

FORM A
(Pursuant to Clause 31 (a) of Listing Agreement)

No.	Particulars	Details
1.	Name of the Company	BCL Industries & Infrastructures Limited
2.	Annual Standalone financial statements for the year ended	31 st March, 2014
3.	Type of Audit observation	Un-Qualified
4.	Frequency of observation	Not Applicable

For BCL Industries & Infrastructures Limited


Managing Director


Whole-Time Director


Chairman Audit Committee


Company Secretary


Chief Financial Officer

38th Annual Report 2013-14



BCL Industries
& Infrastructures Ltd.



BOARD OF DIRECTORS

Shri Rajinder Mittal

Managing Director

Shri R.C. Nayyar

Chairman & Additional Director

Shri S. N. Goyal

Whole Time Director

Shri V. K. Nayyar

Director

Smt. Meenu Mittal

Additional Director

COMPANY SECRETARY

Smt. Kangan Dhamija

AUDITORS

M/s. P. Mittal & Co.,
Chartered Accountants,
Mittal Street, Amrik Singh Road,
Bathinda-151 005.

INTERNAL AUDITORS

M/s. Kamal Parshotam Jain & Co.
Chartered Accountants,
16916, Street No. 1 / 2,
Basant Vihar,
Bathinda-151 005.

MAIN BANKERS

Punjab National Bank,
Bank Street,
Bathinda-151 001

REGISTERED OFFICE & WORKS

Hazi Rattan Link Road,
Post Box No. 71,
Bathinda-151 001.

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NOTICE

Notice is hereby given that the thirty-eighth 38th Annual General Meeting of the members of BCL Industries & Infrastructures Limited will be held on Saturday, 13th Day of September, 2014 at 3.30 p.m. at Ganpati Enclave, Dabwali Road, Bathinda (Punjab) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended on that date and reports of the Board of Directors and Auditors and Corporate Governance report thereon.
2. To appoint a Director in place of Sh. Sat Narain Goyal, who retires by rotation and being eligible offers himself for his re-appointment.
3. To declare a Final Dividend on equity shares for the financial year ended 31st March, 2014.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. P. Mittal & Co., Chartered Accountants, Bathinda (Membership No.-081456), be and is hereby appointed as Statutory Auditor of the Company, to hold office from the conclusion of 38th Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

5. **To regularize the appointment of Smt. Meenu Mittal as Independent Director of the company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made there under, and the Articles of Association of the Company, Smt. Meenu Mittal who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 30.07.2014, effectively and who holds office up to the date of this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013, and Article 80 of the Articles of Association of the Company, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years not be liable to retire by rotation.”

6. **To regularize the appointment of Sh. Ramesh Chander Nayyar as Independent Director of the company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made there under, and the Articles of Association of the Company, Sh. Ramesh Chander Nayyar who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 14.08.2014, effectively and who holds office up to the date of this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013, and Article 80 of the Articles of Association of the Company, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years not liable to retire by rotation”

7. **To appoint Sh. Varinder Kumar Nayyar as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Companies Act, 2013, Sh. Varinder Kumar Nayar, Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019 not liable to retire by rotation.”

8. To give authority to Board of Directors to Borrow upto Rs. 500 crores, and in this regard to consider and if thought to fit to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing, any sums of money not exceeding Rs. 500 Crores (Five Hundred Crores) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or any Committee or person(s) authorized by the Board be and is/are hereby authorised to finalise, settle and execute such documents and to do all acts, deeds, matters and things, as may be required."

9. To accept deposits from public and in this regard to consider and if thought to fit to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to section 73 and 76 of the Companies Act, 2013, Rule 2(1)(d) and 2(1)(e) of Companies (Acceptance of Deposits) Rules, 2014 and, or Companies Act 1956, and all other applicable rules and regulations, consent of the members of the company be and is hereby accorded to invite/accept/renew /receive money by way of secured or unsecured deposits, loan or in any other form, from public, in any form or manner, through circular, advertisement or through any other permissible mode, up to permissible limits as prescribed under the provisions of law and on all such terms and conditions as Board of Directors of the company in their sole discretion deem fit and necessary.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or any Committee or person(s) authorized by the Board be and is/are hereby authorised to finalise, settle and execute such documents and to do all acts, deeds, matters and things, as may be required."

10. To authorize Board of Director to consider merger of Kissan Fats Limited and Ganpati Townships Limited with BCL Industries & Infrastructures Limited and in this regard to consider and if thought to fit to pass with or

without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT subject to the approval of SEBI (Securities and exchange Board of India), ROC(Registrar of companies), Stock Exchanges, Income Tax Authorities, and other Government or Semi-Government Authorities as applicable under the provisions of Companies, Act 2013, or any other land of law, consent of members be and is hereby accorded to the Board of Directors of the Company to consider the merger/amalgamation of Kissan Fats Limited and Ganpati Townships Limited with BCL Industries & Infrastructures Limited in order to strengthen the company.”

11. To authorize Board of Director to consider further issue of Equity Shares including redeemable/non-redeemable preference shares/sweat equity and convertible/non-convertible debentures and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Special resolution;

“RESOLVED THAT pursuant section 62 of Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and subject to the approval from SEBI (Securities and exchange Board of India), Stock Exchanges, and other Government or Semi-Government Authorities, as applicable, the consent of the members be and is hereby accorded to the Board of Directors of the Company to offer, issue and allot equity shares including redeemable/non-redeemable

preference shares/sweat equity and convertible/non-convertible debentures.

RESOLVED FURTHER THAT the securities to be issued and allotted shall rank pari- passu with the existing equity shares of the Company in all respects including payment of dividend except otherwise decided by the Board of Directors and approved by competent authorities.”

12. To amend Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, the Articles of Association of the Company draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the Regulation contained in the existing Articles of Association of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

for and on behalf of the Board

**Place : Bathinda (Punjab)
Dated : 19th August, 2014**

**Kangan Dhamija
Company Secretary**

NOTE:

- 1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than forty eight hours (48 hours) before the commencement of the meeting. A proxy form for the AGM is enclosed.**

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
2. With effect from April 01, 2014, inter-alia, provisions of section 149 of Companies Act, 2013, has been brought into force. In terms of the said section read with section 152(6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors. Therefore, the directors to retire by rotation have been re-ascertained on the date of this notice. Accordingly, Sh. Sat Narain Goyal, Director of the company will retire at the ensuing annual general meeting and being eligible offers himself for re-appointment. In terms of clause 49 of the listing agreement with the Stock exchange, details of director retiring by rotation at the ensuing annual general meeting is given in annexure to this notice.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Pursuant to Clause 49 of Listing Agreement, profile of Directors proposed for Appointment / reappointment being given in a statement containing details of the concerned directors is attached hereto.
5. Statement as required under section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
6. The Register of members and share transfer books of the Company will remain closed from 10th September, 2014 to 13th September, 2014 (both days inclusive).
7. Subject to the provisions of section 126 of the Companies Act, 2013, dividend as recommended by the Directors for the year ended 31st March, 2014, will be payable to those Members, whose names appear in the Register of Members as on September 9th, 2014 and in respect of shares held in dematerialized form, as per the list of beneficial owners furnished to the Company by NSDL/CDSL, as on September 9th, 2014.

 - (i) In respect of shares held in electronic/demat form, beneficial owners are requested to notify any change in their address, bank account etc. to their respective Depository Participant.
 - (ii) Members holding shares in physical form are requested to notify any change in their address, bank account, etc. to the Company or to the Registrar and Transfer Agent.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic format, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can

submit their PAN to the Company.

9. Voting through electronic means:

Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, September 7th, 2014 from 10.00 a.m. to 06.00 p.m. and ends on Tuesday, September 9th, 2014 from 10.00 a.m. to 06.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off

date (record date) of August 14th, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the e-voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Physical Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio no is less than 8 digits enter the applicable number of 0's before the folio number. Eg. if your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field . • Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital letter followed by 8 digit CDSL client id. For example: in case of your name is Rahul Mishra and Demat A/C No. Is 120587000001234 then default value of PAN is RA00001234

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as in the Dividend Bank details field .

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
- ❖ Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporate.
 - ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ❖ After receiving the login details they have to create a user would be able to link the account(s) for which they wish to vote on.
 - ❖ The list of accounts should be mailed to

helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- ❖ They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. No.(xvi) above to cast vote.
- (B) The voting period begin on 7th September, 2014 at 10.00 a.m. and ends on 9th September, 2014 at 6.00 p.m. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to [helpdesk.evoting @ cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- M/s.S.Parnami & Associates, Company Secretaries, Bathinda have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The scrutinizer shall within a period of not exceeding three working days from the

conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website www.mittalgroup.co.in and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

Item no.5

Pursuant to Section 149(1) of the Companies Act, 2013, every listed company needs to appoint a Woman Director on the Board of the Company within one year from commencement of the Companies Act, 2013. The Board thus at their meeting held on July 30th, 2014 appointed Smt. Meenu Mittal as Additional Director of the Company pursuant to Section 161(1) read with Section 149(1) of the Companies Act, 2013 and Article 80 of the Articles of Association of the Company. Smt. Meenu Mittal holds office up to the date of the forthcoming Annual General Meeting and thus is hereby appointed as Independent Director of the company.

Details of Smt. Meenu Mittal seeking appointment as Independent Director in ensuing Annual General Meeting as per clause 49 of the Listing Agreement.

Name of Director	Smt. Meenu Mittal
Date of Birth	07/04/1978
Date of Appointment as Additional Director	30/07/2014
Educational Qualification	Graduate
List of outside Directorships held	Nil
Memberships / Chairmanships of Committees across public companies	Nil
Shareholding	Nil

No other Director is deemed to be concerned or interested in the proposed Resolution set out at Item No.8 of the Notice convening the meeting. The Board of Directors recommends the resolution set out at Item No. 8 of the Notice for your approval.

Item No.6

Pursuant to Section 161(1) of the Companies Act, 2013 and Article 80 of the Articles of Association of the Company, the Board in its meeting held on 14.08.2014, have appointed Sh. Ramesh Chander Nayyar as Additional Director cum Chairman of the company. Sh. R.C. Nayyar holds office up to the date of the forthcoming Annual General Meeting and thus is hereby appointed as Independent Director of the company. Except Sh. Varinder Kumar Nayyar, being relative of the appointee, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6. This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

The Board of Directors recommends the resolution set out at Item No.6 of the Notice for your approval.

Details of Sh. Ramesh Chander Nayyar seeking appointment as Independent Director in ensuing Annual General Meeting as per clause 49 of the Listing Agreement.

Name of Director	Sh. Ramesh Chander Nayyar
Date of Birth	04/12/1953
Date of Appointment as Additional Director	14/08/2014
Educational Qualification	Masters in Statistics from Punjab University and Masters in Rural Social Development from Reading University, United Kingdom and Ph.D. In Faculty of Science from Punjab University

List of outside Directorships held	Punjab State Forest Development Corporation Limited
Job Profile	As member of Teaching Faculty of Department of Statistics, Punjab University for five years, As Indian Statistical Service Officer for two years, As Indian Railway Traffic Service Officer for one year and As Indian Administrative Service Officer of 1982 batch allocated to Punjab State for nearly 32 years
Experience	Administrative, management being M.D. of Punjab State Civil Supply Corporation, Punjab & that of Spinfed; As Chairman of Punjab State Forest Development Corporation Punjab; As member secretary of Punjab State Disinvestment Commission and Punjab State Fifth Pay Commission ; Finance being Secretary Expenditure Punjab ; Labour laws being Labour Secretary, Punjab and of Climate Change being Financial Commissioner Forest & Welfare of Wild Life.

Item no.7

Sh.Varinder Kumar Nayyar has been Director under listing agreement on the Board of the Company since 2002. With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint ' Independent Directors' as defined in section 149(6) of the Act for the term of five years and ensure that at least 1/3rd of the total number of directors are Independent Directors. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Sh.Varinder Kumar Nayyar fulfills the conditions specified in the Act and the Rules made there under to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act.

Accordingly, pursuant to provisions of section 149 read with schedule IV of the Act and the approval by the shareholders of the Company Sh.Varinder Kumar Nayyar be appointed as Independent Director of the company, not be liable to retire by rotation.

Except Sh. Ramesh Chander Nayyar, being relative of the appointee, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.7. This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

The Board of Directors recommends the resolution set out at item No.7 of the Notice for your approval.

Details of Sh. Varinder Kumar Nayyar seeking appointment as Independent Director in ensuing Annual General Meeting as per clause 49 of the Listing Agreement.

Name of Director	Sh.Varinder Kumar Nayyar
Date of Birth	24/07/1956
Date of Appointment as Additional Director	01/10/2002
Expertise in specific functional area	He is a Chartered Accountant and having vast experience and knowledge particularly in Accounts and Taxation. He is having rich experience of around 25 years in Oil &Vanaspati industry.
List of outside Directorships held	Nil
Memberships / Chairmanships of committees across public companies	1
Shareholding	Nil

Item No.8

The members of the company are proposed to accord their consent to authorize the Board of Director of the Company for borrowing monies up to Rs. 500 crore in addition to paid-up share capital of the Company and its free reserves by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

No other Director is deemed to the concerned or interested in the proposed Resolution set out at Item No. 8 of the Notice convening the meeting. The Board recommends the Special Resolution at Item No.8 of the notice for approval by the shareholders.

Item No.9

The members of the company are proposed to accord their consent to authorize the Board of Director of the Company to invite/accept/renew /receive money by way of secured or unsecured deposits, loan or in any other form, from public, in any form or manner, through circular, advertisement or through any other permissible mode, up to permissible limits as prescribed under the provisions of law and on all such terms and conditions as Board of Directors of the company in their sole discretion deem fit and necessary.

No other Director is deemed to the concerned or interested in the proposed Resolution set out at Item No. 9 of the Notice convening the meeting. The Board recommends the Special Resolution at Item No. 9 of the notice for approval by the shareholders.

Item No.10

In order to strengthen the company and subject to the approval of SEBI (Securities and exchange Board of India), ROC(Registrar of companies), Stock Exchanges, Income Tax Authorities, and other Government or Semi-Government Authorities as applicable under the provisions of Companies, Act 2013, or any other land of

law, the members of the company be and are hereby proposed to accord their consent to the Board of Directors of the Company to consider the merger/amalgamation of Kissan Fats Limited and Ganpati Townships Limited with BCL Industries & Infrastructures Limited.

No other Director is deemed to be concerned or interested in the proposed Resolution set out at Item No. 10 of the Notice convening the meeting. The Board recommends the Special Resolution at Item No. 10 of the notice for approval by the shareholders.

Item No. 11

Subject to the approval from SEBI (Securities and exchange Board of India), Stock Exchanges, and other Government or Semi-Government Authorities, as applicable, the members of the company are proposed to accord their consent to authorize the Board of Director of the Company to offer, issue and allot equity shares including redeemable/non-redeemable preference shares/sweat equity and convertible/non-convertible debentures.

No other Director is deemed to be concerned or interested in the proposed Resolution set out at Item No. 11 of the Notice convening the meeting. The Board recommends the Special Resolution at Item No. 11 of the notice for approval by the shareholders.

Item No. 12

As the existing AOA are based on Companies Act, 1956 and several regulations in the existing AOA contains reference to specific sections of the Companies Act, 1956. With the coming into force of Companies Act, 2013, several regulations of the existing AOA of the company requires alteration. Given this position, it considered expedient to replace the existing sections in AOA by a new sections of Companies Act, 2013. The new sections of Companies Act, 2013 to be substituted in place of the existing sections of Companies Act, 1956 in AOA of the company. The proposed new draft AOA is being uploaded on the Company's website for perusal of the shareholders.

None of the Directors/KMP of the company/their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 12 of the notice.

The Board recommends the Special Resolution at Item No. 12 of the notice for approval by the shareholders.

Details of Director seeking re-appointment in ensuing Annual General Meeting as per clause 49 of the Listing Agreement.

Name of Director	Shri Sat Narain Goyal
Date of Birth	05/02/1961
Date of Appointment	01/11/2004
Expertise in specific functional area	He is a Post Graduate on Commerce and is having a rich experience of around 35 years in Oil & Vanaspati Industry.
List of outside Directorships held	E-Edit Infotech Private Limited Svarna Infrastructure & Builder Private Limited
Shareholding	75 Equity Shares

DIRECTORS' REPORT

To
The Members of BCL Industries & Infrastructures Limited.

Your Directors are pleased to present the 38th Annual Report on the working of the Company together with the Audited Accounts for the financial year ended 31st March, 2014.

I. FINANCIAL RESULTS

(Amount ₹ in Lacs)

	<u>2013-14</u>	<u>2012-13</u>
Profit before Depreciation,	3296.86	2606.4
Finance Cost and Tax Expenses		
Less :		
Finance Cost	1414.74	1406.46
Depreciation	1119.96	745.07
Profit before tax	762.16	454.87
Add / (Less) :		
Current Tax	(85.00)	(65.00)
Deferred Tax	(2.71)	(660.50)
Prior Period Items	(81.28)	(63.75)
Profit for the year	593.17	(334.38)
EPS after exceptional item:		
Basic	4.19	--
Diluted	4.19	--

PERFORMANCE REVIEW

During the year under review, your company has been able to achieve a Turnover of Rs.637.39 crores as compared to the previous year's turnover of Rs. 573.82 crores and has earned a Profit (before tax) of Rs. 7.62 crores against the profit before tax of previous year of Rs. 4.55 crores, which shows a remarkable growth of your company. Despite the company faced various adversities like increase in Raw Material Costs, Manufacturing Costs and various other expenses, your company was able to make up for the previous year's losses and earn a

recommendable growth this year.

Even in the adverse situations, your directors have made efforts to maintain healthy financial results of the company and they got success in maintaining the same as per the aforesaid financial results of the company. Your directors are committed to keep this trend in future also.

DIVIDEND

The Directors are pleased to recommend a Final Dividend of Rs. 0.50 per equity share (5% of Paid-up Capital of the company) for the year ended 31st March 2014. The total payout of the proposed dividend is Rs. 70.75 lacs. A motion for the confirmation of the dividend will be placed before the shareholders at the Annual General Meeting.

DIRECTORS

Shri Sat Narain Goyal, Director of the company, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. During the Year under review the Board has appointed Smt. Meenu Mittal as Additional and Woman Director of the company with effect from 30.07.2014 and Sh. Ramesh Chander Nayyar as Additional Director cum Chairman of the company with effect from 14.08.2014 who shall be regularized as Independent Directors of the company in the forthcoming Annual General Meeting.

Sh. Varinder Kumar Nayyar, Director of the company shall be re-appointed as Independent Director of the company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019 not liable to retire by rotation. Also, during the year under review Shri Vinod Mittal resigned from the post of Director, due to personal reasons, with effect from 30.07.2014

CORPORATE GOVERNANCE REPORT

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Management Discussion and Analysis, Corporate Governance Report and Certificate by the Managing Director and CFO confirming compliance by all the Board Members with Company's Code of Conduct and Auditor's Certificate regarding compliance of condition of Corporate Governance are made a part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956, it is hereby confirmed that:

- (i) In the preparation of the annual accounts the applicable accounting standards have been followed.
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review.
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The Directors have prepared the accounts for the financial year ended 31st March, 2014 on a 'going concern' basis

LISTING OF EQUITY SHARES

The equity shares of the company continue to be listed on Ludhiana (Regional), Delhi, Mumbai Stock Exchanges and listing fee for the year 2013-2014 have been paid to each of the said Stock Exchanges.

HUMAN RESOURCES

The company has maintained a climate of co operation & confidence for its employees. Our relation with employees is based on mutual trust & respect and we continue to maintain the same spirit at all levels at all the time.

PARTICULARS OF EMPLOYEES

The provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not applicable as, there was no employee in the company during the year, drawing remuneration more than the amount specified in terms of section 217 (2A) of the Companies Act, 1956.

AUDITORS

M/s. P. Mittal & Co., Chartered Accountants, the Statutory Auditors of the Company, will hold office from the

conclusion of the 38th Annual General Meeting till the conclusion of next Annual General Meeting subject to ratification as per the provisions of Companies Act, 2013.

AUDITORS' REPORT

The observations of the Auditors are self explanatory and as such need no further explanation.

COST AUDIT

The Board of Directors have appointed M/s. Khushwinder Kumar & Co., Cost Accountants, Jalandhar as Cost Auditors of the Company under section 233-B of the Companies Act, 1956 for the year 2015-16. The Cost Auditor's report will be forwarded to the Central Government as required under the law.

PUBLIC DEPOSITS

During the year under review, the Company has not accepted fixed deposits from the public under Section 58-A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

Information as required under Section 217(1) (e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 with respect to energy conservation, technology absorption and foreign exchange earnings & outgo are forming part of the Directors Report and are annexed hereto and forming part of the Director's Report.

APPRECIATION

The Board of Directors places on record their appreciation to all the employees of the Company for their contribution to the operations of the Company during the year under review. Your Directors also place on record their sincere appreciation of the support extended by the Government and other Statutory Authorities, Company's Bankers, Business Associates, Auditors and all the Shareholders of the Company.

for and on behalf of the Board

Place : Bathinda,
Dated : 19th Aug, 2014

(Rajinder Mittal)
Managing Director

ANNEXURE TO THE DIRECTORS' REPORT

Particulars as required under Companies (Disclosure of Particulars in the report of Board of Directors) Rules 1988.

A) CONSERVATION OF ENERGY

The Company continues to place specific emphasis on energy conservation. No additional investment is made.

FORM 'A'

Form for disclosure of particulars of conservation of energy :-

1 POWER AND FUEL CONSUMPTION

i) ELECTRICITY	2014	2013
a) Purchased (Units)	10325280	11022886
Total Amount (In ₹)	82272845	73726122
Rate /Unit	7.96	6.69

b) Own Generation through Diesel/R.F.O./H.P.S. Generator		
Units	80215	49650
Total Amount (In ₹)	870832	467276
Rate /Unit	10.86	9.41

ii) OTHERS		
Rice Husk/R.F.O./L.D.O./Coal		
Total Cost (In ₹)	287367081	115300950

2 CONSUMPTION PER UNIT OF PRODUCTION

Electricity (Units)	7.83	7.30
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B) TECHNOLOGY ABSORPTION FORM

FORM 'B'

Form for disclosure of particulars of technology absorption:-

Although no separate R & D Department has been set up yet the Company has taken care to train chemists & engineers in various disciplines. The Company is having a well equipped laboratory which meets the requirement of quality control.

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Earnings	: NIL
Outgo	: ₹ 7647 Lacs

for and on behalf of the Board

Place : Bathinda,
Dated : 19th Aug, 2014

(Rajinder Mittal)
Managing Director

MANAGEMENT DISCUSSION & ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS

Your Company is engaged in the business of Edible Oils, Distillery as well as Real Estate as Developer and Colonizer and has developed various commercial and residential sites. The edible oil business includes refined vegetable oil, vanaspati ghee, mustard oil & rice etc. The company imports Crude edible oils like palm oil & DSBO etc. for blending and refining with other edible oil based products.

The Distillery Business offers variety of range in Gin and Rum.

EDIBLE OIL BUSINESS

You Company has an integrated Edible Oil complex comprising of Oil, Crushing Unit, Solvent Extraction Unit, Refinery, Vanaspati Ghee manufacturing unit and Rice Sheller and it has become one of the biggest integrated unit in the North India Region. The major product of the company in this units are Vanaspati Ghee, Refined Vegetables Oils, Edible Oils and Rice under the brand names Homecook, Do Khajoor and Murli.

DISTILLERY UNIT

The Company installed Distillery Unit having capacity of 100 KLPD at Village Sangat Kalan, Dist. Bathinda. This unit is manufacturing wide range of Liquors under the Brand name of Asli Santra, Ranjha Sounfi, Punjab Special Whisky, Punjab Special Rum, Punjab Special Dry Gin, Rajdhani Special Whisky (For Delhi NCR) and Shalimar Masedar Sharab (For Delhi NCR) and 9 Star Whisky in IMFL.

REAL ESTATE

In this field, the Company has started two projects viz., D.D. Mittal Towers, Phase-I and D.D. Mittal Towers, Phase-II at Multania Road, Bathinda which are under process. The work in the D.D. Mittal Towers, Phase-I is on full swing and the project is likely to be completed within a short

period. The company is also running a project under the name and style of "Ganpati Enclave", Dabwali Road, Bathinda as proprietorship firm. It is a well known project in the city.

OPPORTUNITIES

The future outlook of the oil business as well as Real Estate business is looking good. Your company has opportunities in the market, due to the fact that company constantly endeavors to improve productivity, reduce cost and provide goods and services to the satisfaction of the customers.

RISK & THREATS

Risk is inherent aspect of business. Risk taking is essential ingredient for growth. The level and type of risks depend from company to company based on growth strategy, expansion plans and various other factors. However, your company is continuously evaluating the risks in all the segments of business and taking proactive steps to contain/minimize its impact on the business.

INDUSTRIAL RELATIONS & HUMAN RESOURCES MANAGEMENT

Industrial relations at all the level of works of the Company remained cordial and harmonious during the year under review. Your Company considers human resources very valuable assets for the development of the Organization. To enhance the competencies of the employees at all levels, your Company organizes a series of in house training programmes.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal control system commensurate with the nature of its business and the size of its operations. Internal control system is well established to ensure that all assets are safeguarded and protected against loss from unauthorized use or

disposition and that all transactions are authorized, recorded and reported correctly. The internal control system is designed to ensure that financial and other records are reliable for preparing the financial statements and other data and for maintaining the accountability of assets. The internal audit is carried out by the Internal Auditors of the Company and covers all the departments of the Company. The audit process is undertaken under the supervision and guidance of the Audit Committee. All significant audit observations and actions taken thereof are reported to the Audit Committee.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Your Company has achieved a turnover of ₹ 637.39 Crores and earned a net profit of Rs. 5.93 crore in spite of increase in various costs like Raw Material Costs, Manufacturing Costs and various other expenses.

CAUTIONARY STATEMENT

The above Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include external economic conditions affecting demand/supply influencing price conditions in the markets in which the Company operates, changes in Government regulations, statutes, tax laws and other incidental factors.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company continues to focus on good Corporate Governance and its primary objective is to create and adhere to a corporate culture of integrity, transparency, disclosure, accountability, equal treatment of all shareholders and social responsibility. It has taken all the

necessary steps to ensure that all the mandatory provisions of Corporate Governance, prescribed under the Listing Agreement with Stock Exchanges with which the Company is listed, are complied with.

Your Company has adopted an appropriate Corporate Governance framework to ensure timely and accurate disclosure of all material matters, including financial position, performance and governance.

Your Company's policies and practices relating to Corporate Governance are discussed in the following sections.

BOARD OF DIRECTORS

The Board of Directors of your Company has an optimum combination of Executive and Non-Executive Directors so as to have a balanced Board Structure. The Board has now five directors, two of whom are Executive Directors, and the rest three are Non-Executive Directors.

The Members of the Board of Directors of your Company have expertise, skill and experience to effectively manage your Company so that it can attain its organizational goals.

Each member of the Board of Directors of your Company is expected to ensure that his personal interest does not run in conflict with your Company's interests.

The Directors of your company are appointed by the Shareholders upon recommendation of the Board of Directors within the frame work of the Companies Act, 2013 as well as the Articles of Association of the Company.

The names of the Directors and the category to which they belong to, their attendance at Board Meetings during the year and the last AGM, the number of directorship and committee memberships held by them in other Companies is given below. Other directorships do not include directorships of Private Limited and Foreign Companies.

Name	Category	Number of Board Meetings attended	Attendance at last AGM	No. of Directorship in other Public Limited Companies	Committee Position held in other Public Limited Companies	
					Chairman	Member
Shri Rajinder Mittal	Executive	31	Yes	5	2	2
Shri S.N. Goyal	Executive	31	Yes	Nil	Nil	Nil
Shri V.K. Nayyar	Non Executive	9	No	Nil	Nil	Nil
Shri R.C. Nayyar	Non Executive	1	NA	1	Nil	Nil
Smt. Meenu Mittal	Non Executive	2	NA	Nil	Nil	Nil

AUDIT COMMITTEE

Audit Committee of your company has been re-constituted and comprises of three directors, Shri Rajinder Mittal, Shri V. K. Nayyar and Shri R.C. Nayyar. Shri V.K. Nayyar, is the Chairman of the Committee. All the members of the Audit Committee are financially literate and have vast experience in their respective fields and have accounting or related financial management expertise. The terms of reference stipulated by the Board to the Audit Committee are as contained in Clause 49 of the Listing Agreement. The Audit Committee regularly invites in the meeting such Executives including the Head of Finance Department and Statutory Auditors and Internal Auditors of the Company as it considers appropriate. The minutes of the Audit Committee Meeting were circulated to the Board. The Audit Committee met four times during the financial year on 29.05.2013, 08.08.2013, 13.11.2013 and 13.02.2014.

SHARETRANSFER COMMITTEE

Share Transfer Committee consisted of Shri Rajinder Mittal, Chairman & Mg. Director, Shri S. N. Goyal, Whole Time Director, Shri Vinod Mittal, Director and Smt. Nikita Sheth, Company Secretary. The committee looks into various issues pertaining to share transfer, duplicate share certificates, transmission and related matters. The Committee meets frequently to effectively and expeditiously dispose off the matters referred to the Committee. During the year under review Share Transfer Committee held 4 meetings. Now, the Share Transfer

committee has been reformed with Shri Rajinder Mittal, Managing Director, Shri R.C. Nayyar, Chairman & Additional Director, Smt. Meenu Mittal, Additional Director and Smt. Kangan Dhamija, Company Secretary due to the resignation of Sh. Vinod Mittal from directorship of the company and Smt. Nikita Sheth from the post of Company Secretary of the company.

SHAREHOLDERS / INVESTORS GRIEVANCES COMMITTEE

The Shareholders/ Investors Grievances committee ensures the effective redressal of the complaints received from the shareholders such as dematerialization, transfer, non receipt of annual report/share certificates etc. The committee also oversees the performance of the Registrar and Share Transfer Agent.

Investor Grievance Committee comprised of two members namely Shri S. N. Goyal & Shri V. K. Nayyar which is now reconstituted with Shri V.K. Nayyar and Smt. Meenu Mittal as new members of the committee. The Company attempts the Investor's Grievance correspondence expeditiously and usually reply is sent within a period of 10 days of the receipt of complaint. There has been no complaint that has not been resolved to the satisfaction of the shareholder. Smt. Kangan Dhamija, Company Secretary, is Compliance Officer of the Company.

REMUNERATION POLICY

The Whole Time / Executive Directors are paid remuneration approved by the Board of Directors,

subject to the subsequent approval by the shareholders at the general body meeting and such other authorities as the case may be. The remuneration is fixed considering various factors such as qualifications, experience, expertise and financial position of the Company etc. The remuneration structure comprises of basic salary, perquisites and allowances, contribution to Provident Fund and other funds in accordance with the provisions of the Companies Act, 1956.

Details of remuneration paid to the Directors during the financial year is as given below:-

Name of Executive Directors	Salary*
Sh. Rajinder Mittal	₹ 12.00 Lacs
Sh. S.N. Goyal	₹ 3.60 Lacs
Total	₹ 15.60 Lacs

* Salary includes monetary value of perquisites.

Name of Non Executive Directors	Sitting Fee
Sh. V.K. Nayyar	₹ 0.72 Lacs
Total	₹ 0.72 Lacs

GENERAL BODY MEETINGS

Information regarding last three Annual General Meetings are given below :

Location	Day	Date	Time
Ganpati Enclave, Dabwali Road, Bathinda	Wednesday	28 TH September, 2011	3.30 P.M.
-do-	Friday	28 TH September, 2012	3.30 P.M.
-do-	Wednesday	25 TH September, 2013	3.30 P.M.

DISCLOSURES

During the year, there was no material / significant related party transactions that would have potential conflict with the interest of the Company at large. No penalty have been imposed on the Company by any regulatory authority for non-compliance of any laws.

MEANS OF COMMUNICATION

The Company communicates with the shareholders at large through its Annual Reports, publication of financial results, press release in leading newspapers and by filing of various reports and returns with the statutory bodies like Stock Exchanges and Registrar of Companies. The quarterly results are published in the prominent daily newspapers.

GENERAL SHAREHOLDER INFORMATION

1. Annual General Meeting

Date and time Saturday, 13th Day of September, 2014 at 3.30 P.M

Venue Ganpati Enclave, Dabwali Road, Bathinda

2. Date of Book Closure

10th September, 2014 to 13th September, 2014

(Both days inclusive)

3. Financial Calendar

1st April to 31st March 31

4. Listing details

Listed on Ludhiana, Delhi, & Mumbai Stock Exchanges

5. Demat ISIN Number

INE412G01016

REGISTRAR & SHARE TRANSFER AGENTS

The Company has appointed Registrar & Share Transfer Agents to handle physical and electronic share registry work so as to comply with the SEBI directive making it mandatory for listed companies to have a common agency for the said purpose. Accordingly all documents, transfer deeds, demat requests and other communications in relation thereto should be addressed to the following address:-

LINK INTIME INDIA PRIVATE LIMITED,
44, Community Centre, 2nd Floor, Naraina Industrial Area,
Phase-I, Near PVR Naraina NEW DELHI-110 028
e-mail: delhi@linkintime.co.in

SHARE TRANSFER SYSTEM

Share Transfers in physical form can be lodged with Registrar & share transfer agent at the above mentioned address or at the Regd. Office of the Company. The transfers are normally processed by the Registrar & Share Transfer Agent within 10-15 days from the date of receipt, if the documents are complete in all respects. Share Transfers under objection are returned within two weeks. All requests for dematerialization of shares are processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

PLANT LOCATIONS

Yanaspati Unit:

Hazi Rattan Link Road,
Bathinda - 151001

Project :D.D.Mittal Tower Phase-I & II

Multania Road,
Bathinda - 151001

Distillery Unit:

Village :Sangat Kalan
Distt. Bathinda - 151001

Registered Office

Hazi Rattan Link Road, P.O Box No.71
Bathinda - 151001

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

To
The Members of
BCL Industries & Infrastructures Limited,

Pursuant to Clause 49(1)(D)(ii), I hereby confirm that, for the financial year ended 31st March, 2014 all the Board members and the Senior management personnel have affirmed compliance with the code of conduct framed by the Company

For BCL INDUSTRIES & INFRASTRUCTURES LTD.,

Place : Bathinda,
Dated : 19th August, 2014

(Rajinder Mittal)
Managing Director

AUDITORS' CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To
The Members of
BCL Industries & Infrastructures Limited,

We have examined the compliance of conditions of Corporate Governance by BCL Industries & Infrastructures Limited for the year ended on 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned listing agreement.

Further, we state that no investors' grievances are pending for a period of more than one month against the Company as per the records maintained by the Investors' Grievance Committee.

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

For P. Mittal & Co.,
Chartered Accountants

Place : Bathinda,
Dated : 19th August, 2014

(Parmod Mittal) FCA
Prop.

CEO / CFO CERTIFICATE

Shri Rajinder Mittal, Managing Director, and Shri Navdeep Gupta, Chief Financial Officer(CFO) of the Company have certified to the Board that :

- a) The Financial Statements and the Cash Flow Statement for the year have been reviewed and to the best of their knowledge and belief :-
 - i) These statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading; and
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) There are to the best of their knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting; and they have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operations of such internal controls, if any, of which they are aware and the steps they have taken or proposed to take to rectify these deficiencies.
- d) They have indicated to the Auditors and the Audit Committee :
 - i) Significant changes in internal controls over financial reporting during the year ;
 - ii) Significant changes in Accounting Policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) Instances of significant frauds of which they have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control systems over financial reporting.

Place : Bathinda,
Dated : 19th August, 2014

(Rajinder Mittal)
Managing Director

(Navdeep Gupta)
Chief Financial Officer

AUDITOR'S REPORT

To the Members of BCL Industries & Infrastructures Limited, Bathinda

Report on the Financial Statements

We have audited the accompanying financial statements of BCL Industries & Infrastructure Limited, Bathinda ("the Company"), which comprise the balance sheet as at 31st March 2014, and the statement of profit and loss and cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th Sept., 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India.

This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend

on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the balance sheet, of the state of affairs of the Company as at 31st March 2014;
- b) In the case of the statement of profit and loss, of the profit for the year ended on that date; and
- c) In the case of the cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. As required by Section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the

- Company so far as appears from our examination of 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 comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act, read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013; and
 - e) on the basis of written representations received from the directors as on 31st March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For P. Mittal & Co.
Chartered Accountants

Place : Bathinda (Parmod Mittal) F.C.A.
Dated : 30th May, 2014 Prop.

ANNEXURE TO AUDITOR'S REPORT

(Referred to in Para 1 of the report on even date of the auditors to the members of BCL Industries & Infrastructures Limited, Bathinda on the accounts for the year ended on 31st March 2014)

i In respect of its fixed assets:

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
- b) As per information and explanations given to us, the Company has a system of physical verification of all fixed assets every year and no serious

discrepancy has been noticed.

- c) In our opinion and according to the information and explanations given to us, the company has not made any substantial disposal during the year and the going concern status of the Company is not affected.

ii In respect of its inventories:

- a) The inventory has been physically verified during the year by the management. In our opinion the frequency of verification is reasonable.
- b) In our opinion and according to the information and explanations given to us, the procedure for physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c) In our opinion and according to the information and explanations given to us, the company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

iii

- a) According to the information and explanations given to us, as at the year end the company has not granted loans to persons covered under the register maintained u/s 301 of the Companies Act 1956, hence the clause b, c & d given below are not applicable to the company.
- b) In our opinion, the rate of interest and other terms and conditions on which advances have been granted to the companies, firms or other parties listed in the register maintained under section 301 of the companies Act, 1956 are not prima facie, prejudicial to the interest of the company.
- c) The parties have repaid the principal amount as stipulated and have been regular in the payment of interest thereon.

-
- d)** There is no overdue amount of loans granted to companies, firms or any other parties covered in the register maintained under section 301 of the companies Act, 1956.
- e)** According to the information and explanation given to us, the company has not taken loan from companies, firms or any other parties covered in the register maintained under section 301 of the companies Act, 1956 hence the clause f & g given below are not applicable to the company.
- f) In our opinion, the rate of interest and other terms & conditions on which loans have been taken from companies, firm or other parties listed in the register maintained under section 301 of the companies Act, 1956 are not, prima facie prejudicial to the interest of the company.
- g) The company is regular in repaying the principal amount as stipulated and has been regular in the payment of interest.
- iv)** In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- v)**
- a)** According to the information and explanations given to us, there are no contracts and arrangements referred in Section 301 of the Companies Act, 1956 that need to be entered in the register required to be maintained under that section, hence the clause b given below are not applicable to the company.
- b)** In our opinion and according to the information and explanations given to us, the transactions made under pursuance of contracts and arrangements entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956 have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- vi)** According to the information and explanations given to us, the Company has not accepted any deposits from public during the year.
- vii)** In our opinion the Company has Internal Audit System, commensurate with the size and nature of its business.
- viii)** We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained.
- ix)**
- a)** The Company is regular in depositing with appropriate authorities undisputed statutory dues including Employee Provident Fund, Employees State Insurance, Income Tax, Wealth Tax, Service Tax, Excise Duty, Sales Tax and Cess and other material statutory dues applicable to it.
- b)** According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Excise Duty, Sales Tax and Cess were in arrears, as at 31st March 2014 for a period of more than six months from the date they became payable.
- c)** According to the information and explanations given to us, there are no dues of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Excise Duty & Cess which have not been deposited on account of any dispute.
- x)** The Company neither has accumulated losses at the end of the year nor has incurred any cash losses during the current year covered under the audit and in immediately preceding financial year.

- xi** Based on our audit procedures and according to the information and explanation given to us the Company has not defaulted in the repayment of dues to Financial Institutions and Banks.
- xii** According to the information and explanation given to us and based on the information available the Company has not given any loan or advances on the basis of security by the way of pledge of shares, debentures and other securities.
- xiii** In our opinion, the Company is not a chit fund/ nidhi/mutual benefit fund/society. Therefore, the provisions of Clause (xiii) of the paragraph 4 of the Order, 2003 are not applicable to the company.
- xiv** The Company is not dealing in or trading in shares, securities, debentures and other investments. Therefore, the provisions of Clause (xiii) of the paragraph 4 of the Order, 2003 are not applicable to the company.
- xv** According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from Banks and Financial Institutions.
- xvi** The Term Loans accepted during the year have been prima facie applied for the purpose for which they have been taken.
- xvii** According to the information and explanations given to us and on 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. No long term funds have been used to finance short term assets except permanent working capital.
- xviii** During the year, no preferential allotment of shares has been made by the Company.
- xix** No debentures have been issued by the Company and hence the question of creating securities in respect thereof does not arise.
- xx** During the period, the Company has not raised any money by way of public issue.
- xxi** According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the financial year.

For P. Mittal & Co.
Chartered Accountants

(Parmod Mittal) F.C.A.
Prop.
(Membership No. 081456)

Place : Bathinda
Dated : 30th May, 2014

BALANCE SHEET AS AT 31ST MARCH, 2014

(Amount ₹ In Lacs)

	Note	As At 31 ST March, 2014	As At 31 ST March, 2013
I EQUITY AND LIABILITIES			
Share Holder's Fund			
Share Capital	1	1,415.00	1,415.00
Reserves & Surplus	2	<u>6,345.19</u>	<u>5,998.65</u>
		7,760.19	7,413.65
Non Current Liabilities			
Long Term Borrowings	3	5,644.57	5,589.74
Deferred Tax Liability (Net)	4	680.82	678.11
Other Long Term Liability	5	<u>1,026.88</u>	<u>1,691.71</u>
		7,352.27	7,959.56
Current Liabilities			
Short Term Borrowings	6	11,012.33	10,307.98
Trade Payables	7	5,751.16	4,414.19
Other Current Liabilities	8	527.14	2,469.47
Short Term Provisions	9	<u>108.44</u>	<u>73.69</u>
		17,399.07	17,265.33
Total		<u>32,511.53</u>	<u>32,638.54</u>
II. ASSETS			
Non Current Assets			
Fixed Assets - Tangible Assets	10	10,327.61	11,091.95
Non Current Investments	11	878.89	878.89
Long Term Loans & Advances	12	<u>160.37</u>	<u>101.36</u>
		11,366.87	12,072.20
Current Assets			
Current Investment	13	0.80	0.80
Inventories	14	17,946.95	17,410.34
Trade Receivables	15	1,493.46	1,700.89
Cash and Cash Equivalents	16	612.17	598.43
Short Term Loans and Advances	17	<u>1,091.28</u>	<u>855.88</u>
		21,144.66	20,566.34
Total		<u>32,511.53</u>	<u>32,638.54</u>

Notes are an Integral Part of Financial Statements | to 33

As per our separate report of even date
for P. Mittal & Co.
 Chartered Accountants

Rajinder Mittal
 Chairman & Mg. Director

S.N. Goyal
 Director

(Parmod Mittal) F.C.A.
Kangan Dhamija
 Company Secretary

Place : Bathinda

 Dated : 30th May, 2014

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014 (Amount ₹ In Lacs)

	Note	Year ended 31 ST March, 2014	Year ended 31 ST March, 2013
INCOME :			
Revenue from Operations	18	63,739.15	57,382.27
Other Income	19	425.37	389.59
Total Revenue		<u>64,164.52</u>	<u>57,771.86</u>
EXPENDITURE :			
Cost of Materials Consumed	20	50,269.35	48,862.39
Changes in inventory of Finished Goods & Stocks in Process	21	(868.27)	(1,977.81)
Employee Benefit Expenses	22	625.78	464.94
Finance Costs	23	1,414.74	1,406.46
Depreciation	24	1,119.96	745.07
Other Expenses	25	10,840.80	7,815.94
Total Expenses		<u>63,402.36</u>	<u>57,316.99</u>
Profit before Tax		762.16	454.87
Tax Expenses :			
i) Current Tax		(85.00)	(65.00)
ii) Deferred Tax		(2.71)	(660.50)
Prior Period Items		(81.28)	(63.75)
Profit for the year		<u>593.17</u>	<u>(334.38)</u>
Earning per Equity Share of Face Value of Rs. 10/- Each	26		
1. Basic (in ₹)		4.19	--
2. Diluted (in ₹)		4.19	--

Notes are an Integral Part of Financial Statements I to 33

As per our separate report of even date
for P. Mittal & Co.
Chartered Accountants

Rajinder Mittal
Chairman & Mg. Director

S.N. Goyal
Director

(Parmod Mittal) F.C.A.

Kangan Dhamija
Company Secretary

Place : Bathinda

Dated : 30th May, 2014

CASH FLOW STATEMENT FOR THE YEAR 2013-14

(Amount ₹ In Lacs)

PARTICULARS	2013-14	2012-13
A Cash Flow From Operating Activities		
Net Profit before taxation & Extra Ordinary Items	762.16	454.87
Adjustment for		
Depreciation	1,119.96	745.07
Interest Expense	1,414.74	1,032.54
Profit/ Loss on sale of asset	(0.71)	(9.31)
Operating Profit before Working Capital Changes	3,296.15	2,223.17
Trade & Other Receivables	207.43	2,388.73
Inventories	(536.61)	(4,163.55)
Trade Payable & Liabilities	(570.61)	110.34
Loans & Advances	(294.41)	(170.96)
Cash Generated from Operations	2,101.95	387.73
Direct Tax Paid	(85.00)	(65.00)
Prior period items	(81.28)	(63.75)
Net Cash Flow from Operating Activities {A}	<u>1,935.67</u>	<u>258.98</u>
B Cash Flow From Investing Activities		
Purchase of Fixed Assets	(531.56)	(2,317.05)
Purchase of Investments	--	28.60
Sale of Fixed Assets	12.79	30.38
Net Cash Flow from Investing Activities {B}	<u>(518.77)</u>	<u>(2,258.07)</u>
C Cash Flow From Financing Activities		
Capital Subsidy	--	88.00
Dividend Paid Including Dividend Distribution Tax	(82.77)	--
Interest Paid	(1,414.74)	(1,032.54)
Long Term & Short Term Borrowings	94.35	2,821.27
Net Cash Flow from Financing Activities {C}	<u>(1,403.16)</u>	<u>1876.73</u>
Net Increase / (Decrease) in Cash & Cash Equivalents [A+B+C]	13.74	(122.36)
Cash & Cash Equivalents as at 01/04/2013	598.43	720.79
Cash & Cash Equivalents as at 31/03/2014	612.17	598.43

As per our separate report of even date
for P. Mittal & Co.
Chartered Accountants

(Parmod Mittal) F.C.A.

Place : Bathinda
Dated : 30th May, 2014

Rajinder Mittal
Chairman & Mg. Director

Kangan Dhamija
Company Secretary

S.N. Goyal
Director

Notes Forming Part of the Financial Statement for the year ended 31ST March, 2014 (Amount ₹ In Lacs)

NOTE 1: SHARE CAPITAL	As At 31ST March, 2014	As At 31ST March, 2013
a) Authorized 20000000 Equity Shares of ₹10 each	<u>2,000.00</u>	<u>2,000.00</u>
b) Issued, Subscribed and Fully Paid Up Capital 14150000 Equity Shares of ₹10 each	<u>1,415.00</u> <u>1,415.00</u>	<u>1,415.00</u> <u>1,415.00</u>

Disclosure relating to Share Capital

i Equity shares held by each share holders holding more than 5% equity shares in the company :

Name of Shareholder	As At 31ST March, 2014		As At 31ST March, 2013	
	No. of Shares	% of Shares	No. of Shares	% of Shares
1. Rajinder Mittal, Bathinda	1230500	8.70	1230500	8.70
2. Sunita Mittal, Bathinda	1435500	10.14	1435500	10.14
3. Swati Mittal, Bathinda	928860	6.56	928860	6.56
4. Garima Mittal, Bathinda	1087540	7.69	1087540	7.69
5. Shweta Mittal, Bathinda	862600	6.10	862600	6.10
6. Rollon Investment Pvt. Ltd., Delhi	2006750	14.18	2006750	14.18
7. Manoj Finvest Pvt. Ltd., Delhi	1909440	13.49	1909440	13.49
8. Sarva Priya Exports Pvt. Ltd., Delhi	1925000	13.60	1925000	13.60

NOTE 2 : RESERVES & SURPLUS

Capital Reserve				
As per Last Balance Sheet		692.50		692.50
Capital Subsidy				
As per Last Balance Sheet	162.92		74.92	
Add : Received on Distillery Unit	-		88.00	
Less : Transfer to Fixed Assets	<u>162.92</u>		<u>-</u>	
Securities Premium Reserve				162.92
As per Last Balance Sheet	2,087.50		2,087.50	
Add : On Issue of Shares	<u>-</u>		<u>-</u>	
Revaluation Reserve		2,087.50		2,087.50
As per Last Balance Sheet	55.55		56.58	
Less : Transferred to Profit & Loss A/c	<u>0.94</u>		<u>1.03</u>	
(Being Difference of Depreciation on Revalued Cost of Assets & that on the original cost)		54.61		55.55
General Reserve				
As per Last Balance Sheet	3,304.07		3,304.07	
Add : Transferred from Profit & Loss A/c	<u>200.00</u>		<u>-</u>	
Surplus		3,504.07		3,304.07
As per last Balance Sheet	(303.89)		30.49	
Add: Profit for the year	<u>593.17</u>		<u>(334.38)</u>	
	289.28		(303.89)	
Less : Appropriations				
Transfer to General Reserve	200.00		-	
Proposed Dividend on Equity Shares	70.75		-	
Tax on Dividend Distribution	<u>12.02</u>		<u>-</u>	(303.89)
		<u>6.51</u>		
TOTAL		<u>6,345.19</u>		<u>5,998.65</u>

Notes Forming Part of the Financial Statement for the year ended 31ST March, 2014 (Amount ₹ In Lacs)

NOTE 3 : LONG TERM BORROWINGS	As At 31ST March, 2014		As At 31ST March, 2013	
	Non Current	Current	Non Current	Current
I Secured Loans				
1. HDFC Bank Limited, Bathinda				
i) Secured by equitable mortgage of commercial building situated at Gurgaon	--	--	714.55	295.21
ii) Secured by hypothecation of vehicle and are repayable over a period of 2 to 3 years	13.46	16.61	30.07	22.50
2. Aditya Birla Finance Limited, Bathinda				
i) Secured by equitable mortgage of commercial building situated at Gurgaon and is payable over a period of 12 years	1,702.38	247.62	--	--
3. Kotak Mahindra Prime Ltd., Bathinda				
i) Secured by hypothecation of vehicle and are repayable over a period of 2 years	10.14	25.92	36.06	20.11
4. ICICI Bank Limited, Delhi				
i) Secured by hypothecation of vehicle and is repayable over a period of 3 years	29.70	23.65	53.35	16.80
5. Punjab National Bank, Bathinda				
i) Exclusive first charge of all fixed assets of the company situated at Distillery Unit at Village : Sangat Kalan, Distt. Bathinda and is repayable over a period of 2 yrs	3,752.03	880.00	4,632.03	797.37
ii) Secured by hypothecation of Colour Sortex Machine and is repayable over a period of 4 years	36.46	--	--	--
6. Oriental Bank of Commerce, Bathinda				
i) Exclusive first charge on Development of Project at Multania Road, Bathinda i.e. D.D. Mittal Tower, Phase-I & second charge on Land of the Project and is repayable over a period of 1 year	100.40	23.28	123.68	543.63
	5,644.57	1,217.08	5,589.74	1,695.62
II Unsecured Loans				
- From Directors, Members & Others	--	--	--	--
	--	--	--	--
TOTAL LONG TERM BORROWINGS (I+II)	5,644.57	1,217.08	5,589.74	1,695.62

Notes Forming Part of the Financial Statement for the year ended 31ST March, 2014 (Amount ₹ In Lacs)

	As At 31ST March, 2014	As At 31ST March, 2013
NOTE 4: DEFERRED TAX LIABILITIES (NET)		
As per Last Balance Sheet	678.11	17.61
Add: Deferred Tax Liability:-		
- Related to Fixed Assets	3.60	661.10
	<u>681.71</u>	<u>678.71</u>
Less: Deferred Tax Assets:-		
- Related to Fixed Assets	--	--
- Related to Provision for Employee Benefit	0.89	0.60
	<u>680.82</u>	<u>678.11</u>
TOTAL	<u><u>680.82</u></u>	<u><u>678.11</u></u>
NOTE 5: OTHER LONG TERM LIABILITIES		
Securities :	1,026.88	1,691.71
TOTAL	<u><u>1,026.88</u></u>	<u><u>1,691.71</u></u>

Notes Forming Part of the Financial Statement for the year ended 31ST March, 2014 (Amount ₹ In Lacs)

NOTE 6 : SHORT TERM BORROWINGS	As At 31ST	As At 31ST
Secured Loans	March, 2014	March, 2013
1. Punjab National Bank, Bathinda		
i) Cash Credit Limit - Exclusive charge of hypothecation of all the stock of Raw Material, Stock in Process, Semi Finished Goods, Finished Goods, Consumable Store, Present or Future book Debts and Other Current Assets of the Company whatsoever situated whether present or future and first exclusive charge on all the fixed assets of the company situated at Hazi Rattan Link Road, Bathinda.	3,442.48	2,553.92
ii) Cash Credit Limit - Exclusive charge of hypothecation of all the stock of Raw Material, Stock in Process, Semi Finished Goods, Finished Goods, Consumable Store, Present or Future Book Debts and Other Current Assets of the Company whatsoever situated whether present or future and first exclusive charge on all the fixed assets of the company situated at Sangat Kalan Distt. Bathinda.	827.77	507.06
iii) Foreign Currency Loan	5,430.00	5,430.00
iv) <i>Current Maturities of Long Term Debts</i>	880.00	797.37
2. Oriental Bank of Commerce, Bathinda		
i) Current Account O/D Facility - Exclusive first charge on Development of Project at Multania Road, Bathinda viz., D.D. Mittal Tower, Phase-I & second charge on Land of the Project	95.00	121.38
ii) <i>Current Maturities of Long Term Debts</i>	23.28	543.63
3. Kotak Mahindra Prime Limited, Bathinda		
<i>(Current Maturities of Long Term Vehicles Loan)</i>	25.92	20.11
4. ICICI Bank Limited, Delhi		
<i>(Current Maturities of Long Term Vehicles Loan)</i>	23.65	16.80
5. Aditya Birla Finance Limited, Bathinda		
<i>(Current Maturities of Long Term Debts)</i>	247.62	--
6. HDFC Bank Limited, Bathinda		
i) <i>Current Maturities of Long Term Vehicle Loans</i>	16.61	22.50
ii) <i>Current Maturities of Long Term Debts</i>	--	295.21
TOTAL	<u>11,012.33</u>	<u>10,307.98</u>

Notes Forming Part of the Financial Statement for the year ended 31ST March, 2014 (Amount ₹ In Lacs)

	As At 31ST March, 2014	As At 31ST March, 2013
NOTE 7 : TRADE PAYABLE		
Micro, Small & Medium Enterprises	--	--
Others	5,751.16	4,414.19
TOTAL	<u>5,751.16</u>	<u>4,414.19</u>
NOTE 8 : OTHER CURRENT LIABILITIES		
Interest Accrued but not Due on Borrowing	8.34	50.41
VAT Payable	163.04	171.67
CST Payable	34.45	--
Tax Deducted at Source	18.61	60.22
Tax Collected at Source	2.21	2.35
Service Tax Payable	49.44	1.92
Advance from Flat Buyers	35.25	1,999.14
Dividend payable	70.75	--
Other Payables-	145.05	183.76
(Includes Statutory Dues, Employee Benefits, Auditor Fee etc.)		
TOTAL	<u>527.14</u>	<u>2,469.47</u>
NOTE 9 : SHORT TERM PROVISIONS		
a) For Gratuity	11.42	8.69
b) For Income Tax	85.00	65.00
c) For Tax on Dividend Distribution	12.02	--
TOTAL	<u>108.44</u>	<u>73.69</u>

Notes Forming Part of the Financial Statement for the year ended 31ST March, 2014 (Amount ₹ In Lacs)

NOTE : 10 Fixed Asset

Sr. No.	Particulars	Gross Block			Depreciation				Net Block			
		Value at the beginning	Addition during the year	Deduction During the year	Value at the end	Value at the beginning	Addition during the year	Addition during the year on Revaluation Part	Deduction During the Year	Value at the end	WDV as on 31.03.2014	WDV as on 31.03.2013
I	Tangible Assets											
	a) Land	936.20	--	--	936.20	--	--	--	--	--	936.20	936.20
	b) Building	2,076.96	96.81	--	2,173.77	137.44	0.94	--	511.11	1,662.66	1,704.23	1,704.23
	c) Plant and Machinery	11,346.40	402.39	169.92*	11,585.87	893.00	--	--	4,121.84	7,464.03	8,117.56	8,117.56
	d) Office Equipment	48.65	8.47	--	57.12	2.72	--	--	34.17	22.95	17.20	17.20
	e) Furnitures & Fixtures	80.30	2.66	--	82.96	8.48	--	--	42.48	40.48	46.29	46.29
	f) Vehicles	588.94	17.49	21.05	585.38	72.02	--	8.96	394.68	190.70	257.32	257.32
	g) Computer	46.29	3.74	--	50.03	6.30	--	--	39.44	10.59	13.15	13.15
	h) Gas Cylinders	7.26	--	--	7.26	--	--	--	7.26	--	--	--
	Total (Current Year)	15,131.00	531.56	183.97	15,478.59	1,119.96	0.94	8.96	5,150.98	10,327.61	11,091.95	11,091.95
	Total (Previous Year)	5,338.11	9,871.48	78.61	15,130.98	745.06	1.03	57.52	4,039.03			

Note : * Capital Subsidy on Plant & Machinery received in the earlier years now deducted from the cost of P & M

Notes Forming Part of the Financial Statement for the year ended 31ST March, 2014 (Amount ₹ In Lacs)

NOTE II : NON CURRENT INVESTMENTS	As At 31ST March, 2014	As At 31ST March, 2013
Other Investments		
Quoted, Fully Paid Up Equity Share :		
i) 250 Equity Shares of ₹ 10 each of Grover Leasing Ltd. (Market Value ₹ 750)	0.03	0.03
ii) 20000 Equity Shares of ₹ 10 each of NEPC Ltd. (Market Value ₹ 56400)	<u>12.90</u>	<u>12.90</u>
	12.93	12.93
Unquoted, Fully Paid Up In Associates Companies :		
i) 1880345 Equity Shares of ₹ 10 each of Kissan Fats Ltd., Ghubaya	595.95	595.95
ii) 1350100 Equity Shares of ₹ 10 each of Sheesh Mahal Developers Pvt. Ltd., Bathinda	170.01	170.01
iii) 1000000 Equity Shares of ₹ 10 each of Pioneer Industries Ltd., Pathankot	<u>100.00</u>	<u>100.00</u>
	865.96	865.96
TOTAL	<u><u>878.89</u></u>	<u><u>878.89</u></u>
NOTE 12 : LONG TERM LOANS AND ADVANCES		
Security Deposits (Unsecured, considered good) (Deposited various with Govt. Authorities)	160.37	101.36
TOTAL	<u><u>160.37</u></u>	<u><u>101.36</u></u>
NOTE 13 : CURRENT INVESTMENTS		
Gold Jewellery	0.80	0.80
TOTAL	<u><u>0.80</u></u>	<u><u>0.80</u></u>

Notes Forming Part of the Financial Statement for the year ended 31ST March, 2014 (Amount ₹ In Lacs)

NOTE 14: INVENTORIES	As At 31ST March, 2014	As At 31ST March, 2013
A) Raw Material :		
i) At Factory	3,663.33	4,050.72
ii) At Distillery	<u>2,268.31</u>	<u>1,501.77</u>
	5,931.64	5,552.49
B) Raw Material at Port / In Transit :	1,089.78	965.54
C) Finished Goods :		
i) At Factory	3,096.55	2,534.97
ii) At Distillery	981.41	986.42
ii) At Ganpati Estate	<u>1,623.23</u>	<u>1,224.08</u>
	5,701.19	4,745.47
D) Stock in Process :		
i) At Factory	1,335.54	940.53
ii) At Distillery	450.90	534.20
iii) At Project D.D. Mittal Tower	2,322.55	2,064.22
iv) At Ganpati Estates	<u>254.88</u>	<u>2,102.11</u>
	4,363.87	5,641.06
E) Store, Spares and Packing Material :	860.47	505.78
TOTAL	<u>17,946.95</u>	<u>17,410.34</u>
NOTE 15: TRADE RECEIVABLES (Unsecured and considered good)		
Over Six Months	5.10	5.10
Others	<u>1,488.36</u>	<u>1,695.79</u>
	1,493.46	1,700.89
TOTAL	<u>1,493.46</u>	<u>1,700.89</u>
NOTE 16: CASH AND CASH EQUIVALENTS		
Cash in Hand	35.37	36.35
Balance with Banks :		
i) In Current Accounts with scheduled bank	54.87	11.04
ii) In Fixed Deposit Account	<u>521.93</u>	<u>551.04</u>
	576.80	562.08
TOTAL	<u>612.17</u>	<u>598.43</u>
NOTE 17: SHORT TERM LOANS AND ADVANCES		
Unsecured Considered Good		
i) Prepaid Expenses	41.65	40.61
ii) To Employees	11.66	21.31
iii) Advances Income Tax	116.90	84.02
iv) To Others	<u>921.07</u>	<u>709.94</u>
	1,091.28	855.88
TOTAL	<u>1,091.28</u>	<u>855.88</u>

Notes Forming Part of the Financial Statement for the year ended 31ST March, 2014 (Amount ₹ In Lacs)

	As At 31ST March, 2014	As At 31ST March, 2013
NOTE 18 : REVENUE FROM OPERATIONS		
Sale of Products (Refer Note 29)	63,228.65	57,250.79
Sale of Scrap	2.85	24.24
Other operating income (Income from Services / Job Work)	507.65	107.24
TOTAL	<u>63,739.15</u>	<u>57,382.27</u>
NOTE 19 : OTHER INCOME		
Interest from Deposit with Banks	55.78	43.92
Rental Income	324.99	307.70
Less : Commission Paid on Letout Property	--	<u>35.04</u>
	324.99	272.66
Profit on Sale of Fixed Assets	0.71	9.31
Profit on Sale of Investment	--	5.80
Misc. Income	43.89	57.90
TOTAL	<u>425.37</u>	<u>389.59</u>
NOTE 20 : COST OF RAW MATERIALS CONSUMED		
	% age	% age
Imported	32.74	34.04
Indigenous (Refer Note : 30)	67.26	65.96
TOTAL	<u>50,269.35</u>	<u>48,862.39</u>
NOTE 21 : CHANGES IN INVENTORIES		
Inventories (At the end of year)		
Finished Goods	4,077.95	3,521.39
Stock in Process	<u>1,786.44</u>	<u>1,474.73</u>
(A)	5,864.39	4,996.12
Inventories (At the beginning of the year)		
Finished Goods	3,521.39	2,309.84
Stock in Process	<u>1,474.73</u>	<u>708.47</u>
(B)	<u>4,996.12</u>	<u>3,018.31</u>
Change in Inventories (A-B)	<u>(868.27)</u>	<u>(1,977.81)</u>
NOTE 22 : EMPLOYEE BENEFIT EXPENSES		
Salary & Wages	577.47	406.83
Contribution to Provident and Other Funds	23.32	22.17
Staff Welfare Expenses	24.99	35.94
TOTAL	<u>625.78</u>	<u>464.94</u>
NOTE 23 : FINANCE COSTS		
Interest to Banks & Financial Institutions	1,360.32	1,076.46
Other Borrowing Cost	54.42	22.00
Exchange Rate Difference on Foreign Currency Loan	--	308.00
TOTAL	<u>1,414.74</u>	<u>1,406.46</u>

Notes Forming Part of the Financial Statement for the year ended 31ST March, 2014 (Amount ₹ In Lacs)

NOTE 24: DEPRECIATION AND AMORTISATION EXPENSE

	As At 31ST March, 2014	As At 31ST March, 2013
Depreciation	1,120.90	746.10
Less : Transfer from Revaluation Reseve	<u>0.94</u>	<u>1.03</u>
	1,119.96	745.07
TOTAL	<u>1,119.96</u>	<u>745.07</u>

NOTE 25 : OTHER EXPENSES

A Manufacturing Expenses

Consumption of stores, Spares & Packing Material	2,425.65	1,842.87
Processing Chemicals	780.54	655.44
Power & Fuel	3,723.83	1,918.48
Excise Duty	94.81	79.99
Repairs to Building	17.83	7.84
Repairs to Machinery	354.16	104.53
Research & Development	<u>5.64</u>	<u>8.46</u>
	7,402.46	4,617.61

B Selling and Distribution Expenses

Freight Outward	1,052.23	971.58
Export Expenses	8.97	57.49
Commission	156.62	131.51
VAT/CST	1,808.65	1,729.91
Sale Promotion Expenses	<u>34.91</u>	<u>21.43</u>
	3,061.38	2,911.92

C Establishment Expenses

Insurance	59.51	51.14
Telephone	20.33	17.04
Travelling	26.87	25.98
Rent	8.69	11.37
Rate & Taxes	2.95	12.11
Legal & Other Fee	171.13	76.87
Charity & Donation	1.44	9.23
Printing & Stationary	16.87	13.31
General Expenses	<u>67.62</u>	<u>67.81</u>
	375.41	284.86

D Auditor Remuneration :

i) Statutory Audit	1.05	1.05
ii) Internal Audit	<u>0.50</u>	<u>0.50</u>
	1.55	1.55

TOTAL (A+B+C+D)

<u>10,840.80</u>	<u>7,815.94</u>
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Notes Forming Part of the Financial Statement for the year ended 31ST March, 2014 (Amount ₹ In Lacs)

	As At 31ST March, 2014	As At 31ST March, 2013
NOTE 26 : EARNING PER SHARE		
Profit after Tax	593.17	(334.38)
Weighted number of Shares	1,41,50,000	1,41,50,000
Face Value per Equity Share	10.00	10.00
Basic & Diluted EPS	4.19	(2.36)

NOTE 27 : PROPOSED DIVIDEND

The final dividend proposed for the year as follows:

On equity shares of Rs. 10/- each :-

i) Amount of dividend proposed (in Lacs)	70.75	--
ii) Dividend per equity share (in Rs.)	0.50	--

NOTE 28: SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Financial Statements

The accounts have been prepared in accordance with the historical cost convention under accrual basis of accounting as per Indian Generally Accepted Accounting Principles (Indian GAAP).Accounts and Disclosures thereon comply with the Accounting Standards specified in Companies (Accounting Standard) Rules, other pronouncement of ICAI, provisions of the Companies Act, 1956.

2. Use of Estimates

Indian GAAP enjoins management to make estimates and assumptions that affect reported amount of assets, liabilities, revenue, expenses and contingent liabilities pertaining to years, the financial statement relate to. Actual result could differ from such estimates. Any revision in accounting estimates is recognized prospectively from current year and material revision, including its impact on financial statement, is reported in notes to accounts in the year of incorporation of revision.

3. Fixed Assets & Depreciation

- i) Fixed assets are stated at their historical cost less depreciation.
- ii) Depreciation has been charged on fixed assets as per rates of schedule XIV of the Companies Act, 1956 on WDV method except for the addition in plant & machinery installed on or after 01/04/1990 on which depreciation has been charged on straight line method.
- iii) Capital Subsidy received against fixed capital outlay is deducted from gross value of individual fixed assets, forming part of subsidy scheme granted, by way of proportionate allocation of subsidy amount thereon. Depreciation is charged on net fixed assets after deduction of subsidy amount.

4. Inventories

Inventories are valued at the lower of cost or net realizable value. Basis of determination of cost remains as follows:

- a) Raw material, Packing material, Stores & Spares : Moving Weighted Average Basis
- b) Work-in-progress : Cost of Input plus Overhead upto the stage of completion
- c) Finished Goods : Cost of Input plus Appropriate Overhead

5. Turnover

- i) Sales inclusive VAT, CST & Excise Duty.
- ii) Goods sent on consignment are accounted in sales as and when respective "Bikri Patties" are received from the consignees.

6. Investments

Investment are stated at cost.

7. Revenue Recognition

All incomes and expenditure are recognized on accrual basis. Sales and purchases are accounted for on the basis of passing of title to the goods. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable. In Real Estate Units percentage completion method adopted by the Company as per guidance note "Accounting for Real Estate Transaction (Revised 2012)" issued by the ICAI on 1st April, 2012 except those projects which were started before 2012 where project completion method had already been adopted.

8. Contingent Liability & Assets

In the opinion of the Board of Directors there is no contingent liability or asset, hence, no provision is made.

9. Deferred Tax

Deferred Tax resulting from timing differences between book and taxable profit is accounted for using the current tax rate, to the extent that the timing differences is expected to crystallize. The major components of deferred tax assets and liabilities as on 31st March 2014 arising out of the timing differences are as per Note 4 above.

10. Foreign Currency Transactions

Transactions in foreign currency are accounted at exchange rate prevailing on the date of transaction. Assets & Liabilities relating to transactions involving foreign currency are converted at exchange rates prevailing at the year end. The gain / loss arising out of exchange rate difference on account of revenue transactions is adjusted in Profit & Loss Account. The loss arising out of exchange rate difference on account of borrowings outstanding is reported in finance costs.

11. Borrowing Cost

Borrowing Cost that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes substantial period of time to get ready of its intended use. All other borrowing cost are charged to the Statement of Profit & Loss in the period in which they are incurred.

12. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

13. Retirement Benefits

Liabilities in respect of retirement benefit to employees are provided for as follow:-

- a) **Defined Benefit Plans :**
 - i) Leave salary of employees on the basis of accrual valuation.
 - ii) Gratuity liabilities on the basis of estimated valuation.
- b) **Defined Contribution Plans :**
 - i) Liability for the premium paid to insurance company in respect of employees covered under insurance policy.
 - ii) Provident Fund & ESI on the basis of actual liability accrued and paid to the respective authority.

Notes Forming Part of the Financial Statement for the year ended 31ST March, 2014 (Amount ₹ In Lacs)

14. Related Party Disclosures

As per Accounting Standard 18, the disclosure of transactions with the related parties are given below:-

- i) Related Party where control exists: NIL
- ii) The list of related parties where significant influence exists & with whom transaction have taken place and relationship :

Name of the Related Party	Relationship	Nature of Transaction	2013-14	2012-13
			(Amount ₹ in Lacs)	
			Amount	Amount
Kissan Fats Limited, Bathinda	Associate Company	Sale of Goods : i) Oil & Vanaspati Unit	1975.78	7192.22
		ii) Distillery Unit	-	7.76
		Purchase of Goods : i) Oil & Vanaspati Unit	3460.95	9063.69
		ii) Distillery Unit	226.71	193.01
		Milling Charges	-	4.55
		Interest Paid / Credited	86.84	369.20
R.K. Exports, Bathinda Prop. Sh. Rajinder Mittal	Director's Concern	Purchase of Goods	4284.23	1240.56
		Interest Received/Debited	339.46	333.00

Name	Relationship	Nature		
1. Sh. Rajinder Mittal	Managing Director	Remuneration	12.00	12.00
2. Sh. S.N. Goyal	Whole Time Director	Remuneration	3.60	1.95
			<u>15.60</u>	<u>13.95</u>

15. Impairment of fixed Assets

The company has reviewed as at 31/03/2014 the future earnings of its cash generation unit in accordance with AS-28 issued by ICAI .As the carrying amount of the assets does not exceed the future recoverable amount, consequently no adjustment is considered necessary by the management .

16. Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.
17. In the opinion of the Board of Directors, Current Assets, Loan and Advances etc; are realizable at the value approximately at which they are stated in the Balance Sheet in the ordinary course of business.

18. Provision for current tax

The Provision of Income Tax has been made as per the advice of Income Tax Advocate. If any extra demand is raised by income tax authorities that is accounted for in the year of payment/ final adjustment.

19. Segment Information

The company has indentified three reportable segments viz. Oil & Vanaspati, Distillery unit and Real Estate. The segment has been indentified and reported taking into account unitwise, nature of product and services. The accounting policies adopted for segment reporting are in line with the accounting policy of the company with following additional policies for segment reporting:

- a) Revenue & Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole & are not allocable to a segment on reasonable basis has been disclosed as "Unallowable".

Notes Forming Part of the Financial Statement for the year ended 31ST March, 2014 (Amount ₹ In Lacs)

- b) Segment Assets & Segment Liabilities represent assets & liabilities in respective segment units. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

Primary Segment Information :

Particulars	Oil & Vanaspati		Distillery Unit		Real Estate		Unallocable		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
	Segment Revenue	44327.06	50253.52	16501.46	3832.89	2910.63	3295.86	--	--	63739.15
Segment Result (Before Depreciation, Interest & Taxes)	1368.28	1528.53	1739.32	343.03	189.26	734.84	--	--	3296.86	2606.40
Less:										
a) Depreciation & Amortization	--	--	--	--	--	--	1119.96	745.07	1119.96	745.07
b) Finance Cost	--	--	--	--	--	--	1414.74	1406.46	1414.74	1406.46
Profit Before Tax	--	--	--	--	--	--	762.16	454.87	762.16	454.16
Less: Tax Expenses										
a) Current Tax	--	--	--	--	--	--	85.00	65.00	85.00	65.00
b) Deferred Tax	--	--	--	--	--	--	2.71	660.50	2.71	660.50
c) Prior Period tax & other adjustments	--	--	--	--	--	--	81.28	63.75	81.28	63.75
Profit After Tax									593.17	(334.38)
Other Information :										
Segment Assets	22346.06	20031.83	9454.03	9458.71	711.44	3148.00	--	--	32511.53	32638.54
Segment Liabilities	17073.42	14994.38	6363.13	6396.22	466.20	3091.18	--	--	23902.75	24481.78
Unallocable Liabilities	--	--	--	--	--	--	848.59	743.11	848.59	743.11
Capital Expenditure	50.83	848.59	478.58	1021.88	2.15	59.35	--	--	531.56	1929.82
Depreciation & Amortization	231.68	212.05	884.32	528.44	3.96	4.58	--	--	1119.96	745.07

Note : Unallocable Liabilities include Deferred Tax & Current Tax Liabilities.

NOTE 29: DISCLOSURE RELATING TO TURNOVER

Particulars of Segment Sales

(Amount ₹ In Lacs)

Sr. No.	Particulars	Sales Value	
		<u>2013-2014</u>	<u>2012-2013</u>
A	<u>Oil & Vanaspati</u>		
	i) Vanaspati Ghee	16597.02	13053.83
	ii) Refined Oil	14921.80	17220.37
	iii) Oils	8439.76	10807.80
	iv) Rice	1660.00	6290.02
	v) Others	2658.87	2826.30
	Total	44277.45	50198.32
B	<u>Distillery Unit</u>		
	i) Liquor	13393.19	3104.18
	ii) DDGS Feed	2245.20	655.96
	iii) Others	463.06	69.56
	Total	16101.45	3829.70
C	<u>Real Estate</u>	2849.75	3222.77
Total (A+B+C)		63228.65	57250.79

Notes Forming Part of the Financial Statement for the year ended 31ST March, 2014 (Amount ₹ In Lacs)

NOTE 30: DISCLOSURE RELATING TO RAW MATERIAL CONSUMED

Particulars of Segment Raw Material Consumed (Amount ₹ In Lacs)

Sr. No.	Particulars	Consumption (Value)	
		2013-2014	2012-2013
A	<u>Oil & Vanaspati</u>		
	i) Oil Seeds	4410.52	2650.01
	ii) Oils	30511.49	34411.92
	iii) Paddy	1055.30	3494.97
	iv) Others	1941.56	2539.90
	Total	37918.87	43096.80
B	<u>Distillery Unit</u>		
	i) Rice Nakku	8068.34	2604.56
	ii) Bajra	1097.12	140.47
	iii) Barley	108.38	-
	iv) Jawar	66.82	-
	v) De-oiled Rice Bran	463.89	487.04
	vi) Others	88.19	15.64
	Total	9892.74	3247.71
C	<u>Real Estate</u>	2457.74	2517.88
Total (A+B+C)		50269.35	48862.39

NOTE 31: VALUE OF IMPORT ON CIF BASIS IN RESPECT OF :

	Financial Year	
	<u>2013-14</u>	<u>2012-13</u>
i) Raw Material and stock-in-Trade	7885.00	7325.00
ii) Store and spare including components and packing material	Nil	Nil
iii) Capital Goods	Nil	Nil

NOTE 32: EXPENDITURE IN FOREIGN CURRENCY :

Interest Expenses	509.49	501.79
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NOTE 33: EARNING IN FOREIGN CURRENCY :

Sales of Product	Nil	2581.26
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Regd. Office : Hazi Rattan Link Road, P.O. Box No. 71, Bathinda (Punjab) 151001
E-mail : bcl@mittalgroup.co.in | website : www.mittalgroup.co.in
CIN-L24231PB1976PLC003624

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall at Ganpati Enclave, Dabwali Road, Bathinda.

DP ID* _____

Folio No. : _____

Client ID* _____

Share(s) Held _____

NAME & ADDRESS OF THE MEMBER

I hereby record my presence at the 38th Annual General Meeting of the Company being held on Saturday, the 13th September, 2014 at 3.30 P.M. at Ganpati Enclave, Dabwali Road, Bathinda.

* Applicable to members holding shares in Electronic Form

Signature of the Shareholder or Proxy

NOTE : NO GIFTS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.



Regd. Office : Hazi Rattan Link Road, P.O. Box No. 71, Bathinda (Punjab) 151001
E-mail : bcl@mittalgroup.co.in | website : www.mittalgroup.co.in
CIN-L24231PB1976PLC003624

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s): Registered address:	Mail Id: Folio No/ Client Id: DP ID:
--	--

I/We, being the member (s) holding _____ shares of the above named company, hereby appoint :

- 1) _____ of _____ having e-mail id _____ of failing him
- 2) _____ of _____ having e-mail id _____ of failing him
- 3) _____ of _____ having e-mail id _____ of failing him

whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual general meeting of the company, to be held on the 13th day of September, 2014 at 3.30 p.m. at Ganpati Enclave, Dabwali Road, Bathinda, Punjab and at any adjournment thereof.

Signed this..... day of..... 2014

Signature of shareholder

**Affix
Revenue
Stamp**

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

POSTAL BALLOT FORM (In lieu Of E-VOTING at the AGM)

S.No.	Particulars	Details
(1)	Name of Shareholder (s) Including Joint-holders. if any) (IN BLOCK LETTERS)	
(2)	Registered Folio No. DP ID NO./Client ID No.	
(3)	No. of Shares held	

I/WE hereby exercise my/our vote in respect of the Ordinary/Special Resolution(s) to be passed through e-voting/Postal Ballot for the business stated in the AGM Notice dated August 19, 2014 of the Company by conveying my/our assent or dissent to the said resolution(s) in the relevant box below:

Item No.	Description	Type of resolution (Ordinary /Special)	No. of Shares held by me	I/WE assent to the resolution (For)	I/WE dissent to the resolution (Against)
1	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended on that date and reports of the Board of Directors and Auditors and Corporate Governance report thereon	Ordinary			
2	To appoint a Director in place of Sh. Sat Narain Goyal, who retires by rotation and being eligible offers himself for his re-appointment.	Ordinary			
3	To declare a Final Dividend on equity shares for the financial year ended 31st March, 2014.	Ordinary			
4	To appoint Auditors and to fix their remuneration.	Ordinary			
5	To regularize the appointment of Smt. Meenu Mittal as Independent Director of the company	Ordinary			
6	To regularize the appointment of Sh. Ramesh Chander Nayyar as Independent Director of the company	Ordinary			
7	To appoint Sh. Varinder Kumar Nayyar as an Independent Director	Ordinary			

8	To give authority to Board of Directors to Borrow upto Rs.500 crores	Special			
9	To authorize Board of Directors to accept deposits from public	Special			
10	To authorize Board of Director to consider merger of Kissan Fats Limited and Ganpati Townships Limited with BCL Industries & Infrastructures Limited	Special			
11	To authorize Board of Director to consider further issue of Equity Shares including redeemable/non-redeemable preference shares/sweat equity and convertible/non-convertible debentures	Special			
12	To amend Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013	Special			

Place:

Date:

(Signature of Member)

Note: Kindly read the instructions printed overleaf before filling the form. Last date for receipt of postal Ballot forms by Scrutinizer is 09th September 2014

INSTRUCTIONS

1. In terms of Clause 35B of the listing Agreement, those members, who do not have access to e-voting facility provided by the company for the AGM in terms of Section 108 of the Companies Act., 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, may send their assent or dissent in writing on the Postal Ballot Form. Accordingly, this Postal Ballot Form is being provided under Clause 35B of the Listing Agreement to facilitate e-voting provided under Section 108 of the Companies Act, 2013 at the 38th AGM of the Company.
- 2(i) Members who have not registered their e-mail address with the depositories or with Company's Registrars are being sent this Postal Ballot Form along with the Notice of AGM, the e-voting details and self-addressed envelope bearing name of scrutinizer through Registered Post/Speed Post.
- (ii) Members who have registered their e-mail addresses with its depositories or with Company's Registrars can cast their votes by e-voting facility.
3. A member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot Form, sign and send in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer as per instruction 7 below at the address: The Scrutinizer **M/s. S. Parnami & Associates, #6373, Qila Road, Near Tulsī Mahavir Mandir, Bathinda (Punjab) 151001**. Postage will be borne and paid by the Company Envelopes containing Postal Ballots, if deposited in person or sent by courier at the expenses of members will be accepted.
4. Kindly note that members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. If members are opting for e-voting, then they should not by Postal Ballot or vice versa. However, in case Members cast their vote both by Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot will be treated as invalid.
5. The Postal Ballot Form should be completed and signed by the Members. In case of joint share holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named member(s). Unsigned Postal Ballot Forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Bank.
6. Where the Postal Ballot Form has been signed by an authorised representative of a body corporate, a certified copy of the relevant authorizations to vote on the Postal Ballot should accompany the Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in such case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 6:30 P.M. on Tuesday September 9th, 2014. Any Postal Ballot Form received after this date will be treated as if the reply from the member has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/accepted by the Company.
8. A member may request for a duplicate Postal Ballot Form, if so required. However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at Instruction No. 7 above.
9. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of voting will be announced within two days after conclusion of the Annual General Meeting at the Registered Office of the Company Hazi Rattan Link Road, P.O. Box No. 71, Bathinda, Punjab-151001.
10. Members are requested not to sent any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.
11. There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
12. A member need not use all the votes nor does he need to cast all the votes in the same way.
13. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
14. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
15. The date of AGM will be the deemed date of passing resolution(s) through e-voting/Postal Ballot. It may also noted that, in terms of Section 114 of the Companies Act, 2013, the Resolutions contained in the AGM Notice will be deemed to have been passed through e-voting and Postal Ballot Form unless the Poll is taken at the AGM. Accordingly, the results shall be declared in terms of Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as the case may be.
16. The right of e-voting and postal Ballot Form shall not be exercised by a Proxy.



BCL Industries
& Infrastructures Ltd.

Regd. Office : Hazi Rattan Link Road, Post Box No. 71, Bathinda-151 005, India

Tel. : +91 164 2240163, 2240443, 2211628 Fax : +91 164 2240424

E-mail : bcl@mittalgroup.co.in | Website : www.mittalgroup.co.in

CIN No. L24231PB1976PLC003624