LIMITED

### 4. Reserves and Surplus

(Rs. In Lacs)

Particulars	As at 31 March 2012	As at 31 March 2011
<b>a. Foreign Exchange Fluctuation Reserve</b>		
Balance as per last financial statements	(106.56)	-
Profit / (loss) on Exchange Fluctuation during the year	1,484.06	(106.56)
Closing Balance	1,377.50	(106.56)
<b>b) Securities Premium Account</b>		
Balance as per last financial statements	36,139.71	21,284.06
Add : Securities premium credited on Share issue	-	29,256.18
Less : Premium Utilised for Issuing Bonus Shares	-	14,400.53
Closing Balance	36,139.71	36,139.71
<b>c) Surplus</b>		
Balance as per last financial statements	14,920.39	14,481.36
Add: Net Profit / (Loss) for the current year	(7,700.24)	439.03
Less: Proposed Dividends (including Dividend Tax)	-	-
Closing Balance	7,220.15	14,920.39
<b>Total</b>	<b>44,737.37</b>	<b>50,953.55</b>

### 5. Long-Term Borrowings

(Rs. In Lacs)

Particulars	Non-Current		Current Maturities	
	As at 31 March 2012	As at 31 March 2011	As at 31 March 2012	As at 31 March 2011
Secured Loan				
a) Term loans*				
from banks	826.24	1,120.27	-	-
Total	826.24	1,120.27	-	-

- \* Term loan taken from Union Bank of India for acquisition of Plant & Machinery and Equipments for Maharajpur mines at Orissa. Repayment of Instalment was not made from May-2011 and interest payment on the same payment was not made from Jun-2011
- \* Due to non payment of instalment as well as interest, Union Bank of India has declared same term loan as NPA.
- \* Term loan is secured by exclusive charge on the underlying plant & machineries. Collateral security by way of pledge of shares of the company owned by the director/s and lien on fixed deposit. The loan is further secured by personal guarantee of one of the director.
- \* Installment overdue - Rs.619.48 Lacs (from May-2011 to Mar-2012) and Interest overdue - Rs.112.86 Lacs (from Jun-2011 to Mar-2012)



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### 6. Deferred Tax Liability

(Rs. In Lacs)

Particulars	As at 31 March 2012	As at 31 March 2011	Charge for the Year
WDV of FA	1,272.22	1,272.22	-
Gratuity	(8.20)	(8.20)	-
Pre-Operative / Preliminary Expenses	(4.09)	(4.09)	-
Loss for FY 10-11	(2,505.85)	(2,505.85)	-
Mine Development Charges	2,807.16	2,807.16	-
Difference of MAT & Normal Tax	(422.46)	(422.46)	-
<b>Total</b>	<b>1,138.79</b>	<b>1,138.79</b>	-

### 7. Provisions

(Rs. In Lacs)

Particulars	Long Term		Short Term	
	As at 31 March 2012	As at 31 March 2011	As at 31 March 2012	As at 31 March 2011
a) Provision for employee benefits				
Salary Payable	-	-	29.46	12.37
Contribution to PF, ESIC, LWF & PT	-	-	17.53	2.71
Gratuity (unfunded)	25.84	25.28	-	-
	25.84	25.28	46.99	15.08
b) Others				
Provision for Tax	-	-	2,125.38	2,163.05
	-	-	2,125.38	2,163.05
<b>Total</b>	<b>25.84</b>	<b>25.28</b>	<b>2,172.37</b>	<b>2,178.12</b>

### 8. Short-Term Borrowings

(Rs. In Lacs)

Particulars	As at 31 March 2012	As at 31 March 2011
Secured		
Cash Credits from Scheduled banks*	11,127.51	10,839.18
	11,127.51	10,839.18
Unsecured Loan		
from Directors	34.69	-
from Associates Companies	253.59	36.75
from Others	-	213.25
	288.28	250.00
<b>Total</b>	<b>11,415.79</b>	<b>11,089.18</b>



## RESURGERE MINES & MINERALS INDIA LIMITED

- \* Cash Credit / Short Term Loan taken from Bank of India, State Bank of India, Union Bank of India, IndusInd Bank and Barclays Bank for working capital requirement. Repayment of Instalment was not made from May-2011 and Interest payment on the same payment was not made from Jan-2011
- \* The banks has declared same working capital / Short Term Loan as NPA due to non payment of interest as well as principle amount on demand.
- \* All loans are secured by first pari-passu charge on the entire current assets of the company and lien on fixed deposits. Collateral security by way of mortgage of residential property and office premises belonging to a director and a partnership firm (in which a director is partner) respectively on pari-passu basis. Personal Guarantee of one of the directors, a relative of director and also Guarantee of a partnership firm in which director is partner.
- \* Working Capital outstanding - Rs.10,239.37 Lacs (on 31-Mar-2012) ; Interest overdue - Rs.1,774.39 Lacs (from Jan-2011 to Mar-2012) and Bank charges overdue - Rs.35.06 Lacs (from Feb-2011 to Mar-2012) )

### 9. Trade Payables

(Rs. In Lacs)

Particulars	As at 31 March 2012	As at 31 March 2011
Micro, Small and Medium Enterprises *		
Others **	15,701.94	11,737.52
<b>Total</b>	<b>15,701.94</b>	<b>11,737.52</b>

\* The names of the Micro, Small and Medium Enterprises suppliers defined under "The Micro Small and Medium Enterprises Development Act 2006" could not be identified, as the necessary evidence is not in the possession of the Company.

\*\* Outstanding trade payables are as per books of accounts and subject to confirmation and reconciliation with the parties.

### 10. Other Current Liabilities

Other payables		
Duties and Taxes	46.59	225.12
Advance from customers	0.19	-
Bank Interest Payable *	1,034.17	-
ROC Filing Fees	65.36	-
Creditors for Capital Goods **	775.34	775.34
Advance From Subsidiary	4.59	-
Other Liabilities **	1,135.75	1,063.73
<b>Total</b>	<b>3,061.99</b>	<b>2,064.20</b>

\* Interest on Term Loan overdue - Rs.112.86 Lacs (from Jun-2011 to Mar-2012) and Interest on Working Capital overdue - Rs.921.31 Lacs (from Jun-2011 to Mar-2012)

\*\* Outstanding Creditors for Capital Goods and Other Liabilities are as per books of accounts and subject to confirmation and reconciliation with the parties.

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### 11. Fixed Assets

(Rs. In Lacs)

Particular	Gross Block					Accumulated Depreciation				Net Block	
	Balance as at 1 April, 2011	Additions	Other Adjustments	Deductions	Balance as at 31 March 2012	Balance as at 1 April 2011	Depreciation		Balance as at 31 March 2012	Balance as at 1 April 2012	Balance as at 31 March 2011
							charge for the year	On disposals			
a) Tangible Assets											
Plant and Machinery	21,917.76	-	-	-	21,917.76	2,248.19	2,244.62	-	4,492.81	17,424.95	19,669.57
Electrical Installations	9.53	-	-	-	9.53	3.11	0.45	-	3.56	5.97	6.42
Furniture's & Fittings	47.59	-	-	-	47.59	16.73	3.01	-	19.74	27.85	30.86
Office Equipments	43.34	-	-	-	43.34	10.76	2.06	-	12.82	30.52	32.58
Motor Vehicles	221.47	-	-	20.62	200.86	78.09	20.34	14.06	84.37	116.49	143.38
Computers	18.24	1.26	-	-	19.51	12.13	3.03	-	15.16	4.35	6.11
<b>Total</b>	<b>22,257.93</b>	<b>1.26</b>	<b>-</b>	<b>20.62</b>	<b>22,238.58</b>	<b>2,369.00</b>	<b>2,273.52</b>	<b>14.06</b>	<b>4,628.45</b>	<b>17,610.13</b>	<b>19,888.92</b>
Previous Year	18,619.93	3,668.22	-	30.21	22,257.94	452.84	1,927.85	11.70	2,369.00	19,888.94	18,167.07

#### Capital Work In Progress (Including advances)

Particular	Gross CWIP				Capitalization During the Year	Net CWIP	
	Balance as at 1 April, 2011	During the Year		Balance as at 31 March 2012		Balance as at 31 March 2012	Balance as at 31 March 2011
		Additions	Deductions				
b) Plant and Machinery	16,057.21	-	-	16,057.21	-	16,057.21	16,057.21
<b>Total</b>	<b>16,057.21</b>	<b>-</b>	<b>-</b>	<b>16,057.21</b>	<b>-</b>	<b>16,057.21</b>	<b>16,057.21</b>
Previous Year	1,634.06	18,054.50	-	19,688.56	3,631.34	16,057.21	1,634.06

Note: Capital Work In Progress is abbreviated by CWIP

### 12. Non-Current Investment

(Rs. In Lacs)

Particulars	As at 31 March 2012	As at 31 March 2011
Other Investments		
(a) Investment in Equity instruments	407.44	105.60
(b) Investments in preference shares	1,819.50	1,819.50
(c) Investments in other securities	38.44	40.83
Total	2,265.38	1,965.93
Aggregate amount of quoted investments	38.44	40.83
Aggregate amount of unquoted investments	2,226.94	1,925.10



## RESURGERE MINES & MINERALS INDIA LIMITED

### Details of Non-Current Investment

(Rs. In Lacs)

Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs.)	
		2012	2011			2012	2011	2012	2011
a) Investment in Equity Instruments									
Long Term, Non - Trade The City Co-operative Bank Limited Equity Shares of Rs. 25/- each	Others	6,010	6,010	Unquoted	Fully paid			1.50	1.50
Long Term, Trade Warna Minerals Private Limited Equity Shares of Rs. 10/- each	Subsidiary	85,000	85,000	Unquoted	Fully paid	100%	100%	85.00	85.00
Resurgere International FZE Equity Shares of AED 1,00,000/- each	Subsidiary	1	1	Unquoted	Fully paid	100%	100%	13.94	12.10
Resurgere Ferro Alloys Limited Equity Shares of Rs. 10/- each	Subsidiary	1,000,000	-	Unquoted	Fully paid	100%	-	100.00	-
Resurgere Industries Limited Equity Shares of Rs. 10/- each	Subsidiary	1,000,000	-	Unquoted	Fully paid	100%	-	100.00	-
Resurgere Sponge Iron Limited Equity Shares of Rs. 10/- each	Subsidiary	1,000,000	-	Unquoted	Fully paid	100%	-	100.00	-
Resurgere Coal India LLP Capital Contribution [ With 70% interest in Limited Liability Partnership ]	Others			Unquoted	Fully paid	70%	70%	7.00	7.00
b) Investments in Preference Shares Long Term, Trade 0% Redeemable Optionally Convertible Preference Shares of Rs. 10/- each with option to be further redeemed by 31st March, 2015	Subsidiary	1,213,000	1,213,000	Unquoted	Fully paid	100%	100%	1,819.50	1,819.50
c) Investments in Government or Trust securities  Current Investments In Mutual Fund Quoted. Non - Trade  SBI Mutual Fund Magnum Insta Cash Fund - Daily Dividend Option NAV - Rs.1675.03/- (Previous Year NAV - Rs.16.7503) for each unit	Others	755.4167	70,705.6462	Quoted	Fully paid			12.65	11.84

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SBI PSU Fund Short Term Fund - Institutional Scheme - Daily Dividend Option NAV - Rs.8.43/- (Previous Year NAV - Rs.9.84) for each unit	Others	250,000	250,000	Quoted	Fully paid			21.08	24.60
Birla Sun Life Mutual Fund Dynamic Bond Fund - Retail Quarterly Dividend NAV - Rs.11.3256/- (Previous Year NAV - Rs.11.2745) for each unit	Others	5,428.691	5,079.011	Quoted	Fully paid			0.60	0.56
ICICI Prudential Mutual Fund Flexible Income Plan - Daily Dividend Option NAV - Rs.105.735/- (Previous Year NAV - Rs.105.735) for each unit	Others	3,884.354	3,624.586	Quoted	Fully paid			4.11	3.83
<b>Total</b>								<b>2,265.38</b>	<b>1,965.93</b>

**13. Other Non-Current Assets**

(Rs. In Lacs)

Particulars	As at 31 March 2012	As at 31 March 2011
Miscellaneous Expenditure (To the extent not written - off or adjusted)		
(a) GDR Issue Expenses		
Opening Balance	-	-
Addition during the period	-	959.95
Less: Written - off during the period	-	(959.95)
	-	-
(b) Mine Development Expenses		
Opening Balance	8,652.06	896.65
Addition during the period	983.92	8,437.98
Less: Written - off during the period	(3,912.49)	(682.57)
	5,723.49	8,652.06
<b>Total</b>	<b>5,723.49</b>	<b>8,652.06</b>

**14. Inventories**

Raw Material	1,564.31	1,568.32
Finished Goods	1,220.44	1,533.74
<b>Total</b>	<b>2,784.75</b>	<b>3,102.06</b>



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### 15. Trade Receivables

(Rs. In Lacs)

Particulars	As at 31 March 2012	As at 31 March 2011
Unsecured, considered good unless stated otherwise		
Outstanding for a period exceeding six months from the date they are due for payment	32,411.58	2,284.07
Less: Provision for doubtful debts	-	-
	<u>32,411.58</u>	<u>2,284.07</u>
Outstanding for a period less than six months from the date they are due for payment	55.81	27,927.12
Less: Provision for doubtful debts	-	-
	<u>55.81</u>	<u>27,927.12</u>
<b>Total</b>	<b><u>32,467.39</u></b>	<b><u>30,211.19</u></b>

**Note :-** Outstanding trade receivables are as per books of accounts and subject to confirmation and reconciliation with the parties.

<b>Trade Receivable stated above include debts due by:</b>		
Private Company in which director is a member Warana Minerals Pvt Ltd.	-	4.61
<b>Total</b>	<u>-</u>	<u>4.61</u>

### 16. Cash & Bank Balances

a) Cash and Cash Equivalents		
Cash on hand	16.17	40.88
Balances with Schedule Banks		
In current Account	6.22	32.09
In Term Deposit	-	354.87
<b>Total</b>	<b><u>22.39</u></b>	<b><u>427.84</u></b>

### 17. Other Current Assets

Advance recoverable in cash or in kind or for value to be received.	61.61	109.00
Advances to Suppliers *	1,863.08	1,834.48
Advance to Subsidiary **	12,376.04	10,201.80
Inter - Corporate Deposits	1,811.67	1,813.16
Deposits *	5,924.65	5,930.73
<b>Total</b>	<b><u>22,037.05</u></b>	<b><u>19,889.17</u></b>

\* Advance to Suppliers and Deposits are as per books of accounts and subject to confirmation and reconciliation with the parties.

\*\* Advance to Subsidiary includes interest free loans advanced to a foreign subsidiary of Rs. 11,653.76 Lacs (Previous Year - Rs.10,171.54 Lacs) and the maximum amount outstanding during the year is Rs 12,134.32 Lacs (Previous Year - Rs. 10,747.00 Lacs).

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### 18. Revenue from Operations

(Rs. In Lacs)

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2011
Sale of products		
Own Mines	1,913.56	46,234.67
Trading	3,483.48	14,883.24
<b>Total</b>	<b>5,397.04</b>	<b>61,117.90</b>

### 19. Other Income

Interest Received		
Interest on Intercompany Deposits	184.64	456.60
Interest on Fixed Deposits	8.51	117.83
Dividends	1.12	0.39
Equipment Rental	258.63	278.06
Misc. Income	5.63	-
<b>Total</b>	<b>458.53</b>	<b>852.89</b>

### 20. Purchase & Direct Expenses

Materials Consumed		
Opening Stocks	1,568.32	1,657.34
Add: Purchases	943.96	17,916.66
	<u>2,512.28</u>	<u>19,573.99</u>
Less: Closing Stocks	1,564.31	1,568.32
	<u>947.97</u>	<u>18,005.67</u>
Ore Purchase for Sale - Trading	3,512.57	14,881.04
	-	-
Direct Expenses	-	-
Extraction Charges	32.24	7,126.40
Labour Charges	-	131.45
Screening Charges	75.27	4,757.08
Crushing Charges	-	8,775.13
<b>Total</b>	<b>4,568.05</b>	<b>53,676.78</b>

### 21. (Increase)/Decrease in Inventories

Inventory at the beginning of the year (Finished Goods)	1,533.74	2,328.83
Inventory at the end of the year (Finished Goods)	1,220.44	1,533.74
(Increase)/Decrease in Inventories	<u>313.30</u>	<u>795.09</u>

### 22. Employee Benefit Expenses

Salaries, Wages & Bonus	217.29	280.24
Company's Contribution to Provident Fund and ESIC	13.91	16.71
Staff welfare Expenses	6.56	11.78
Gratuity Expenses	0.56	9.90
<b>Total</b>	<b>238.32</b>	<b>318.64</b>



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### 23. Finance Cost

(Rs. In Lacs)

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2011
Interest expense		
Bank Interest		
On Term Loan*	139.13	184.78
On Working Capital**	1,588.27	1,448.27
Other Interest	13.61	73.33
Bank Charges	18.74	70.06
<b>Total</b>	<b>1,759.75</b>	<b>1,776.44</b>

\* Interest on term loan has been charged by bank till 31/05/2011. Term loan has been classified as NPA after 31/05/2011 by the bank, therefore bank has stopped charging interest due to RBI norms on NPA classified loans. The Company has accrued interest on estimation basis, at the rate as specified in sanction letter of respective bank, in the books of accounts

\*\* Interest on cash credit working capital loans has been charged by Union Bank of India till May-2011, Bank of India and State Bank of India till June-2011, Indusland Bank till November-2011.. The same has been classified as NPA by respective banks, therefore bank has stopped charging interest due to RBI norms on NPA classified loans. The Company has accrued interest on estimation basis, at the rate as specified in sanction letter of respective bank, in the books of accounts.

\*\* Short term loan from Barclays Bank has been classified as NPA by the banks, therefore bank has stopped charging interest due to RBI norms on NPA classified loans. The Company has accrued interest on estimation basis, at the rate as specified in sanction letter of the bank, in the books of accounts.

### 24. Other Expenses

Rent	9.37	12.13
Traveling & Conveyance	63.20	109.74
Communication Costs	23.91	32.39
Repairs & Maintenance (Others)	28.08	7.84
Professional Fees	32.14	76.64
Auditors' Remuneration *	16.55	16.55
Foreign Exchange Fluctuation (Net)	138.67	196.18
Discount on Forward Exchange Contract	-	46.25
Transportation, Stevedoring, Wharfage, Handling & Other Expenses	21.29	52.01
Advertisement & Sales Promotion Expenses	4.43	76.99
Directors Sitting Fees	10.40	12.60
Road Development Expenses	-	1,114.03
Balances Written - Off	3.60	37.79
Loss on discard of Fixed Assets	0.78	9.62
Insurance	15.23	13.30
Miscellaneous Expenses	119.98	212.27
<b>Total</b>	<b>487.63</b>	<b>2,026.33</b>

#### \*Payment to Auditors

a) As Auditors		
Audit Fee	13.24	13.24
Tax Audit Fee	3.31	3.31
<b>Total</b>	<b>16.55</b>	<b>16.55</b>



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### 25. Contingent Liabilities

Contingent Liabilities not provided for in respect of:

(Rs.in Lacs)

Particular	As on 31-03-2012	As on 31-03-2011
Claims against the Company not acknowledged as debts including interest	137.86	132.52
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	5,173.51	3,973.51

### 26. Directors' Remuneration :

(a) Remuneration to Executive Directors / Managing Director (Included under the head "Employee Cost")

(Rs.in Lacs)

Particulars	2011-12	2010-11
Salaries	77.95	97.50
Perquisites and allowances	7.38	18.40
Leave salary / Encashment	4.48	5.61
Contribution to Provident fund and Superannuation fund	7.07	8.56
<b>Total</b>	<b>96.88</b>	<b>130.07</b>

(b) Commission to Non-Executive Directors

(Rs.in Lacs)

Particulars	2011-12	2010-11
Commission *	-	9.00
<b>Total</b>	<b>-</b>	<b>9.00</b>

\* In previous year debited under the head "Prior Period Items".

Computation of Net Profit in accordance with section 349 of the Companies Act, 1956

(Rs.in Lacs)

Particulars	2011-12	2010-11
Profit as per Profit & Loss A/c before tax	(7,697.55)	766.68
Add: Depreciation Charged in the accounts	2,273.52	1,927.85
Loss on sale / discarding of Fixed Assets	0.78	9.62
Managerial Remuneration debited to P & L A/c.	-	-
<b>Total</b>	<b>(5,423.25)</b>	<b>2,704.15</b>
Less: Depreciation in accordance with Section 350 Of the Companies Act, 1956	1,304.46	1,140.85
Net Profit for the year as per Section 349	(6,727.70)	1,563.30

Eligibility As Per Companies Act,1956

(Rs.in Lacs)

Particulars	2011-12	2010-11
Commission to Independent Directors u/s 309 (calculated @ 1% of the Net Profit)	(67.28)	15.63
Remuneration to Directors u/s 198 (calculated @ 10% of the Net Profit)	(672.77)	156.33
Total Eligibility	(740.05)	171.96
Total Actual Remuneration Paid	96.88	139.07
Remuneration Restricted to	(740.05)	139.07



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- (c) Administration & Selling Expenses included Rs.10.40 Lacs (Previous Year Rs.12.60 lacs) towards sitting fees paid to non-executive directors.
- (d) Professional fees includes Rs.Nil (Previous Year Rs.3.30 Lacs) paid to an Independent Director of the company.
- (e) During the year company has paid / credited Rs.96.88 lacs as remuneration to executive directors/managing directors. The company has paid / credited remuneration to managing directors is more than the maximum eligible amount as per schedule XIII of Companies Act., 1956. Since the Company does not have profits during the year under review, provisions of Section II of Part II of Schedule XIII of the Companies Act, 1956 relating to remuneration payable by the Companies having no profits or inadequate profits will be applicable. As explained by the management, the excess amount credited will be reversed during financial year 2012-13.

### 27. Basic and Diluted Earnings Per Share

Particulars		2011-12 Amount	2010-11 Amount
A	Weighted average number of Equity Shares of Re. 1/- each		
i	Number of shares at the end of the year	1,988,746,440	1,988,746,440
ii	Weighted average number of Equity Shares outstanding during the year	1,988,746,440	1,691,890,290
iii	Weighted average number of Potential Equity Shares outstanding during the year	1,988,746,440	1,691,890,290
iv	Total number of Potential Equity share for calculating Diluted Earning Per Share	1,988,746,440	1,699,932,755
B	Net Profit available for Equity shareholders (Rs. In Lacs)	(7700.24)	439.03
C	Basic Earning Per Share (In Rs.) {B/A (ii)}	(0.39)	0.03
D.	Diluted Earning Per Share (In Rs.) {B/A (iv)}	(0.39)	0.03

### 28. Provisions made for the year ended 31.03.2012 comprises of:

(Rs. In Lacs)

Particulars	Opening balance	Provided during the year ended 31.03.2012	Provision Paid / reversed during the year ended 31.03.2012	Closing balance as on 31.03.2012
a) Provision for employee benefits				
Salary Payable	12.37	145.79	128.70	29.46
Contribution to PF, ESIC, LWF & PT	2.71	27.40	12.58	17.53
Gratuity (unfunded)	25.28	0.56	-	25.84
b) Others				
Provision for Tax	2,163.05	-	37.67	2,125.38

29. In the opinion of the Management, all Current Assets, Loans & Advances would be realizable at least of an amount equal to the amount at which they are stated in the Balance Sheet.

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**30. Disclosure as per AS 15 Revised**

<b>Particulars</b>	<b>2011-12</b>	<b>2010-11</b>
Method	Projected Unit Credit Method	Projected Unit Credit Method
<b>Assumptions</b>		
Discount rate	8.75%	8.25%
Expected rate of return on assets	0.00%	0.00%
Mortality	L.I.C 1994-96 Ultimate Mortality Tables	L.I.C 1994-96 Ultimate Mortality Tables
Expected rate of future salary increase	7.00%	7.00%
Disability	NIL	NIL
Attrition	2% depending on Age	2% depending on Age
Retirement	58 Years	58 Years

Changes in present value of obligations (Rs.in Lacs)

<b>Particulars</b>	<b>2011-12</b>	<b>2010-11</b>
Opening Balance of present value of obligation	25.28	15.38
Interest Cost	2.51	1.61
Current Service Cost	5.13	4.80
Past Service Cost	0.00	5.38
Benefits paid	0.00	0.00
Actuarial (gain)/loss on obligations	(14.79)	(1.89)
Closing Balance of present value of obligation	18.13	25.28

Liability recognized in the Balance Sheet (Rs.in Lacs)

<b>Particulars</b>	<b>2011-12</b>	<b>2010-11</b>
Opening Balance of present value of obligation	25.28	15.38
Fair Value of plan assets as at the end of the year	0.00	0.00
Unfunded status	18.13	25.28
Unrecognized Actuarial (Gain)/ loss	0.00	0.00
Contribution (Actual amount Payable)	7.71	0.00
Closing Net (Assets)/ Liability recognized in the Balance Sheet	25.84	25.28

Expenses recognized in the Profit and Loss Account (Rs.in Lacs)

<b>Particulars</b>	<b>2011-12</b>	<b>2010-11</b>
Current Service Cost	5.13	4.80
Past Service Cost	0.00	5.38
Interest Cost	2.51	1.61
Expected return on plan assets	0.00	0.00
Net Actuarial (Gain)/ loss recognized during the year	(14.79)	(1.89)
Excess provided in earlier year	0.00	0.00
Contribution (Actual amount Payable)	7.71	0.00
Total Expenses recognized in the Profit and Loss account	0.56	9.90



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Movement in the Net Liability recognized in the Balance Sheet

(Rs.in Lacs)

Particulars	2011-12	2010-11
Opening Net Liability	25.28	15.38
Expenses	0.56	9.90
Contribution (Actual Payment / Payable to Employees)	0.00	0.00
Closing Net Liability	25.84	25.28

### 31. Segment Reporting:

#### a) Primary (Business) Segment

In accordance with the requirements of Accounting Standard 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the Company's business constitutes only one reportable business segment being Mining & Trading of Ore and hence no separate disclosure to attributable Revenues, Profits, Assets, Liabilities, and Capital Employed are given.

#### b) Secondary (Geographical Segment)

Secondary Segment Reporting is on the basis of geographical location of the customers. The operation of the Company comprises local sales and export sales. The management views the Indian Market and Export Market as distinct geographical segments. The following is the distribution of the Company's sale by geographical markets.

(Rs.in Lacs)

Particulars	2011-12	2010-11
Sales		
India	5397.04	61,117.90
Exports	-	-
<b>Total</b>	<b>5397.04</b>	<b>61,117.90</b>

The following are the carrying amount of segment assets by geographical area in which the assets are located

(Rs.in Lacs)

Carrying amount of business segment	2011-12	2010-11
India	98967.79	100,194.38
Outside India	-	-
<b>Total</b>	<b>98967.79</b>	<b>100,194.38</b>

### 32. 'Related Party' Disclosure as per Accounting Standard 18: (As identified by the management)

#### Names of Related Parties:

##### (A) Key Management Personnel:

- |                              |   |
|------------------------------|---|
| a. Mr. Subhash A. Sharma     | - Chairman Cum Managing Director                |
| b. Mr. Amit Sharma**         | - Whole time Director                           |
| c. Mr. Alok Ambastha         | - Independent Non-Executive Director            |
| d. Mr. Mayur Shah*           | - Additional Independent Non-Executive Director |
| e. Mr. Nitin Sethi**         | - Independent Non-Executive Director            |
| f. Mr. Ajay Sethi            | - Independent Non-Executive Director            |
| g. Mr. Ashwin Shankar Iyer** | - Independent Non-Executive Director            |

\* Appointed during the year

\*\* Resigned during the year

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### (B) Associates:

a. M/S Exfin Shipping (India)	- Partnership Firm
b. Victory Sponge Private Limited	- Company
c. Eminent Steel private Limited	- Company
d. Runwell Steel Private Limited	- Company
e. Spear petroleum Private Limited	- Company

### (C) Subsidiary Companies:

a. Warana Minerals Private Limited	- Wholly owned Subsidiary Company
b. Shri Warana Minerals (India) Private Limited	- Subsidiary Company of Warana Minerals Private Limited
c. Resurgere Sponge Iron Limited	- Wholly owned Subsidiary Company
d. Resurgere Ferro Alloys Limited	- Wholly owned Subsidiary Company
e. Resurgere Industries Limited	- Wholly owned Subsidiary Company
f. Resurgere International FZE	- Wholly owned Subsidiary Company at UAE
g. Resurgere Coal India LLP	- Limited Liability Partnership Firm

### Transactions with related parties for the year 2011-2012

(Rs. In Lacs)

Nature of Transaction	In relation to (A) above		In relation to (B) above		In relation to (C) above	
	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11
Rent	-	-	1.20	1.20	-	-
Directors Remuneration	96.88	130.07	-	-	-	-
Professional Fees	-	3.30	-	-	-	-
Director Sitting Fees	10.40	12.60	-	-	-	-
Commission paid	-	9.00	-	-	-	-
Compensation received from Directors	(5.63)	-	-	-	-	-
Investment	-	-	-	-	300.00	19.10
Loans Taken	34.69	-	416.34	36.75	45.04	-
Loans Repayment	-	-	199.50	0.10	10.55	-
Loan Granted	-	-	-	170.00	705.00	10,628.54
Loan Returned Back	-	-	126.33	120.35	-	457.00
Advance Granted	-	-	-	6.43	39.49	28.20
Advance Returned Back	-	-	-	6.43	17.11	23.50
Interest paid on Loans Taken	-	-	-	-	-	-
Interest received on Loans Given	-	-	(2.14)	(15.58)	-	-
Sales	-	-	-	-	7.90	15.63
Realisation from debtors	-	-	-	-	12.51	12.89
Share in (Profit) / Loss of Parthnership Firm - LLP	-	-	-	-	10.82	-
Net Exchange Fluctuation Gain	-	-	-	-	148.41	-
<b>Outstanding Balances:</b>						
Short-Term Borrowings	(34.69)	-	(253.59)	(36.75)	(4.59)	-
Short-Term Provisions	(22.45)	(4.06)	-	-	-	-
Other Current Liabilities	-	-	(2.67)	(1.47)	-	-
Other Current Assets	-	-	202.80	326.99	11,657.85	10,206.41
Non-Current Investments	-	-	-	-	2,225.44	1,923.60

Note:

1. Income / Liabilities are shown as minus figure.
2. There is no write off / write back from / to related parties.



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### (D) Disclosure in respect of material transactions with related parties:

(Rs. In Lacs)

Nature of Transaction	Name of Related Party	2011-2012	2010-2011
Rent	Exfin Shipping (India)	1.20	1.20
Directors Remuneration	Mr. Subhash Sharma Mr. Amit Sharma	86.08 10.80	103.81 26.26
Professional Fees	Mr. Ashwin Shankar Iyer	-	3.30
Director Sitting Fees	Mr. Nitin Sethi Mr. Ajay Sethi Mr. Ashwin Shanker Iyer Mr. Alok Ambastha Mr. Mayur Shah Mr. Burzin Somandy Mr. I.D. Agarwal	1.60 3.40 1.60 2.80 1.00 - -	4.80 2.20 1.80 - - 1.80 2.00
Commission paid	Mr. Burzin Somandy Mr. I.D. Agarwal Mr. Nitin Sethi	- - -	3.00 3.00 3.00
Compensation received from Directors	Mr. Amit Sharma	(5.63)	-
Investment	Resurgere Sponge Iron Limited Resurgere Ferro Alloys Limited Resurgere Industries Limited Resurgere Coal India LLP Resurgere International FZE	100.00 100.00 100.00 - -	- - - 7.00 12.10
Loans Taken	Mr. Subhash A. Sharma Victory Sponge Private Limited Eminent Steel private Limited Runwell Steel Private Limited Warana Minerals Private Limited	34.69 56.67 131.37 228.30 45.04	- - 36.75 - -
Loans Repayment	Eminent Steel private Limited Runwell Steel Private Limited Warana Minerals Private Limited Exfin Shipping (India)	7.50 192.00 10.55 -	- - - 0.10
Loan Granted	Resurgere Sponge Iron Ltd. Runwell Steel Private Limited Resurgere International FZE	705.00 - -	- 170.00 10,628.54
Loan Returned Back	Runwell Steel Private Limited Resurgere International FZE	126.33 -	120.35 457.00
Advance Granted	Warana Minerals Private Limited Resurgere Coal India LLP Resurgere Sponge Iron Ltd. Resurgere Ferro Alloys Ltd. Resurgere Industries Ltd. Exfin Shipping (India)	18.36 9.82 7.67 3.64 0.01 -	22.40 5.80 - - - 6.43
Advance Returned Back	Warana Minerals Private Limited Resurgere Coal India LLP Resurgere Sponge Iron Ltd. Exfin Shipping (India)	12.91 0.70 3.50 -	23.50 - - 6.43
Interest received on Loans Given	Runwell Steel Private Limited	(2.14)	(15.58)
Sales	Warana Minerals Private Limited	7.90	15.63
Realisation from debtors	Warana Minerals Private Limited	12.51	12.89
Share in (Profit) / Loss of Partnership Firm - LLP	Resurgere Coal India LLP	10.82	-
Net Exchange Fluctuation Gain	Resurgere International FZE	1,484.06	-

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### 33. Additional Information Pursuant to the provisions of Part II of the Schedule VI of the Companies Act 1956

#### Quantitative Information:

a) Installed Capacity N.A.

b) Purchase/Production, Consumption/Sales/Stock :

i) Opening Stock, Production/Purchases, Sales & Closing Stock of Finished Goods:-

(Rs.in Lacs)

Particulars	2011-12		2010-11	
	Quantity (Mts)	Amount	Quantity (Mts)	Amount
Opening Stocks	135,758	1,533.74	216,033	2,323.38
Production/ Purchases*	299,424	3,512.57	3,416,454	14,881.04
Sales	323,127	5,397.04	3,496,729	61,117.90
Closing Stocks	112,055	1,220.44	135,758	1,533.74

Above mentioned quantity and value includes :

1. Purchase/Production includes trading purchases of 1,78,277.70 MTS of Rs.3,476.42 Lacs (Previous Year 7,41,373.57 MTS of Rs.14,881.04 Lacs).
2. Sales include trading sales of 1,74,173.74 MTS of Rs.3,483.47 Lacs (Previous Year 7,27,466.79 MTS of Rs. 14,883.24 Lacs).
3. \* net of shortage

ii) Raw Materials consumed:-

(Rs.in Lacs)

Particulars	2011-12		2010-11	
	Quantity (Mts)	Amount	Quantity (Mts)	Amount
Opening Stocks	333,762	1,568.32	357,100	1,662.79
Purchases	127,145	966.08	5,074,580	17,935.38
Closing Stocks	332,987	1,564.31	333,762	1,568.32
Consumption*	127,920	970.09	5,097,917	18,029.85

\* including spoilage

iii) Value of Imported and Indigenous Raw Materials consumed during the year.

(Rs.in Lacs)

Description	2011 - 12		2010 - 11	
	In %	Amount	In %	Amount
Imported	—	—	—	—
Indigenous	100%	947.97	100%	18005.67

iv) Expenditure and Earnings in Foreign Exchange

(a) Expenditure in Foreign Exchange

(Rs.in Lacs)

Particulars	2011-12 Amount	2010-11 Amount
Foreign Travelling Expenses	-	6.77
Other expenses	-	935.40
<b>Total</b>	-	<b>942.17</b>

## RESURGERE MINES & MINERALS INDIA LIMITED



### (b) Earnings in Foreign Exchange

Particulars	2011-12 Amount	2010-11 Amount
Interest	-	51.43
Other receipts	-	78.20
Total	-	129.63

### (c) CIF Value of Imports

Particulars	2010-11 Amount	2009 - 10 Amount
Capital Goods	Nil	Nil

- 34** Consequent upon estimation on useful life for screening and crushing machinery, as estimated by management, and on wagons procured under "WIS" Scheme and as mentioned under point no. 2.6, "Depreciation and Amortization" charged to Profit and Loss Account is higher by Rs.969.05 Lacs (Previous Year - Rs.787.00 Lacs) and correspondingly Net Fixed Assets is also lower by Rs.969.05 Lacs (Previous Year - Rs.787.00 Lacs).
- 35** Miscellaneous Expenditure as per point no. "13 (b)", Depreciation & Amortization as per point no."11" and as per point no. "2.12" referred to above, also includes amounts which are more clearly mentioned in the table below. The table mentions respective mine location with its respective opening balance of the un-adjusted amount, if any, included under the head "Miscellaneous Expenditure", amount incurred during the year, amount written off and debited to Profit & Loss Account under the head "Depreciation & Amortisation" and the closing balance of the un-adjusted amount carried forward under the head "Miscellaneous Expenditure" in the Balance Sheet.

(Rs. In Lacs)

Sr. No.	Nature of Expenditure	Mine Location	Opening Balance	Addition During the Year	Amount of Amortization	Closing Balance
1	Stripping	Maharajpur	5,487.43 (Nil)	Nil (5,625.30)	1,125.06 (137.87)	4,362.37 (5,487.43)
2	Initial Mine Development	Tatiba	542.22 (840.86)	Nil (Nil)	298.64 (298.64)	243.58 (542.22)
3	Subsequent Overburden Removal	Nuagaon	2,582.89 (Nil)	983.92 (2,812.68)	2,476.08 (229.79)	1,090.73 (2,582.89)
4	Initial Mine Development	Dhelana Mines	39.52 (52.22)	Nil (Nil)	12.70 (12.70)	26.81 (39.52)
	Total		8,652.06 (893.08)	983.92 (8,437.98)	3,912.48 (679.00)	5,723.49 (8,652.06)

\* (Figures in bracket denotes figures of previous year)

- 36** In the opinion of the Management, the Current Assets, Loans & Advances are approximately of the value stated and are realizable in the ordinary course of business. The provisions for all known liabilities are adequate.
- 37** Confirmation letters have been sent by the Company in respect of balances reflected under Sundry Debtors, Sundry Creditors and Loans and Advances. In view of confirmations having been received from only some of the parties, the balance under these heads have been shown as per books of accounts and are subject to reconciliation and adjustment, if any.
- 38** a) Other Liabilities shown in point no. "10" Includes Rs.127.89 Lacs (Previous year - Rs.111.63 Lacs) being share application money refundable to an Overseas Corporate Body. Necessary approval for which is still awaited.



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- b) Local Sales shown in point no. "18" is net of sales tax of Rs.272.08 Lacs (Previous year - Rs. 3081.97 Lacs)
- c) Foreign exchange fluctuation (Net) shown in point no. "24" includes Rs.16.26 Lacs [(Previous year - Rs. 1.23 Lacs (gain)] being exchange loss on account of share application money refundable to an overseas body corporate.
- d) Insurance expenses shown in Point No. "24" includes Rs. 0.21 Lacs (Previous Year - Rs.0.71 Lacs) towards key-man insurance premium.

### 39 Taxes on Income:

- a) As there is a loss during the year, therefore provision for Taxation for the year has not been made in accordance with the provisions of the Income Tax Act,1961
- b) The accumulated balance in Net Deferred Tax Liability comprises of:

(Rs. In Lacs)

Particulars	Opening Balance Deferred Tax Liability / (Asset)	Current Year Change Liability/ (Assets)	Closing Balance Deferred Tax Liability/(Asset)
Deferred Tax Liability / (Assets)			
Depreciation	1,272.23	-	1,272.23
Disallowance under Income Tax Act	-	-	-
Provision for Gratuity	(8.21)	-	(8.21)
Pre-operative Expenses	(4.09)	-	(4.09)
Miscellaneous Expenditure allowed as deduction in Income Tax	2,807.16	-	2,807.16
Carry forward of Un-adjusted Minimum Alternate Tax	(422.45)	-	(422.45)
Income Tax Loss carried forward	(2,505.85)	-	(2,505.85)
<b>Deferred Tax Liability/(Assets) [Net]</b>	<b>1,138.79</b>	<b>-</b>	<b>1,138.79</b>

\* As there is a loss during the year, therefore provision for Deferred Tax Liability / (Asset) for the year has not been made.

- 40 The annual accounts of the subsidiary companies and the related detailed information shall be made available to shareholders seeking such information at any point of time. The annual accounts of the subsidiary companies shall also be kept for inspection by any shareholder in the head office of the holding company and of the subsidiary companies concerned. The holding company shall furnish a hard copy of details of accounts of subsidiaries to any shareholder on demand.
- 41 Figures less than Rs. 500/- has been shown at actual wherever statutory required to be disclosed since figures have been rounded off to the nearest rupees in Thousand.
- 42 Figures of the previous year have been reworked, regrouped, rearranged and reclassified, wherever necessary, to compare with the figures of the current year.

As per our Report of even date attached

**For G.L. Mangal & Associates**  
Chartered Accountants  
Firm Registration No. 131017W

For and on behalf of the Board of Directors

*Managing Director*      *Director*

**Girdhari Lal Mangal**  
*Proprieter*  
Membership No. 076305  
Place: Mumbai  
Date : 30th May, 2012

*Company Secretary*  
Place: Mumbai  
Date : 30th May, 2012



## RESURGERE MINES & MINERALS INDIA LIMITED

### STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING TO SUBSIDIARY COMPANY

Name of the Subsidiary	Number of shares in the Subsidiary Company held by Resurgere Mines & Minerals India Limited at the financial year ending 31st March, 2012		The net aggregate of profits / (losses) of the Subsidiary Companies so far as they concern the members of Resurgere Mines & Minerals India Ltd.			
			For Current Financial year (Amount in Rs. Lacs)		For Previous Financial Years (Amount in Rs. Lacs)	
			Equity	Extent of holding	Dealt with in the account of the Resurgere Mines & Minerals India Ltd for the year ended 31st March, 2012	Not dealt with in the account of the Resurgere Mines & Minerals India Ltd for the year ended 31st March, 2012
Warana Minerals Private Limited (WMPL)	85,000 Equity Shares	100%	05.67	N.A.	12.08	N.A.
Shri Warana Minerals (India) Private Limited	44,991 Equity Shares held by WMPL	99.98%	(05.27)	N.A.	NIL	N.A.
Resurgere International FZE	1 Equity Share	100%	(5.00)	N.A.	(4.50)	N.A.
Resurgere Sponge Iron Limited	10,00,000 Equity Shares	100%	(0.81)	N.A.	N.A.	N.A.
Resurgere Ferro Alloys Limited	10,00,000 Equity Shares	100%	(0.65)	N.A.	N.A.	N.A.
Resurgere Industries Limited	10,00,000 Equity Shares	100%	(0.15)	N.A.	N.A.	N.A.

#### Notes:

1. The financial year of Resurgere Mines & Minerals India Limited and its subsidiary companies are ending on 31st March, 2012.
2. Resurgere Sponge Iron Limited was formed on 1st March, 2011 under the Companies Act, 1956.
3. Resurgere Ferro Alloys Limited was formed on 1st March, 2011 under the Companies Act, 1956.
4. Resurgere Industries Limited was formed on 10th March, 2011 under the Companies Act, 1956.

For and on behalf of the Board of Directors

*Managing Director*

*Director*

*Company Secretary*

Place: Mumbai  
Date: May 30, 2012

**Auditors' Report on the Consolidated Financial Statements**

To,  
The Members,  
Resurgere Mines & Minerals India Limited.

We have audited the attached consolidated Balance Sheet of M/S Resurgere Mines & Minerals India Limited (hereinafter referred as the "Company") and its subsidiaries, hereinafter referred to as the "Group" (refer note 2 (II) as on 31st March, 2012, the consolidated statement of Profit and Loss Account and also the consolidated Cash Flow Statement for the year ended in 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.

1. 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.
2. We did not audit the financial statements and other financial information of four subsidiaries included in the consolidated financial statements, which constitute total assets of Rs. 15,896.70 lakhs and current assets of Rs. 11,533.88 lakhs as at March 31, 2012, total revenue of Rs. 1,821.38 lakhs, net loss before tax of Rs. 13.66 lakhs and net cash out flows amounting to Rs. 14.44 lakhs for the year then ended that have been audited by other auditor on whose reports we have placed reliance for the purpose of this report.
3. We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21 - Consolidated Financial Statements and Accounting Standard (AS) 27 - Financial Reporting of Interests in Joint Ventures notified under sub-section 3C of Section 211 of the Companies Act, 1956.
4. Based on our audit and on consideration of reports of other auditors and certification by management on separate financial statements and on the other financial information of the components of the Group as referred to above, and to the best of our information and according to the explanations given to us, in our opinion, the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
  - (i) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2012;
  - (ii) in the case of the consolidated Statement of Profit and Loss, of the loss of the group for the year ended on that date; and
  - (iii) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

**For G L Mangal & Associates**  
*Chartered Accountants*  
Firm Registration No: 131017W

**CA. Girdhari Lal Mangal**  
*Proprietor*  
Membership No. 076305

Place: Mumbai  
Date: 30th May, 2012



# RESURGERE MINES & MINERALS INDIA LIMITED

## Consolidated Balance Sheet as on 31st March 2012

(Rs.in Lacs)

Particulars	Note No.	As on 31st March 2012	As on 31st March 2011
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	3	19,887.46	19,887.46
(b) Reserves and Surplus	4	42,792.24	49,032.09
		<u>62,679.69</u>	<u>68,919.54</u>
<b>Non-Current Liabilities</b>			
(a) Long-Term Borrowings	5	834.24	1,120.27
(b) Deferred Tax Liabilities (Net)	6	1,138.91	1,138.79
(c) Long-Term Provisions	7	29.03	25.28
		<u>2,002.18</u>	<u>2,284.34</u>
<b>Current Liabilities</b>			
(a) Short-Term Borrowings	8	11,546.98	11,197.58
(b) Trade Payables	9	15,825.07	13,992.36
(c) Other Current Liabilities	10	3,075.90	373.32
(d) Short-Term Provisions	7	2,188.70	2,183.30
		<u>32,636.64</u>	<u>27,746.56</u>
<b>TOTAL</b>		<b><u>97,318.52</u></b>	<b><u>98,950.45</u></b>
<b>II. ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Fixed Assets			
i) Tangible Assets	11	17,635.75	19,903.10
ii) Intangible Assets ( Goodwill on Consolidation )	11	76.50	78.24
iii) Capital Work-In-Progress	11	17,042.20	16,057.21
(b) Non-Current Investments	12	39.94	42.34
(c) Other Non-Current Assets	13	5,838.16	8,732.87
		<u>40,632.55</u>	<u>44,813.76</u>
<b>Current Assets</b>			
(a) Current Investments		-	-
(b) Inventories	14	2,790.81	3,107.29
(c) Trade Receivables	15	32,577.70	30,765.92
(d) Cash and Bank Balances	16	33.19	452.25
(e) Other Current Assets	17	21,284.27	19,811.22
		<u>56,685.97</u>	<u>54,136.68</u>
<b>TOTAL</b>		<b><u>97,318.52</u></b>	<b><u>98,950.44</u></b>

Significant Accounting Policies and Notes to Financial Statements 1 to 34

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

**For G.L. Mangal & Associates**

Chartered Accountants

Firm Registration No. 131017W

**Girdhari Lal Mangal**

Proprietor

Membership No. 076305

Place: Mumbai

Date : 30th May, 2012

For and on behalf of Board of Directors

*Chairman & Managing Director*

*Director*

*Company Secretary*

Place: Mumbai

Date : 30th May, 2012

## 25TH ANNUAL REPORT 2011-2012

### Statement of Consolidated Profit & Loss for the year ended 31st March 2012

(Rs.in Lacs)

Particulars	Note No.	For the year ended 31st March 2012	For the year ended 31st March 2011
<b>I. INCOME</b>			
(a) Revenue from operations	18	7,212.05	64,318.80
(b) Other income	19	458.53	852.88
<b>Total</b>		<b>7,670.57</b>	<b>65,171.68</b>
<b>II. Expenses</b>			
(a) Purchases and Direct Expenses	20	6,366.63	56,846.62
(b) (Increase)/Decrease in Inventories	21	313.30	795.09
(c) Employee benefits expense	22	242.52	320.17
(d) Finance Cost	23	1,761.27	1,777.61
(e) Depreciation and Amortization	11	6,186.57	4,610.83
(f) Other expenses	24	518.19	2,100.80
<b>Total</b>		<b>15,388.48</b>	<b>66,451.12</b>
<b>III. Profit before tax</b>		<b>(7,717.91)</b>	<b>(1,279.45)</b>
<b>IV. Tax expense:</b>			
(a) Current tax		3.19	163.29
(b) Deferred tax		0.12	153.19
(c) Tax of Earlier Years		-	1.46
<b>V. Net Profit after Tax</b>		<b>(7,721.21)</b>	<b>(1,597.40)</b>
Prior Period Item		2.69	15.11
Minority Interest in loss		-	(1.80)
<b>VI. Surplus carried forward to Balance Sheet</b>		<b>(7,723.91)</b>	<b>(1,610.71)</b>
<b>VII. Earnings per Equity Share:</b>			
(a) Basic (in Rs. )		(0.39)	(0.10)
(b) Diluted (in Rs.)		(0.39)	(0.09)

Significant Accounting Policies and Notes to Financial Statements 1 to 34

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

**For G.L. Mangal & Associates**  
Chartered Accountants  
Firm Registration No. 131017W

**Girdhari Lal Mangal**  
*Proprietor*  
Membership No. 076305

Place: Mumbai  
Date : 30th May, 2012

For and on behalf of Board of Directors

*Chairman & Managing Director*                      *Director*  
*Company Secretary*

Place: Mumbai  
Date : 30th May, 2012



## RESURGERE MINES & MINERALS INDIA LIMITED

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

(Rs. in Lacs)

Particular	For the year ended 31st March 2012	For the year ended 31st March 2011
<b>A) Cash Flow from Operating Activities</b>		
Net Profit Before Tax and Extraordinary Items	(7,717.91)	(1,279.45)
Adjustment for:		
Depreciation & Amortization	6,186.57	4,610.83
Dividends	(1.12)	(0.79)
Interest Income	(193.15)	(574.43)
Interest Expenses	1,741.44	1,706.38
Mine Development Activities	(983.92)	(8,437.98)
Pre-operative Expenses incurred	(33.85)	(1.80)
Loss on sale of Fixed Assets	0.78	9.62
(Profit)/Loss due to change in value of Investment	3.52	-
(Profit)/Loss on sale of Investment	-	0.40
Direct Taxes Paid	(43.44)	(154.94)
Operating Profit before Extraordinary Items	<u>(1,041.08)</u>	<u>(4,122.17)</u>
Prior Period Items	(2.69)	(15.11)
Operating Profit before Working Capital Change	<u>(1,043.77)</u>	<u>(4,137.28)</u>
Adjustment for:		
Trade and Other Receivables	(1,811.78)	(14,860.59)
Inventories	316.48	878.88
Trade and Other Payables	4,541.24	12,138.25
Other Current Assets	54.46	(5,421.81)
<b>Net Cash used in Operating Activities (Total A)</b>	<u><b>2,056.62</b></u>	<u><b>(11,402.55)</b></u>
<b>B) Cash Flow from Investing Activities</b>		
Purchases of Fixed Assets	(11.55)	(3,668.62)
Capital Work in Progress	(984.99)	(14,423.16)
Sale of Fixed Assets	5.78	8.89
Interest Income	193.15	574.43
Dividends	1.12	0.79
Other Non Current Assets	-	-
Sale of Investments	-	-
Purchase of Investments	(1.12)	(25.79)
<b>Net Cash used in Investing Activities (Total B)</b>	<u><b>(797.61)</b></u>	<u><b>(17,533.46)</b></u>

## 25TH ANNUAL REPORT 2011-2012

(Rs. in Lacs)

Particular	For the year ended 31st March 2012	For the year ended 31st March 2011
<b>C) Cash Flow from Financing Activities</b>		
Proceeds from Long-Term Borrowings (Net of Repayment)	(286.03)	(2,477.19)
Proceeds from Short-Term Borrowings (Net of Repayment)	349.40	2,466.10
Interest Paid	(1,741.44)	(1,706.38)
Dividend Paid (including tax thereon)	-	-
IPO Expenditure incurred	-	(16.55)
Share Capital	-	3,775.00
Share Warrant Money	-	(2,122.50)
Securities Premium Received	-	29,256.18
Share Issue Expenses	-	(1,142.22)
<b>Net Cash from Financing Activities (Total C)</b>	<b>(1,678.07)</b>	<b>28,032.44</b>
<b>Net Increase in Cash &amp; Cash Equivalents (Total A+B+C)</b>	<b>(419.06)</b>	<b>(903.57)</b>
Cash & Cash Equivalents (Opening Balance)	452.25	1,355.81
Cash & Cash Equivalents (Closing Balance)	33.19	452.24

**Note:**

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standards - 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.
- Previous year figures have been regrouped, reclassified and/or rearranges wherever necessary to compare with figure for the year.
- Cash and Cash Equivalents at the end of the period/ year consists of Cash in Hand and Balances with Banks and are net of Short Terms Loans and Advances from Banks as follows

Particulars	For the year ended 31st March 2012	For the year ended 31st March 2011
Cash in Hand	20.59	45.61
Balances with Banks	12.60	406.63
	33.19	452.24

The schedules referred to above and notes to accounts form an integral part of the financial statements.

As per our Report of even date attached

**For G.L. Mangal & Associates**  
Chartered Accountants  
Firm Registration No. 131017W

Girdhari Lal Mangal  
Proprietor  
Membership No. 076305  
Place: Mumbai  
Date : 30th May, 2012

For and on behalf of the Board of Directors

Managing Director                      Director

Company Secretary

Place: Mumbai  
Date : 30th May, 2012



## RESURGERE MINES & MINERALS INDIA LIMITED

### Notes to Consolidated Financial Statement for the year ended 31st March, 2012

#### 1. Company Overview

Resurgere Mines & Minerals India Limited is a Public Limited Company engaged in the business of extraction, processing & sale of Ore and exploration & development of mining assets. Presently the Company is enjoying long term raising and purchasing rights for Bauxite Mine in the State of Maharashtra and mining rights for Soapstone in the State of Rajasthan.

The Company has also 99.98 % equity holding in Shri Warana Minerals (India) Pvt. Ltd. having another bauxite mine in the State of Maharashtra through its wholly owned subsidiary i.e. Warana Minerals Private Limited.

#### 2. Summary of Significant Accounting Policies

##### 2.1 Basis of Preparation of Financial Statements

- The financial statements have been prepared in compliance with the mandatory Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and Generally Accepted Accounting Principles applicable in India (GAAP). Accounting policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires changes in the accounting policy hitherto in use.
- The financial statements have been prepared under historical cost convention on an accrual basis.
- Basis of Consolidation:

The company's consolidated results are in accordance with Accounting Standard 21 on "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India (ICAI) and consists of the following:

Sr. No	Name of the Company	Country of Incorporation	Proportion (%) of shareholding as on 31st March, 2012	Proportion (%) of shareholding as on 31st March, 2011
i	Warana Minerals Private Limited	India	100.00	100.00
ii	Shri Warana Minerals (India) Private Limited	India	99.98	60.00
iii	Resurgere Sponge Iron Limited	India	100.00	-
iv	Resurgere Ferro Alloys Limited	India	100.00	-
v	Resurgere Industries Limited	India	100.00	-
vi	Resurgere International FZE	UAE	100.00	100.00
vii	Resurgere Coal India LLP	India	70.00	70.00

The financial statements of the Company and its subsidiaries has been combined on a line-by-line basis, except for JCE, where items have been considered on proportionate basis, by adding together the balances of like items of assets, liabilities, income and expenditure after fully eliminating the intra- group balances and intra-group transactions resulting in unrealized profit or loss.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.

Excess of cost of investments to the Company in the subsidiary over its corresponding portion of equity in the subsidiary on the date of its investment is recognized as Goodwill in the consolidated financial statements or is recognized as Capital Reserve in other cases.

##### 2.2 Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known /materialized.

##### 2.3 Revenue Recognition

Revenue from sale of goods is recognized when significant risks and rewards of ownership are transferred to the customers exclusive of Sales Tax and Duties. Sales are net of trade discounts and sales tax.

Interest Income is recognized on time proportion basis taking in to account the amount outstanding and rate applicable.



**2.4 Fixed Assets**

Fixed Assets are stated at cost (net of Cenvat Credit) of acquisition/construction and includes amounts added on revaluation, less accumulated depreciation and impairment loss. Cost includes direct expenses as well as clearly identifiable indirect expenses incurred to bring the assets to their working condition for its intended use.

Expenditure During Project Implementation Period:

All expenditure, including advances given during the project implementation period, is accumulated and disclosed as capital work-in-progress until the assets are ready for commercial use.

**2.5 Intangible Assets**

Intangible Assets are stated at cost of acquisition less accumulated amortization.

**2.6 Depreciation and Amortisation**

Depreciation on Fixed Assets (other than, wagons and screening & crushing machinery) is provided on 'Straight Line Method' in the manner and at the rates specified in Schedule XIV of the Companies Act, 1956. However, Machinery spares which can be used only in connection with an item of Fixed Assets and whose use is expected to be irregular are depreciated over its useful life. Also individual capital items of upto a value of Rs. 5,000/- added during the year has been fully depreciated. Depreciation on railway wagons has been provided at the rate of 10% per annum on straight line method commensurate to its ownership tenure as provided in the WIS agreement with the Indian Railways. The earlier estimates of useful life for screening and crushing machineries have undergone a change to 10 years, from the date of purchase, taking into account, inflation and obsolescence, necessitating reduced useful life.

**2.7 Impairment of Assets**

The Company assesses fixed assets at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the assets belongs, is less than the carrying amount, carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

**2.8 Inventories**

Inventories are valued at weighted average cost or net realizable value, whichever is lower.

**2.9 Foreign Currency Transactions**

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing at the time of the transaction.

Monetary items denominated in foreign currencies at the period-end are translated at closing rates. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of transaction and investment in foreign companies are recorded at the exchange rates prevailing on the date of making the investments. Contingent Liabilities are translated at closing rate.

Exchange differences arising on the settlement of monetary items or on restatement of monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

**2.10 Segment**

In accordance with the requirements of Accounting Standard 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the Company's business constitutes only one reportable business segment being Mining & Trading of Ore and hence no separate disclosure to attributable Revenues, Profits, Assets, Liabilities, and Capital Employed are given.

**2.11 Retirement Benefits****a) Defined Contribution Plan**

Contribution to defined contribution plans are recognized as expense in the Profit and Loss Account, as they are incurred.

**b) Defined Benefit Plan**

Company's liabilities towards gratuity are determined using the projected unit credit method based on actuarial valuation as at Balance Sheet date. Actuarial gains / losses are recognized immediately in the Profit and Loss Account. Long term compensated absences are provided for based on Actuarial valuation.



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### 2.12 Miscellaneous Expenditure:

#### Initial Mine Development Expenses:

In open pit mining operations, removal of initial overburden and other barren waste materials are necessary for economical extraction of ore. The process of mining overburden and waste materials is referred to as stripping. The management has decided to amortise such expense in 60 months from the date of incurrance of the expenditure at Maharajpur Mines.

Expenses on initial development at “Tatiba Mines” & “Dhelana Mines” continue being amortized over a period of 5 years from the month in which the expenditure is incurred as estimated by the management.

#### Subsequent Mine Development Expense:

During the financial year the Company during the course of excavation activity at the Nuagaon mine situated in the State of Orissa has found soft ore (blue dust) in the said mine. Soft Ore has significantly lesser economic value and the company after considering all commercial implications has decided to discontinue excavation activity on the said site within the mine. The company has already started development of an alternate site immediately adjacent to its existing mine site. The management has decided to amortise the expense in 18 months from the date of incurrance of the expenditure.

### 2.13 Investments

Long-term investments are stated at cost. Provision for diminution in the value of long-term investments is made if such decline is other than temporary in nature.

Current investments are carried at cost or fair value whichever is less.

### 2.14 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### 2.15 Income Tax

Tax expense comprises of current tax and deferred tax. Current tax and deferred tax are accounted for in accordance with Accounting Standard 22 on “Accounting for Taxes on Income”, issued by the Institute of Chartered Accountants of India (“ICAI”).

Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income taxes reflect the impact of the current period timing differences between taxable incomes and accounting income for the period and reversal of timing differences of earlier years / period. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available except that deferred tax assets arising on account of unabsorbed depreciation and losses are recognized if there is virtual certainty that sufficient future taxable income will be available to realize the same.

### 2.16 Provision

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

### 2.17 Contingent Liabilities

Contingent Liabilities, if any, are disclosed in the Notes to Accounts. Provision is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end till the approval of the accounts by the Board of Directors and which have material effect on the position stated in the Balance Sheet.

### 2.18 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

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

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**3. Share Capital**

Particulars	As at 31 March 2012		As at 31 March 2011	
	Number	Amount	Number	Amount
<b>Authorised</b>				
Equity Shares of Rs 1/- each	7500000000	75,000.00	7500000000	75,000.00
<b>Issued, Subscribed &amp; Paid up</b>				
Equity Shares of Rs 1/- each fully paid	1988746440	19,887.46	1988746440	19,887.46
<b>Total</b>	<b>1988746440</b>	<b>19,887.46</b>	<b>1,988,746,440</b>	<b>19,887.46</b>

**a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

Particulars	As at 31 March 2012		As at 31 March 2011	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	1988746440	19,887.46	285415500	2,854.16
Shares issued during the year	-	-	1703330940	17,033.31
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	1988746440	19,887.46	1988746440	19,887.46

**b) Details of shareholders holding more than 5 % shares in the company**

Name of Shareholder	As at 31 March 2012		As at 31 March 2011	
	No. of	% of Holding	No. of	% of Holding
	<b>Shares held</b>		<b>Shares held</b>	
Mr. Subhash Sharma	150946844	7.59%	200869390	10.10%
M/s. Runwell Steel Pvt. Ltd.,	-	-	132925000	6.68%
The Bank Of New York Mellon	-	-	266374440	13.39%

**c) Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five year immediately preceeding the reporting date**

Particulars	Year (Aggregate No. of Shares)				
	2011-12	2010-11	2009-10	2008-09	2007-08
<b>Equity Shares :</b>					
Fully paid up pursuant to contract(s) without payment being received in cash	NIL	NIL	NIL	NIL	NIL
Fully paid up by way of bonus shares	NIL	1325830960	NIL	NIL	NIL
Shares bought back	NIL	NIL	NIL	NIL	NIL



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### 4. Reserves and Surplus

(Rs. in Lacs)

Particulars	As at 31 March 2012	As at 31 March 2011
<b>a) Foreign Exchange Fluctuation Reserve</b>		
Balance as per last financial statements	(106.56)	-
Profit / (loss) on Exchange Fluctuation during the year	1,484.06	(106.56)
Closing Balance	1,377.50	(106.56)
<b>b) Securities Premium Account</b>		
Balance as per last financial statements	36,135.97	21,280.32
Add : Securities premium credited on Share issue	-	29,256.18
Less : Premium Utilised for Issuing Bonus Shares	-	14,400.53
Closing Balance	36,135.97	36,135.97
<b>c) Capital Reserve</b>		
Opening Balance	120.00	120.00
Additions during the year	-	-
Closing Balance	120.00	120.00
<b>d) Surplus</b>		
Balance as per last financial statements	12,882.67	14,493.38
Add: Net Profit for the current year	(7,723.91)	(1,610.71)
Less: Proposed Dividends (including Dividend Tax)	-	-
Closing Balance	5,158.77	12,882.67
<b>Total</b>	<b>42,792.24</b>	<b>49,032.09</b>

### 5. Long-Term Borrowings

Particulars	Non- Current		Current Maturities	
	As at 31 March 2012 Amount	As at 31 March 2011 Amount	As at 31 March 2012 Amount	As at 31 March 2011 Amount
Secured Loan				
Term loans*				
from banks	834.24	1,120.27	-	-
<b>Total</b>	<b>834.24</b>	<b>1,120.27</b>	<b>-</b>	<b>-</b>

\* Term loan taken from Union Bank of India for acquisition of Plant & Machinery and Equipments for Maharajpur mines at Orissa. Repayment of Instalment was not made from May-2011 and interest payment on the same payment was not made from Jun-2011

\* Due to non payment of instalment as well as interest, Union Bank of India has declared same term loan as NPA.

\* Term loan is secured by exclusive charge on the underlying plant & machineries. Collateral security by way of pledge of shares of the company owned by the director/s and lien on fixed deposit. The loan is further secured by personal guarantee of one of the director.

\* Installment overdue - Rs.619.48 Lacs (from May-2011 to Mar-2012) and Interest overdue - Rs.112.86 Lacs (from Jun-2011 to Mar-2012)

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**6. Deferred Tax Liability**

Particulars	As at 31 March 2012	As at 31 March 2011	Charge for the Year
WDV of FA	1,272.34	1,272.22	0.12
Gratuity	(8.20)	(8.20)	-
Pre-Operative / Preliminary Expenses	(4.09)	(4.09)	-
Loss for FY 10-11	(2,505.85)	(2,505.85)	-
Mine Development Charges	2,807.16	2,807.16	-
Difference of MAT & Normal Tax	(422.46)	(422.46)	-
<b>Total</b>	<b>1,138.91</b>	<b>1,138.79</b>	<b>0.12</b>

**7. Provisions**

Particulars	Long Term		Short Term	
	As at 31 March 2012 Amount	As at 31 March 2011 Amount	As at 31 March 2012 Amount	As at 31 March 2011 Amount
a) Provision for employee benefits				
Salary Payable	-	-	29.46	12.37
Contribution to PF, ESIC, LWF & PT	-	-	17.53	2.71
Gratuity (unfunded)	25.84	25.28	-	-
other Provision	3.19	-	-	-
	29.03	25.28	46.99	15.08
b) Others				
Provision for Tax	-	-	2,141.71	2,168.22
	-	-	2,141.71	2,168.22
<b>Total</b>	<b>29.03</b>	<b>25.28</b>	<b>2,188.70</b>	<b>2,183.30</b>

**8. Short-Term Borrowings**

(Rs. in Lacs)

Particulars	As at 31 March 2012	As at 31 March 2011
Secured		
Cash Credits from Scheduled banks*	11,127.51	10,839.18
	<u>11,127.51</u>	<u>10,839.18</u>
Unsecured Loan		
from Directors	47.09	7.00
from Associates Companies	353.59	100.00
from Others	18.79	251.40
	<u>419.47</u>	<u>358.40</u>
<b>Total</b>	<b>11,546.98</b>	<b>11,197.58</b>

\* Cash Credit / Short Term Loan taken from Bank of India, State Bank of India, Union Bank of India, IndusInd Bank and Barclays Bank for working capital requirement. Repayment of Instalment was not made from May-2011 and Interest payment on the same payment was not made from Jan-2011

\* The banks has declared same working capital / Short Term Loan as NPA due to non payment of interest as well as principle amount on demand.

\* All loans are secured by first pari-passu charge on the entire current assets of the company and lien on fixed deposits. Collateral security by way of mortgage of residential property and office premises belonging to a director and a partnership firm (in which a director is partner) respectively on pari-passu basis. Personal Guarantee of one of the directors, a relative of director and also Guarantee of a partnership firm in which director is partner.

\* Working Capital outstanding - Rs.10,239.37 Lacs (on 31-Mar-2012) ; Interest overdue - Rs.1,774.39 Lacs (from Jan-2011 to Mar-2012) and Bank charges overdue - Rs.35.06 Lacs (from Feb-2011 to Mar-2012).

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## 9. Trade Payables

(Rs. in Lacs)

Particulars	As at 31 March 2012	As at 31 March 2011
Micro, Small and Medium Enterprises*		
Others**	15,825.07	13,992.36
<b>Total</b>	<b>15,825.07</b>	<b>13,992.36</b>

\* The names of the Micro, Small and Medium Enterprises suppliers defined under "The Micro Small and Medium Enterprises Development Act 2006" could not be identified, as the necessary evidence is not in the possession of the Company.

\*\* Outstanding trade payables are as per books of accounts and subject to confirmation and reconciliation with the parties.

## 10. Other Current Liabilities

Other payables		
Duties and Taxes	47.17	225.12
Advance from customers	5.95	-
Bank Interest Payable *	1,034.17	-
ROC Filing Fees	65.36	-
Creditors for Capital Goods**	775.34	-
Other Liabilities **	1,147.91	148.20
<b>Total</b>	<b>3,075.90</b>	<b>373.32</b>

\* Interest on Term Loan overdue - Rs.112.86 Lacs (from Jun-2011 to Mar-2012) and Interest on Working Capital overdue - Rs.921.31 Lacs (from Jun-2011 to Mar-2012)

\*\* Outstanding Creditors for Capital Goods and Other Liabilities are as per books of accounts and subject to confirmation and reconciliation with the parties.

## 11. Fixed Assets

(Rs. In Lacs)

Particular	Gross Block					Accumulated Depreciation				Net Block	
	Balance as at 1 April, 2011	Additions	Other Adjustments	Deductions	Balance as at 31 March 2012	Balance as at 1 April 2011	Depreciation charge for the year	On disposals	Balance as at 31 March 2012	Balance as at 31 March 2012	Balance as at 31 March 2011
	a) Tangible Assets										
Plant and Machinery	21,917.76				21,917.76	2,248.19	2,244.62		4,492.81	17,424.95	19,669.57
Electrical Installations	9.53				9.53	3.11	0.45		3.56	5.97	6.42
Furniture's & Fittings	47.59				47.59	16.73	3.01		19.74	27.85	30.87
Office Equipments	43.34				43.34	10.76	2.13		12.89	30.45	32.58
Motor Vehicles	221.47	11.91		20.62	212.77	78.09	20.84	14.06	84.87	127.90	143.38
Computers	18.24	1.26			19.51	12.13	3.03		15.16	4.35	6.12
Land including Development	14.16	0.12			14.28	-			-	14.28	14.16
<b>Total</b>	<b>22,272.10</b>	<b>13.29</b>	<b>-</b>	<b>20.62</b>	<b>22,264.78</b>	<b>2,369.00</b>	<b>2,274.08</b>	<b>14.06</b>	<b>4,629.02</b>	<b>17,635.75</b>	<b>19,903.10</b>
Previous Year	20,634.08	3,668.22	-	30.21	24,272.09	452.86	3,927.85	11.70	4,369.01	19,903.08	20,181.24

Capital Work In Progress (Including advances)

Particular	Gross CWIP				Capitalization 31 March 2012	Net CWIP	
	Balance as at 1 April, 2011	Additions	Deductions	Balance as at		Balance as at	Balance as at
	During the Year					31 March 2012	31 March 2011
During the year							
Plant and Machinery	16,057.21	-	-	16,057.21	-	16,057.21	
<b>Total</b>	<b>16,057.21</b>	<b>-</b>	<b>-</b>	<b>16,057.21</b>	<b>-</b>	<b>16,057.21</b>	
Previous Year	16,057.21	18,054.50	-	19,688.56	3,631.34	1,634.06	

Note: Capital Work In Progress is abbreviated by CWIP

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**12. Non-Current Investment**

(Rs. in Lacs)

Particulars	As at 31 March 2012	As at 31 March 2011
Other Investments		
(a) Investment in Equity instruments	1.50	1.50
(b) Investments in preference shares		
(c) Investments in other securities	38.44	40.84
<b>Total</b>	<b>39.94</b>	<b>42.34</b>
Aggregate amount of quoted investments	38.44	40.84
Aggregate amount of unquoted investments	1.50	1.50

**Details of Non-Current Investment**

Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid/ Fully paid	Amount	
		2012	2011			2012	2011
<b>a) Investment in Equity Instruments</b> <b>Long Term, Non - Trade</b> The City Co-operative Bank Limited Equity Shares of Rs. 25/- each	Others	6,010	6,010	Unquoted	Fully paid	1.50	1.50
<b>b) Investments in Government or Trust securities</b> <b>Current Investments In Mutual Fund</b> <b>Quoted. Non - Trade</b> SBI Mutual Fund Magnum Insta Cash Fund - Daily Dividend Option NAV - Rs.1675.03/- (Previous Year NAV - Rs.16.7503) for each unit	Others	755.4167	70,705.6462	Quoted	Fully paid	12.65	11.84
SBI PSU Fund Short Term Fund - Institutional Scheme - Daily Dividend Option NAV - Rs.8.43/- (Previous Year NAV - Rs.9.84) for each unit	Others	250,000	250,000	Quoted	Fully paid	21.08	24.60
Birla Sun Life Mutual Fund Dynamic Bond Fund - Retail Quarterly Dividend NAV - Rs.11.3256/- (Previous Year NAV - Rs.11.2745) for each unit	Others	5,428.691	5,079.011	Quoted	Fully paid	0.60	0.56
ICICI Prudential Mutual Fund Flexible Income Plan - Daily Dividend Option NAV - Rs.105.735/- (Previous Year NAV - Rs.105.735) for each unit	Others	3,884.354	3,624.586	Quoted		4.11	3.83
<b>Total</b>						<b>39.94</b>	<b>42.34</b>



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### 13. Other Non-Current Assets

(Rs. in Lacs)

Particulars	As at 31 March 2012	As at 31 March 2011
Miscellaneous Expenditure (To the extent not written - off or adjusted)		
<b>(a) GDR Issue Expenses</b>		
Opening Balance	-	-
Addition during the period	-	959.95
Less: Written - off during the period	-	(959.95)
	-	-
<b>(b) Preliminary and Pre-operative Expenses</b>		
Opening Balance	64.26	62.46
Addition during the period	33.85	1.80
Less: Written - off during the period	-	-
	98.12	64.26
<b>(c) IPO Expenditure</b>		
Opening Balance	16.55	16.55
Addition during the period	-	-
Less: Written - off during the period	-	-
	16.55	16.55
<b>(d) Mine Development Expenses</b>		
Opening Balance	8,652.06	896.65
Addition during the period	983.92	8,437.98
Less: Written - off during the period	(3,912.49)	(682.57)
	5,723.50	8,652.06
<b>Total</b>	<b>5,838.16</b>	<b>8,732.87</b>

### 14. Inventories

Raw material	1,564.31	1,568.32
Work-in progress	6.06	5.23
Finish goods	1,220.44	1,533.74
<b>Total</b>	<b>2,790.81</b>	<b>3,107.29</b>



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### 15. Trade Receivables

(Rs. in Lacs)

Particulars	As at 31 March 2012	As at 31 March 2011
Unsecured, considered good unless stated otherwise		
Outstanding for a period exceeding six months from the date they are due for payment	167.18	2,284.07
Less: Provision for doubtful debts	-	-
	<u>167.18</u>	<u>2,284.07</u>
Outstanding for a period less than six months from the date they are due for payment	32,410.52	28,481.85
Less: Provision for doubtful debts	-	-
	<u>32,410.52</u>	<u>28,481.85</u>
<b>Total</b>	<b><u>32,577.70</u></b>	<b><u>30,765.92</u></b>

**Note :-** Outstanding trade receivables are as per books of accounts and subject to confirmation and reconciliation with the parties.

### 16. Cash & Bank Balances

a) Cash and Cash Equivalents		
Cash on hand	20.59	45.61
Balances with Schedule Banks		
In Current Account	12.60	51.76
In Term Deposit Accounts	-	354.87
	<u>12.60</u>	<u>406.63</u>
<b>Total</b>	<b><u>33.19</u></b>	<b><u>452.25</u></b>

### 17. Other Current Assets

Advance recoverable in cash or in kind or for value to be received.	11,709.91	10,230.91
Advances to Suppliers*	1,808.53	1,834.48
Inter - Corporate Deposits	1,840.22	1,813.16
Deposits*	5,925.61	5,932.68
<b>Total</b>	<b><u>21,284.27</u></b>	<b><u>19,811.22</u></b>

\* Advance to Suppliers and Deposits are as per books of accounts and subject to confirmation and reconciliation with the parties.



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### 18. Revenue from Operations

(Rs. in Lacs)

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2011
Sale of products		
Own Mines	1,913.56	46,234.67
Trading	5,298.49	18,084.14
<b>Total</b>	<b>7,212.05</b>	<b>64,318.80</b>

### 19. Other Income

Interest Received		
Interest on Intercompany Deposits	184.64	456.60
Interest on Fixed Deposits	8.51	117.83
Dividends	1.12	0.39
Equipment Rental	258.63	278.06
Misc. Income	5.63	-
<b>Total</b>	<b>458.53</b>	<b>852.88</b>

### 20. Purchase & Direct Expenses

Materials Consumed		
Opening Stocks	1,568.32	1,657.34
Add: Purchases	943.96	17,916.66
	<u>2,512.28</u>	<u>19,573.99</u>
Less: Closing Stocks	1,564.31	1,568.32
	<u>947.97</u>	<u>18,005.67</u>
Less: Closing Stock of Work-In-Progress	6.06	5.23
	<u>941.91</u>	<u>18,000.44</u>
Ore Purchase for Sale - Trading	5,286.36	18,050.88
Direct Expenses		
Extraction Charges	63.09	7,131.63
Labour Charges	-	131.45
Screening Charges	75.27	4,757.08
Crushing Charges	-	8,775.13
<b>Total</b>	<b>6,366.63</b>	<b>56,846.62</b>

### 21. (Increase)/Decrease in Inventories

Inventory at the beginning of the year (Finished Goods)	1,533.74	2,328.83
Inventory at the end of the year (Finished Goods)	1,220.44	1,533.74
<b>(Increase)/Decrease in Inventories</b>	<b>313.30</b>	<b>795.09</b>

### 22. Employee Benefit Expenses

Salaries, Wages & Bonus	221.65	271.72
Company's Contribution to Provident Fund and ESIC	13.91	16.71
Staff welfare Expenses	6.41	21.84
Gratuity Expenses	0.56	9.90
<b>Total</b>	<b>242.52</b>	<b>320.17</b>

## 25TH ANNUAL REPORT 2011-2012

### 23. Finance Cost

(Rs. in Lacs)

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2011
Interest expense		
Bank Interest		
On Term Loan*	139.13	184.78
On Working Capital**	1,588.27	1,448.27
Other Interest	14.03	73.33
Bank Charges	19.82	71.23
<b>Total</b>	<b>1,761.27</b>	<b>1,777.61</b>

\* Interest on term loan has been charged by bank till 31/05/2011. Term loan has been classified as NPA after 31/05/2011 by the bank, therefore bank has stopped charging interest due to RBI norms on NPA classified loans. The Company has accrued interest on estimation basis, at the rate as specified in sanction letter of respective bank, in the books of accounts

\*\* Interest on cash credit working capital loans has been charged by Union Bank of India till May-2011, Bank of India and State Bank of India till June-2011, Indusland Bank till November-2011. The same has been classified as NPA by respective banks, therefore bank has stopped charging interest due to RBI norms on NPA classified loans. The Company has accrued interest on estimation basis, at the rate as specified in sanction letter of respective bank, in the books of accounts.

\*\* Short term loan from Barclays Bank has been classified as NPA by the banks, therefore bank has stopped charging interest due to RBI norms on NPA classified loans. The Company has accrued interest on estimation basis, at the rate as specified in sanction letter of the bank, in the books of accounts.

### 24. Other Expenses

Rent	12.37	14.94
Traveling & Conveyance	65.85	111.04
Communication Costs	24.04	32.39
Repairs & Maintenance (Others)	28.08	7.84
Professional Fees	39.27	82.93
Auditors' Remuneration	17.60	17.46
Foreign Exchange Fluctuation (Net)	138.67	250.75
Discount on Forward Exchange Contract	-	46.25
Commission and Brokerage	-	1.37
Transportation, Stevedoring, Wharfage, Handling & Other Expenses	21.29	54.91
Advertisement & Sales Promotion Expenses	4.54	76.99
Road Development Charges	-	1,114.03
Directors Sitting Fees	10.40	12.60
Balances Written - Off	0.16	37.85
Preliminary Expenses Written Off	3.60	2.78
Loss on discard of Fixed Assets	0.78	9.62
Insurance	15.23	13.30
Miscellaneous Expenses	136.63	213.75
<b>Total</b>	<b>518.19</b>	<b>2,100.80</b>

#### \*Payment to Auditors

a) As Auditors		
Audit Fee	14.08	13.99
Tax Audit Fee	3.52	3.47
<b>Total</b>	<b>17.60</b>	<b>17.46</b>



## RESURGERE MINES & MINERALS INDIA LIMITED

### 25. Contingent Liabilities

Contingent Liabilities not provided for in respect of:

(Rs.in Lacs)

Particular	As on 31-03-2012	As on 31-03-2011
Claims against the Company not acknowledged as debts including interest	137.86	132.52
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	2,112.51	3,973.50

### 26. Basic and Diluted Earnings Per Share

Particulars	2011-12 Amount	2010-11 Amount
A Weighted average number of Equity Shares of Re 1/- each		
i Number of shares at the end of the year	1,988,746,440	1,988,746,440
ii Weighted average number of Equity Shares outstanding during the year	1,988,746,440	1,691,890,290
iii Weighted average number of Potential Equity Shares outstanding during the year	1,988,746,440	1,691,890,290
iv Total number of Potential Equity share for calculating Diluted Earning Per Share	1,988,746,440	1,699,932,755
B Net Profit available for Equity shareholders (Rs. In Lacs)	(7723.91)	(1610.71)
C Basic Earning Per Share (In Rs.) {B/A (ii)}	(0.39)	(0.10)
D Diluted Earning Per Share (In Rs.) {B/A (iv)}	(0.39)	(0.09)

### 27. Segment Reporting:

#### a) Primary (Business) Segment

In accordance with the requirements of Accounting Standard 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the Company's business constitutes only one reportable business segment being Mining & Trading of Ore and hence no separate disclosure to attributable Revenues, Profits, Assets, Liabilities, and Capital Employed are given.

#### b) Secondary (Geographical Segment)

Secondary Segment Reporting is on the basis of geographical location of the customers. The operation of the Company comprises local sales and export sales. The management views the Indian Market and Export Market are distinct geographical segments. The following is the distribution of the Company's sale by geographical markets.

(Rs.in Lacs)

Particulars	2011-12	2010-11
Sales		
India	7,212.05	64,318.80
Exports	-	-
<b>Total</b>	<b>7,212.05</b>	<b>64,318.80</b>

The following are the carrying amount of segment assets by geographical area in which the assets are located

(Rs.in Lacs)

Carrying amount of business segment	2011-12	2010-11
India	97,318.52	98,950.44
Outside India	-	-
<b>Total</b>	<b>97,318.52</b>	<b>98,950.44</b>

## 28. 'Related Party' Disclosure as per Accounting Standard 18: (As identified by the management)

## Names of Related Parties:

## (A) Key Management Personnel:

a. Mr. Subhash A. Sharma	- Chairman Cum Managing Director
b. Mr. Amit Sharma**	- Whole time Director
c. Mr. Alok Ambastha	- Independent Non-Executive Director
d. Mr. Mayur Shah*	- Additional Independent Non-Executive Director
e. Mr. Nitin Sethi**	- Independent Non-Executive Director
f. Mr. Ajay Singh Sethi	- Independent Non-Executive Director
g. Mr. Ashwin Shankar Iyer**	- Independent Non-Executive Director
h. Mr. Jayant Patil	- Independent Non-Executive Director
i. Mr. Shivkumar Sawant	- Independent Non-Executive Director
j. Mr. Ramakant Mishra *	- Independent Non-Executive Director

\* Appointed during the year

\*\* Resigned during the year

## (B) Associates:

a. M/S Exfin Shipping (India)	- Partnership Firm
b. Victory Sponge Private Limited	- Company
c. Eminent Steel private Limited	- Company
d. Runwell Steel Private Limited	- Company
e. Spear petroleum Private Limited	- Company

## Transactions with related parties for the year 2011-2012

Nature of Transaction	In relation to (A) above		In relation to (B) above	
	2011-12	2010-11	2011-12	2010-11
Rent	-	-	3.00	3.00
Directors Remuneration	96.88	130.07	-	-
Professional Fees	-	3.30	-	-
Director Sitting Fees	10.40	12.60	-	-
Commission paid	-	9.00	-	-
Compensation received from Directors	(5.63)	-	-	-
Loans Taken	39.49	3.00	416.34	36.75
Loans Repayment	-	1.00	199.50	0.10
Loan Granted	-	-	-	170.00
Loan Returned Back	-	-	126.33	120.35
Advance Granted	-	-	-	6.43
Advance Returned Back	-	-	-	6.43
Interest received on Loans Given	-	-	(2.14)	(15.58)
Sales	-	-	-	8.05
Realisation from debtors	-	-	-	8.05
<b>Outstanding Balances:</b>				
Short-Term Borrowings	(34.69)	(7.00)	(365.39)	(136.75)
Short-Term Provisions	(22.45)	(4.06)	-	-
Other Current Liabilities	-	-	(6.27)	(3.27)
Other Current Assets	-	-	204.40	328.59

## Note:

- Income / Liabilities are shown as minus figure.
- There is no write off / write back from / to related parties.



## RESURGERE MINES & MINERALS INDIA LIMITED

### (C) Disclosure in respect of material transactions with related parties:

(Rs.in Lacs)

Nature of Transaction	Name of Related Party	2011-2012	2010-2011
Rent	Exfin Shipping (India)	3.00	3.00
Directors Remuneration	Mr. Subhash Sharma	86.08	103.81
	Mr. Amit Sharma	10.80	26.26
Professional Fees	Mr. Ashwin Shankar Iyer	-	3.30
Director Sitting Fees	Mr. Nitin Sethi	1.60	4.80
	Mr. Ajay Sethi	3.40	2.20
	Mr. Ashwin Shanker Iyer	1.60	1.80
	Mr. Alok Ambastha	2.80	-
	Mr. Mayur Shah	1.00	-
	Mr. Burzin Somandy	-	1.80
	Mr. I.D. Agarwal	-	2.00
Commission paid	Mr. Burzin Somandy	-	3.00
	Mr. I.D. Agarwal	-	3.00
	Mr. Nitin Sethi	-	3.00
Compensation received from Directors	Mr. Amit Sharma	(5.63)	-
Loans Taken	Mr. Subhash A. Sharma	34.69	-
	Victory Sponge Private Limited	56.67	-
	Eminent Steel private Limited	131.37	36.75
	Runwell Steel Private Limited	228.30	-
Loans Repayment	Eminent Steel private Limited	7.50	-
	Runwell Steel Private Limited	192.00	-
	Exfin Shipping (India)	-	0.10
Loan Granted	Runwell Steel Private Limited	-	170.00
Loan Returned Back	Runwell Steel Private Limited	126.33	120.35
Advance Granted	Exfin Shipping (India)	-	6.43
Advance Returned Back	Exfin Shipping (India)	-	6.43
Interest received on Loans Given	Runwell Steel Private Limited	(2.14)	(15.58)
Sales	Exfin Shipping (India)	-	8.05
Realisation from debtors	Exfin Shipping (India)	-	8.05

29 In the opinion of the Management, the Current Assets, Loans & Advances are approximately of the value stated and are realizable in the ordinary course of business. The provisions for all known liabilities are adequate.

30 Confirmation letters have been sent by the Company in respect of balances reflected under Sundry Debtors, Sundry Creditors and Loans and Advances. In view of confirmations having been received from only some of the parties, the

## 25TH ANNUAL REPORT 2011-2012

balance under these heads have been shown as per books of accounts and are subject to reconciliation and adjustment, if any.

### 31 Taxes on Income:

- a) As there is a loss during the year, therefore provision for Taxation for the year has not been made in accordance with the provisions of the Income Tax Act, 1961
- b) The accumulated balance in Net Deferred Tax Liability comprises of: (Rs.in Lacs)

Particulars	Opening Balance Deferred Tax Liability / (Asset)	Current Year Change Liability/ (Assets)	Closing Balance Deferred Tax Liability/(Asset)
Deferred Tax Liability / (Assets)			
Depreciation	1272.22	0.12	1272.34
Disallowance under Income Tax Act			
Provision for Gratuity	(8.21)	-	(8.21)
Pre-operative Expenses	(4.09)	-	(4.09)
Miscellaneous Expenditure allowed as deduction in Income Tax	2807.16	-	2807.16
Carry forward of Un-adjusted Minimum Alternate Tax	(422.45)	-	(422.45)
Income Tax Loss carried forward	(2505.85)	-	(2505.85)
Deferred Tax Liability/(Assets) [Net]	1138.79	0.12	1138.91

\* As there is a loss during the year, therefore provision for Deferred Tax Liability / (Asset) for the year has not been made.

- 32 The annual accounts of the subsidiary companies and the related detailed information shall be made available to shareholders seeking such information at any point of time. The annual accounts of the subsidiary companies shall also be kept for inspection by any shareholders in the head office of the holding company and of the subsidiary companies concerned. The holding company shall furnish a hard copy of details of accounts of subsidiaries to any shareholder on demand.
- 33 Figures less than Rs. 500/- has been shown at actual wherever statutorily required to be disclosed since figures have been rounded off to the nearest of rupees in Thousand.
- 34 Figures of the previous year have been reworked, regrouped, rearranged and reclassified, wherever necessary, to compare with the figures of the current year.

As per our report of even date attached

**For G.L. Mangal & Associates**  
Chartered Accountants  
Firm Registration No. 131017W

**Girdhari Lal Mangal**  
Proprietor  
Membership No. 076305

Place: Mumbai  
Date : 30th May, 2012

For and on behalf of Board of Directors

*Managing Director* *Director*

*Company Secretary*

Place: Mumbai  
Date : 30th May, 2012

### Summary of Financial Information of Subsidiary Companies

(Rs. In Lacs)

Sr. No.	Name of the Company	Reporting Currency	Exchange rate	Capital	Reserves	Total Assets	Total Liabilities	Investments (excluding Investment in Subsidiaries)	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	Country
1	Warana Minerals Pvt. Ltd.	INR	1.00	129.80	1,844.23	2,137.34	2,137.34	-	1,821.38	8.98	3.31	5.67	-	India
2	Shri Warana Minerals (India) Pvt. Ltd.	INR	1.00	4.50	-	2,069.69	2,069.69	-	-	(5.27)	-	(5.27)	-	India
3	Resurgere Sponge Iron Ltd.	INR	1.00	100.00	(0.81)	816.63	816.63	-	-	(0.81)	-	(0.81)	-	India
4	Resurgere Ferro Alloys Ltd.	INR	1.00	100.00	(0.65)	105.37	105.37	-	-	(0.65)	-	(0.65)	-	India
5	Resurgere Industries Ltd.	INR	1.00	100.00	(0.15)	101.94	101.94	-	-	(0.15)	-	(0.15)	-	India
6	Resurgere Coal India LLP	INR	1.00	9.53	-	21.56	21.56	-	-	(11.87)	-	(11.87)	-	India
7	Resurgere International FZE*	AED	13.9391	13.94	-	11,668.10	11,668.10	-	-	(5.00)	-	(5.00)	-	UAE

\*Amount reported in equivalent INR.





**25TH ANNUAL REPORT 2011-2012**

# RESURGERE MINES & MINERALS INDIA LIMITED

Registered Office : 156, Maker Chamber – III, Nariman Point, Mumbai – 400 021, India

## PROXY

Reg. Folio No. .... No. of Shares held .....

I/We .....

.....of.....

.....Being a Member/ Members of **RESURGERE MINES & MINERALS INDIA LIMITED**

hereby appoint .....of.....or

failing him.....of.....as

my/ our proxy to vote for me/ us on my behalf at the 25TH ANNUAL GENERAL MEETING of the Company to be held on Friday the 28th September, 2012 and at any adjournment thereof.

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

Signature .....

Affix  
Rupee. 1  
Revenue  
Stamp

Note : This form duly completed and signed must be deposited at the Registered office of the Company not less than 48 hours before the Meeting.

# RESURGERE MINES & MINERALS INDIA LIMITED

Registered Office : 156, Maker Chamber – III, Nariman Point, Mumbai – 400 021, India

## ATTENDANCE

(To be handed over at the entrance of the Meeting Hall)

25th Annual General Meeting - 28th September, 2012

I hereby record my presence at the 25TH ANNUAL GENERAL MEETING of the company held on Friday, 28th September 2012 at 10.00 a.m. at "GMS Banquet Hall" Sitladevi Complex, 1st Floor, D. N. Nagar, Opp. Indian Oil Nagar, on Link Road, Andheri (West), Mumbai – 400 053

Full name of Member (IN BLOCK LETTERS).....

Reg. Folio No./ Demat ID.....

No. of shares held.....

Full name of Proxy (IN BLOCK LETTERS)  
.....

.....  
Member's / Proxy Signature

**BOOK - POST**

**To**

*If undelivered, please return to :*

**RESURGERE MINES & MINERALS INDIA LIMITED**

156, Maker Chamber – III,  
Nariman Point,  
Mumbai – 400 021, India



# **RESURGERE MINES & MINERALS INDIA LIMITED**

**25<sup>TH</sup> ANNUAL REPORT  
2011-2012**

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