



PROUD TO BE INDIAN  
PRIVILEGED TO BE GLOBAL

# BSL Ltd.

REGD. OFFICE : 26, Industrial Area,  
Gandhi Nagar, BHILWARA - 311 001 (Rajasthan) INDIA  
Tel. : (91-1482) 249101,(2 Lines) 245000  
E-mail : accounts@bslsuitings.com, Website: www.bslltd.com  
C.I.N.: L24302RJ1970PLC002266



ONLINE SUBMISSION

REF: BSL/PKJ/2019-20/  
Dated: 9<sup>th</sup> August, 2019

<b>National Stock Exchange of India Ltd</b> Listing Department Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai- 400 051 <b>NSE Symbol: BSL</b>	<b>BSE Ltd</b> Department of Corporate Services 25 <sup>th</sup> Floor, Phiroze Jeejeebhoy Towers Dalal Street Kala Ghoda, Fort, Mumbai, Maharashtra 400 001 <b>BSE Scrip Code: 514045</b>
--	--

Dear Sir,

**Ref: AGM Notice & Annual Report-2019**

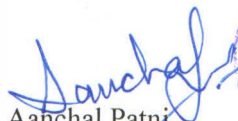
Dear Sir,

We are attaching herewith Notice of 48<sup>th</sup> Annual General Meeting of BSL Limited to be held on Thursday, 12<sup>th</sup> September, 2019 at its registered office at 26, Industrial Area, Gandhi Nagar, Bhilwara-311001 (Rajasthan) alongwith Annual Report 2018-19.

Kindly take the same on record and acknowledge.

Thanking You

For BSL Limited

  
Aanchal Patni  
Company Secretary  
ACS - 43134  
Enc: a/a





PROUD TO BE INDIAN  
PRIVILEGED TO BE GLOBAL



# 2018-19 ANNUAL REPORT

## BSL LIMITED

## CONTENTS

<b>01</b>	Corporate Information	<b>02</b>	Financial Highlights	<b>03</b>	Management Discussion & Analysis
<b>09</b>	Board's Report (English)	<b>14</b>	Board's Report (Hindi)	<b>19</b>	Annexure to the Directors' Report
<b>36</b>	Report on Corporate Governance	<b>54</b>	Independent Auditor's Report	<b>58</b>	Balance Sheet
<b>59</b>	Statement of Profit & Loss	<b>60</b>	Cash Flow Statement	<b>61</b>	Changes in Equity Statements
<b>62</b>	Notes to Financial Statements	<b>100</b>	Other Informations		



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

**Shri Arun Churiwal**

*Chairman & Managing Director*

**Shri Ravi Jhunjunwala**

*Director*

**Shri Nivedan Churiwal**

*Joint Managing Director*

**Shri Shekhar Agarwal**

*Director*

**Shri Amar Nath Choudhary**

*Independent Director*

**Shri Sushil Jhunjunwala**

*Independent Director*

**Shri Giriraj Prasad Singhal**

*Independent Director*

**Smt. Abhilasha Mimani**

*Independent Director*

### PRESIDENT &

### CHIEF FINANCIAL OFFICER

Shri Praveen Jain

### COMPANY SECRETARY

Ms. Aanchal Patni

### KEY EXECUTIVES

**A. K. Mehta**

Sr. Vice – President (Processing)

**M. S. Khiria**

Vice – President (Export Marketing)

**P. Phogat**

Vice – President (Spinning)

**R. K. Katyal**

Vice – President (Weaving )

**Arun Shraff**

Vice – President (Furnishing)

**R. Chowdhary**

Vice – President (Domestic Marketing)

### BANKERS

State Bank of India

IDBI Bank Ltd.

Oriental Bank of Commerce

Punjab National Bank

UCO Bank

Export Import Bank of India

### STATUTORY AUDITORS

**M/s SSMS & Associates**

*Chartered Accountants*

*Bhilwara*

---

### REGISTERED OFFICE

26, Industrial Area, Gandhi Nagar, Bhilwara-311001 (Rajasthan)

CIN: L24302RJ1970PLC002266

Phone: + 91-01482 249101-102, 245000

E-mail: [accounts@bslsuitings.com](mailto:accounts@bslsuitings.com), Website: [www.bslltd.com](http://www.bslltd.com)

### WORKS

Chittorgarh Road, Biliakalan, Mandpam, Bhilwara-311001 (Rajasthan)

### WIND ENERGY PLANT

Village Gorera, Jaisalmer – 345001 (Rajasthan)

Village Ola, Jaisalmer – 345001 (Rajasthan)



## FINANCIAL HIGHLIGHTS

## FINANCIAL HIGHLIGHTS

(` in Crore)

PARTICULARS	2016-17	2017-18	2018-19
Turnover	442.21	403.20	437.31
Exports	200.12	181.91	226.37
PBIDT	39.55	32.73	34.68
Financial Expenses	14.56	13.95	17.50
PBDT	24.99	18.78	17.18
Depreciation & Amortisation Expense	15.92	17.03	16.02
PBT	9.07	1.75	1.16
Taxation	3.15	0.72	0.29
PAT	5.92	1.03	0.87
PAT (Net of OCI)	5.93	0.14	0.30
Gross Block	131.11	149.27	151.53
Less : Depreciation	16.37	34.08	50.27
Net Block	114.74	115.19	101.26
Net Worth	79.03	77.69	76.75

## MANAGEMENT DISCUSSION AND ANALYSIS

### MANAGEMENT DISCUSSION AND ANALYSIS

#### GLOBAL ECONOMY

Global growth is expected to remain at 3.0 per cent in 2019 and 2020; however, the steady pace of expansion in the global economy masks an increase in downside risks that could potentially exacerbate development challenges in many parts of the world, according to the World Economic Situation and Prospects 2019.

In many developed countries, growth rates have risen close to their potential, while unemployment rates have dropped to historical lows. Among the developing economies, the East and South Asia regions remain on a relatively strong growth trajectory, amid robust domestic demand conditions. Beneath the strong global headline figures, however, economic progress has been highly uneven across regions. Despite an improvement in growth prospects at the global level, several large developing countries saw a decline in per capita income in 2018. Even among the economies that are experiencing strong per capita income growth, economic activity is often driven by core industrial and urban regions, leaving peripheral and rural areas behind. While economic activity in the commodity-exporting countries, notably fuel exporters, is gradually recovering, growth remains susceptible to volatile commodity prices.

#### INDIAN ECONOMY

World Economic Outlook (WEO) survey published by the IMF estimates that the Indian economy is projected to grow at **7.3% in 2019** and **7.5% in 2020**, also published in G20 surveillance note, supported by the continued recovery of investment and robust consumption, thus remaining the fastest growing major economy of the world.

#### RECAP: FOR QUARTERLY GDP GROWTH RATE IN THE FINANCIAL YEAR 2018-19

Quarter	Actual	Expectation
Q1	8.2%	7.6%
Q2	7.1%	7.4%
Q3	6.6%	6.9%
Q4	5.8%	6.3%

As the India's GDP tanked to 5.8% in January-March quarter of FY 2018-19. This dragged the overall growth to a five-year low of 6.8% in FY 2018-19, throwing up a tough challenge for the Modi government 2.0.

The most important and the fastest growing sector of Indian economy are services. Trade, hotels, transport and communication; financing, insurance, real estate and business services and community, social and personal services account for more than 60 percent of GDP. Agriculture, forestry and fishing constitute around 12 percent of the output, but employs more than 50 percent of the labor force. Manufacturing accounts for 15 percent of GDP, construction for another 8 percent and mining, quarrying, electricity, gas and water supply for the remaining 5 percent.

#### TEXTILE AND APPAREL INDUSTRY

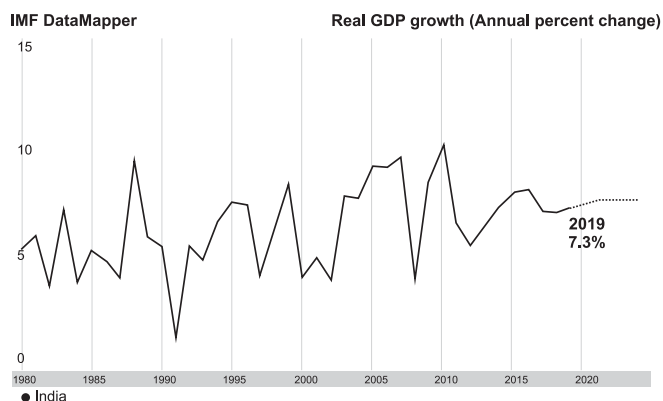
The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

The textile and apparel industry can be broadly divided into two segments - yarn and fibre, and processed fabrics and apparel. The domestic textile industry in India is estimated to reach US\$ 223 billion by 2021. Increased penetration of organised retail, favourable demographics, and rising income levels are likely to drive demand for textiles. India is the world's second largest exporter of textiles and clothing. Textile and apparel exports from India are expected to increase to US\$ 82 billion by 2021.

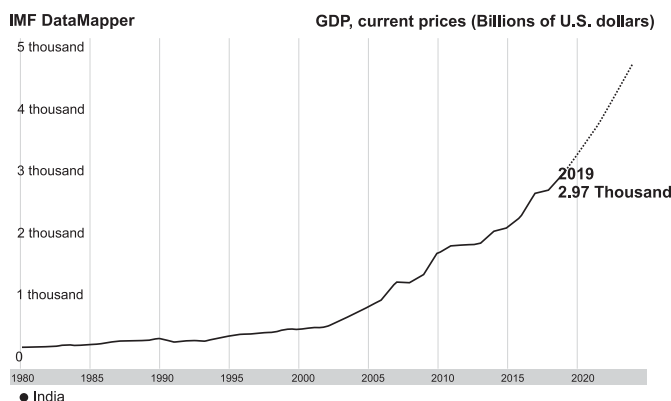
Rising government focus and favourable policies is leading to growth in the textiles and clothing industry. The Ministry of Textiles

### INDIA'S GDP KEY INDICATORS SINCE 1990

**Real GDP Growth**  
Annual percent change

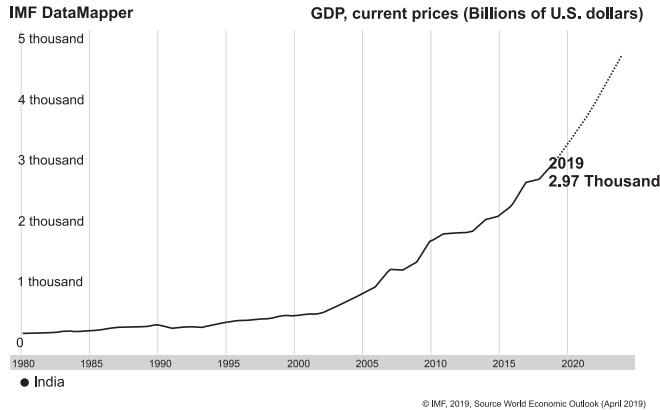


**GDP, current prices**  
Billions of U.S. dollars

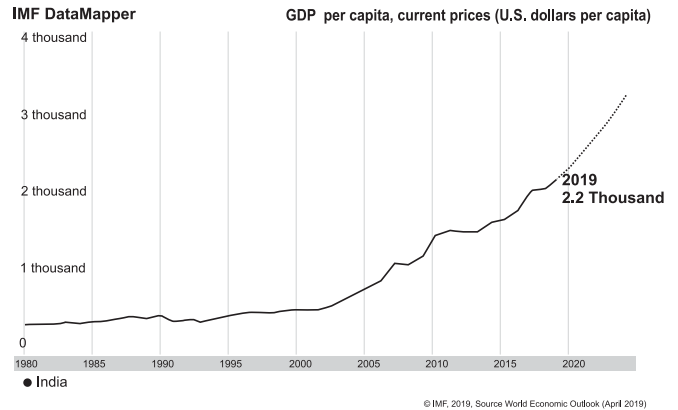


MANAGEMENT DISCUSSION AND ANALYSIS

GDP, current prices  
Purchasing power parity;  
billions of international dollar



GDP per Capita, Current Prices  
(U.S. dollars per capita)



is encouraging investments through increasing focus on schemes such as Technology Up-gradation Fund Scheme (TUFS). Under the Union Budget 2018-19, Rs 2,300 (US\$ 355.27 million) crore have been allocated for TUFS and Rs 30 crore (US\$ 4.63 million) for the Scheme for Integrated Textile Parks, under which there are 47 ongoing projects.


**GOVERNMENT INITIATIVES**

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route.


Initiatives taken by Government of India are:

- The Directorate General of Foreign Trade (DGFT) has revised rates for incentives under the Merchandise Exports from India Scheme (MEIS) for two subsectors of Textiles Industry - Readymade garments and Made ups - from 2 per cent to 4 per cent.
- As of August 2018, the Government of India has increased the basic custom duty to 20 per cent from 10 per cent on 501 textile products, to boost Make in India and indigenous production.
- The Government of India announced a Special Package to boost exports by US\$ 31 billion, create one crore job opportunity and


**INDUSTRY TRENDS**



**Branded garments**  
Combination of exclusive brand stores and multi-brand outlets



**Technical textiles**  
Medical textiles, agro-textiles, geotextiles protective clothing



**Man-made fibres**  
Carpets, conveyor belts, fire resistant materials

**GROWTH DRIVERS**

- **Rising per capita income**  
Higher disposable income & preferences for brands
- **Organized retail landscape & e-Commerce**  
India is the 5th largest global destination in the world for retail
- **Favourable demographic trends**  
Contribute to the growth potential of textiles sector in India
- **Changing lifestyles**  
Increasing demand for quality is set to fuel the need for apparel

## MANAGEMENT DISCUSSION AND ANALYSIS

attract investments worth Rs 80,000 crore (US\$ 11.93 billion) during 2018-2020. As of August 2018 it generated additional investments worth Rs 25,345 crore (US\$ 3.78 billion) and exports worth Rs 57.28 billion (US\$ 854.42 million).

- The Government of India announced a Special Package to boost exports by US\$ 31 billion, create one crore job opportunities and attract investments worth Rs 800.00 billion (US\$ 11.93 billion) during 2018-2020. As of August 2018, it generated additional investments worth Rs 253.45 billion (US\$ 3.78 billion) and exports worth Rs 57.28 billion (US\$ 854.42 million).
- Integrated Wool Development Programme (IWDP) approved by Government of India to provide support to the wool sector starting from wool rearer to end consumer which aims to enhance the quality and increase the production during 2017-18 and 2019-20.
- The Cabinet Committee on Economic Affairs (CCEA), Government of India has approved a new skill development scheme named 'Scheme for Capacity Building in Textile Sector (SCBTS)' with an outlay of Rs 1,300 crore (US\$ 202.9 million) from 2017-18 to 2019-20.

### **SOLAR ENERGY GENERATION IN INDIA: LIGHTING LIVES!**

Solar energy generation is an industry that is growing by leaps and bounds in India. The solar installed capacity in the country at the end of Q3 CY 2018 was about 26 GW, a 53 percent increase compared to 17 GW of solar installed as of Q3 CY 2017. Today, the average price of generating solar electricity is 18% lower than the price of generating electricity from coal-based fuel sources.

When it comes to year-over-year growth though, solar is the clear winner. Growing by a stunning 86% from 2016 to 2017, solar became the most area of most powerful source of electricity generation growth. This is all thanks to a number of initiatives that the Indian government has put forward and successfully undertaken over the last few years.

According to the India Solar Project Tracker by Mercom, rooftop solar energy generation accounts for 1.6 GW with the remaining 18.4 GW coming from utility-scale installations. Telangana leads the Indian states with respect to cumulative solar installations, with other states like Karnataka, Andhra Pradesh, and Rajasthan following at its heels. The Ministry of New and Renewable Energy (MNRE)

### **“2.5 MW ROOF-TOP SOLAR POWER GENERATION PROJECT INSTALLED AT EXISTING SITE MANDPAM BHILWARA”**



has announced new programmes and policies to offer incentives for rooftop solar project commission to the various distribution companies.

### **OPPORTUNITIES AND THREATS**

The Government supports modernization of the industry with a particular focus on closing the gaps in the textile value chain and has taken several measures to create those positive impulses. But there are still some improvements possible. The industry waits for the proposed reforms in labour law, support to develop a skilled work force and programs to bind talents to be able to translate market needs into quality products.

The threats to the Company's product includes severe competition both in domestic and international markets leading to pricing pressures of finished goods, inflation, foreign exchange fluctuation, volatility in input cost, cotton crop, interest rates, power cost etc. Government Policies also play major role in the growth of the Industry.

### **PRODUCT WISE PERFORMANCE**

BSL produces wide range of P/W Cloth, P/V Cloth, Woolen yarn, P/V yarn Viscose yarn.

The Product wise performance during the year is as under:

(₹ in Crore)

Particulars		For the year ended			
		31.03.2019		31.03.2018	
		Qty.	Value	Qty.	Value
a)	Fabrics (Lac Mtrs.)	226.25	353.93	222.88	310.55
b)	Yarn ( MT)	2126	62.66	2522	68.97
c)	Fibre (MT)	-	-	123	2.10
d)	Readymade Garments (No. of Pcs.)	228729	6.98	135006	4.45
e)	Wind Power (Lac Units)	28.95	1.14	20.19	0.79
f)	Job Work		7.17		13.13
g)	Export Incentives		5.43		3.21
	<b>Total</b>		<b>437.31</b>		<b>403.20</b>

### **OUTLOOK**

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. High economic growth has resulted in higher disposable income. This has led to rise in demand for products creating a huge domestic market.

### **RISKS AND CONCERNS**

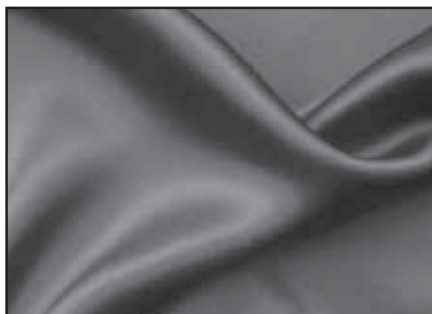
Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting

## MANAGEMENT DISCUSSION AND ANALYSIS

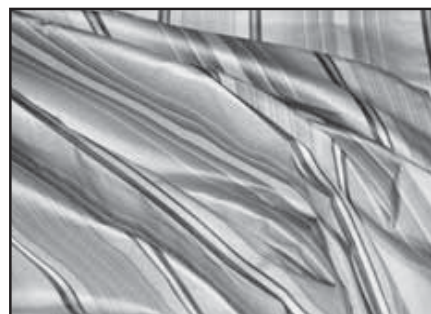
## PRODUCT WISE PERFORMANCE

**POLY VISCOSE FABRICS**

BSL Ltd. has a global executive collection for formal and smart casual range. In Polyester Viscose blends for Suiting, Shirting, Safari & Corduroy for domestic and overseas markets. Special finishes like antiwrinkle, anti microbial are imparted .

**WORSTED FABRICS**

Geoffrey Hammonds a brand of BSL Limited offers designs, a collection of high comfort and stylish to RMG segment and domestic market. BSL brand offers 100% Wool, Wool rich, Lycra blended Poly Wool, Poly Viscose, Mohair Polyester wool. Polyester silk wool fabrics for ladies and men corporate, casually and work wear garments to overseas markets.

**FURNISHING AND FASHION FABRICS**

BSL brand offers Natural Blends, Linen Plain, Poly Jacquard, Poly Print, Poly Dupion, Poly Embroidery, Poly Satin fabric.

**SILKS AND SILK BLENDS**

BSL brand offers Silk Dupion Plain, Silk Stripe, Silk Checks, Satin Plain, Silk Embroidery, Silk Jacquard, Silk Taffeta

**HOME FURNISHING**

mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee. Some of the risks that the Company is exposed to are:

**1. COMPETITIVE RISK:**

The apparel industry is subject to rapidly evolving fashion trends, and we must continuously offer innovative and upgraded products to maintain and grow our existing businesses. Investments in the industries have started picking up with no barriers for entry of new players. Your Company continues to focus on increasing its market share and focusing more on R&D, Quality, Cost and Timely delivery that help create differentiation and provide optimum service to its customers to expose competition risk.

**2. FINANCIAL (FUNDING RISK):**

Any increase in interest rate can affect the finance cost. The Company's policy is to borrow long term borrowing in Indian Rupee to avoid any rate variation risks. The Company has adopted a prudent and conservative risk mitigation strategy to minimize interest costs.



## MANAGEMENT DISCUSSION AND ANALYSIS

### 3. FOREIGN EXCHANGE RISK:

Foreign exchange risks are quantified by identifying contractually committed future currency transactions. The Company's policy is to hedge all long term foreign exchange risk as well as short term exposures within the defined parameters. The long term foreign exchange liability is hedged and hedging reserve is maintained as per requirement of Ind-AS.

### 4. COMPLIANCE AND CONTROL RISK:

The evolution of the global regulatory environment has resulted into increased regulatory scrutiny that has raised the minimum standards to be maintained by BSL Limited. This signifies the alignment of corporate performance objectives, while ensuring compliance with regulatory requirements. The Company is regularly monitoring and reviews the changes in regulatory framework and also monitoring its compliance mechanism so as to ensure that instances of non-compliance do not occur.

### 5. RAW MATERIAL PRICE RISK:

The Company is exposed to the risk of raw material prices of Polyester, Viscose, P/V blended yarn, Silk and Wool. The Company hedges this risk by purchasing the required raw material at the time of booking of sales contracts. Also this risk is being managed by way of inventory management and forward booking.

### 6. HUMAN RESOURCES RISK:

Retaining the existing talent pool and attracting new manpower are major risks. The Company hedges this risk by setting benchmark of the best HR practices and carrying out necessary improvements to attract and retain the best talent. The Company has initiated various measures such as rollout of strategic talent management system, training and integration of learning activities.

### INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Company has an Internal Audit department with adequate experience and expertise in internal controls, operating system and procedures. In discharging their role and responsibilities, the department is supported by an external audit firm.

The Internal Audit Department reviews the adequacy of internal control system in the Company, its compliance with operating systems and laid down policies and procedures. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen them. The Company has a robust Management Information System, which is an integral part of the control mechanism.

### FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

This part has been discussed in Board's Report.

### HUMAN RESOURCE AND INDUSTRIAL RELATION

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. The Company has a structured induction process and management development programs to upgrade skills of the employees. As at 31<sup>st</sup> March, 2019, 3394 employees (Staff & Workers) employed in the Company.

The Company's HR practices, systems and people development initiatives are focused on deployment and scouting for the "Best Fit" talent for all key roles. Pay for performance, reward and recognition programmes, job enrichment and lateral movements provide opportunity for growth & development of the talent pool.

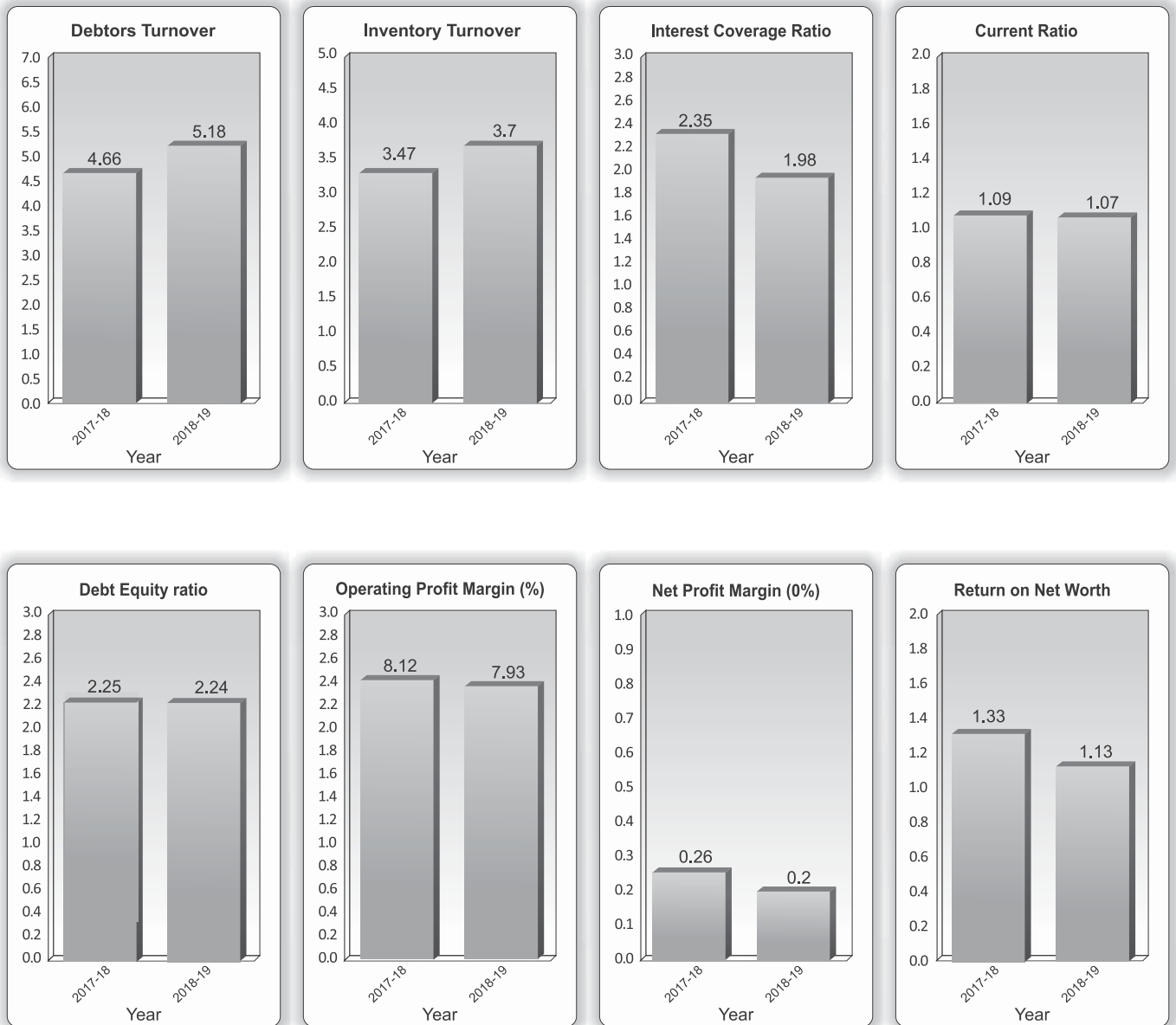
The Company is committed to nurturing, enhancing and retaining top talent through superior Learning & Organization Development interventions. Corporate learning and Organization Development is a part of Corporate HR function. It is a critical pillar to support the organization growth and its sustainability over the long run.

### CAUTIONARY STATEMENT

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw materials costs and availability, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts. The Company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.



## MANAGEMENT DISCUSSION AND ANALYSIS

**KEY FINANCIAL RATIO****Note:**

1. There is no Significant Changes (change of 25% or more) as compared to the previous financial year 2017-18 in Key Financial Ratio.
2. The Return on Net Worth is lower this year due to lower profitability during 2018-19 as compared to 2017-18. This is mainly due to higher input cost and lower margins.

## BOARD'S REPORT

### To The Members,

Your Directors have pleasure in presenting the 48<sup>th</sup> Annual Report together with the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2019.

#### 1. Financial Highlights

(` in Crore)

Particulars	For the year ended	
	31.03.2019	31.03.2018
Turnover - a) Domestic	210.94	221.26
- b) Exports	226.37	437.31
Profit before Interest, Depreciation and Tax	34.68	32.73
Less : Financial Expenses	17.50	13.95
Profit before Depreciation and Tax	17.18	18.78
Less : Depreciation & Amortisation	16.02	17.03
Profit before Tax	1.16	1.75
Taxation - Current Tax	0.31	0.48
- Deferred Tax	(0.02)	0.24
Profit after Tax	0.87	1.03
Other Comprehensive Income (OCI)	(0.57)	(0.89)
Profit after Tax (Net of OCI)	0.30	0.14

#### 2. Operations

The division wise performance is as under:

(` in Crore)

Particulars	For the year ended			
	31.03.2019		31.03.2018	
	Qty.	Value	Qty.	Value
<b>a) Fabrics (Lac Mtrs.)</b>				
- Domestic	106.21	141.87	111.67	140.06
- Exports	120.04	212.06	111.21	170.49
<b>Total</b>	<b>226.25</b>	<b>353.93</b>	<b>222.88</b>	<b>310.55</b>
<b>b) Yarn ( MT)</b>				
- Domestic	1808	54.65	2291	61.73
- Exports	318	8.01	231	7.24
<b>Total</b>	<b>2126</b>	<b>62.66</b>	<b>2522</b>	<b>68.97</b>
<b>c) Fibre (MT)</b>				
- Domestic	-	-	123	2.10
<b>d) Readymade Garments (No. of Pcs.)</b>				
- Domestic	196119	6.11	97802	3.48
- Exports	32610	0.87	37204	0.97
<b>Total</b>	<b>228729</b>	<b>6.98</b>	<b>135006</b>	<b>4.45</b>
<b>e) Wind Power</b>				
Generation (Lac Units)	28.95	1.14	20.19	0.79
<b>f) Job Work</b>		7.17		13.13
<b>g) Export Incentives</b>		5.43		3.21
<b>Grand Total</b>		<b>437.31</b>		<b>403.20</b>

#### 3. Exports

The Company's Export turnover during the year was ` 226.37 Crores as against previous year ` 181.94 Crores.

#### 4. Outlook for Company's Activities

The outlook of Company's activities looks bright as it continues to focus on value addition, improved efficiency, modernization and integrated operations. In Exports, the Company is exploring new markets in Africa, Australia, Europe, USA, Canada and other Latin American countries and increasing the volumes in existing markets. In Domestic Marketing, the Company is focusing on Furnishing/RMG/Institutional segments apart from introducing new ranges.

#### 5. Wind power Project

The Company's Wind Power Projects at Jaisalmer had generated 40.70 Lac units during the year, as against 37.71 Lac units last year.

#### 6. Dividend

In order to conserve resources of the Company, your directors do not propose any dividend for the Financial Year 2018-19.

#### 7. Contribution to Exchequer

Your Company has contributed an amount of ` 18.85 Crores as against previous year ` 19.44 Crores in terms of Taxes & Duties to the Exchequer.

#### 8. National Movements

**"Good quality education is a foundation for dynamic and equitable societies."** Education is the backbone of every society in this world. But what matters the most is the quality education- a dream for many. Our Government has taken various initiative to improve the situation of our Education system. The Company also partakes in CSR activities by providing better education facilities to the schools. The Company has distributed Computers, printers to the Suwana school, Bhilwara as its CSR activities. Besides that the Company equipped the Schools with Sports Kit. The Company always has the focal point of Swachh Bharat and has setup complete Toilet Block and Deep Tube Well in the schools of Tunturi, Purulia and Jamalpur, Burdwan named Vivekananda Sishu Mandir and P.D. Chitlangia Saraswati Sishu Mandir respectively.

**"The worst floods in a century have devastated the state of Kerala."** The Company has contributed adequate amount to the Kerala relief fund with the helping hands of its employees. The employees of the Company has generously contributed a fixed amount of their salaries towards the fund in the month of September, 2018.

The three days Free Body Equipment Distribution Camp was organized by the Company in the month of February, 2019 in which caliper shoes, molded shoes and artificial limbs were provided to handicapped people. The camp was held under the joint association of Mahaveer Seva Sadan, Kolkata. About 62 disabled persons were provided the equipment free of cost which made them live their life in better way.

## BOARD'S REPORT

**9. Green Energy**

The Company on the one hand adhering to ZLD norms at the same time it is focusing on the Green Energy. The Company is having Wind Power capacity of 4.4 MW. It has already installed 2.50 MW roof top Solar Plant at its existing site under OPEX Model. Further during 2018-19, Company installed further 1.17 MW roof top solar plant at its existing site under OPEX Model. Currently the Company is consuming 3.60 Cr. Units P.A. out of which about 22% Power is produced by the company through renewable energy sources. Further Company is planning to install 0.49 MW ground mounted solar power unit at its site which will produce approximately 7 Lacs units P.A. Thus focus of the company is on Sustainability both in terms of effluent Management and non fossil energy consumption.

**10. Vegan Certificate**

The Board of Directors is glad to inform you that your Company has received Vegan Certificate for its product. BSL Limited has become India's first textile manufacturing company having this certificate. It is our privilege that our fabric 100% Polyester and Polyester blends with Cellulose comply the requirements of Vegan certification such as

- No animal ingredients or Proteins is used at any stage of production of the fabric
- No harm is caused to nature and life.

The approval is granted by V-Label GmbH, Switzerland after going through their process. We ensure that all our dyestuff, chemicals / auxiliaries being used for Vegan fabric processing are free from animal origin. During production each process is monitored by strict supervision.

**11. Extract of Annual Return as per Sec 92 in form MGT 9**

The details forming part of extract of Annual Return in Form No MGT 9 is enclosed herewith as per **Annexure I** and also available on the Company's Website at the web link as: <https://www.bslltd.com/disclosures.html>.

**12. Statutory Auditors**

M/s SSMS & Associates, Chartered Accountants (FRN: 019351C) were appointed as Statutory Auditors of your Company at the AGM held on September 26, 2017 for a term of five consecutive years i.e. until the conclusion of the 51st AGM. Further, M/s SSMS & Associates have confirmed their independence and eligibility under the provisions of the Act and Listing Regulations. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. Hence the resolution seeking ratification of the Members for continuance of their appointment at this AGM is not being sought.

The report of the Statutory Auditors along with notes to Schedules is enclosed to this Report. The observations made in

the Auditors' Report are self-explanatory and therefore do not call for any further comments.

Further, the Auditors have not reported any incident of fraud in the Company for the year under review under section 143(12) of the Companies Act, 2013.

**13. Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed **M/s V. M. & Associates, Company Secretaries, Jaipur**, to undertake the Secretarial Audit of the Company. Further, M/s V. M. & Associates have confirmed their independence and eligibility under the provisions of the Act and Listing Regulations. The details forming part of Secretarial Audit Report for financial year 2018-19 in Form MR -3 is enclosed herewith as per **Annexure II**.

There are no reservations, qualifications, adverse remark or disclaimer contained in the Secretarial Audit Report, however an observation has been made by the secretarial auditors on the unspent amount of CSR. The Management responded that this unspent amount will be spent in the financial year 2019-20.

**14. Internal Auditors**

Pursuant to Section 138 of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014, the Company has appointed M/s A.L. Chechani & Co., Chartered Accountants as the internal auditors of the Company. The role of internal auditors includes but not limited to review of internal audit observations and monitoring of implementation of corrective actions required, reviewing of various policies and ensure its proper implementation, reviewing of SOPs and there amendments, if any.

**15. Cost Auditors**

Pursuant to Section 148 of the Companies Act, 2013 read with Rule 6(2) of the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company has been carrying out audit of cost records relating to Textile Divisions every year.

The Board of Directors, on the recommendation of Audit Committee, has appointed M/s N.D. Birla & Co., Cost Accountants, (Firm Registration Number 000028) as Cost Auditor to audit the cost accounts of the Company for the financial year 2018-19. As required under the Companies Act, 2013, a resolution seeking member's ratification for the remuneration payable to the Cost Auditor forms part of the Notice convening the Annual General Meeting for their ratification.

**16. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

The information on conservation of energy, technology

## BOARD'S REPORT

absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is enclosed herewith as per **Annexure III**

### 17. Particulars of Loans given, Guarantees given, Investments made and Securities provided

During the year under review the Company has not given any Loans, Guarantees, Investments and Securities covered under the provisions of section 186 of the Companies Act, 2013.

### 18. Contracts and Arrangements with Related Parties

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with promoters, Directors, key managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee as also the Board for approval. There are no material subsidiary Companies as define in Regulation 16 (c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at the web link as: <https://www.bslltd.com/policy.html>.

Particulars of Related Parties contracts or arrangements u/s section 188 of the Companies Act, 2013 are given in Form AOC-2 and enclosed herewith as per **Annexure IV**.

### 19. Internal Control Systems

The Company has adequate Internal Control Systems, commensurate with the size, scale and complexity of its operations. The Audit committee quarterly reviews the Executive summary on the internal audit findings along with the recommendations and management comments. Further, the Action Taken Report/ Compliances as discussed in the previous meeting is placed in the next meeting along with the detailed report. The Internal Auditors also ensure proper compliance of all policies and Standard Operating Procedures (SOPs) adopted by the Company. Based on the report of Internal Auditors, management undertakes corrective action in their respective areas and thereby strengthens the controls.

### 20. Human Resource Development

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. The Company imparts monthly IT training program for the employees of the Company. The Skill Training Centre of the Company has been approved under Government of India scheme "Integrated Skill Development Scheme (ISDS)". The Company has organized following awareness programs during the year with the active participation of its employees and workers.

- **Environment Awareness:** To create Environment Conservation awareness, on the 46th World Environment Day on 5th June, 2018, the Company organized program / training sessions and poster or slogan competitions.

- **Introductory Training:**

- For creating and enhancing awareness about workplace safety & importance of PPEs, on 26th June, 2018, an induction program has been organized on the topic "Use of Personnel Protective Equipment (PPE)".
- A training programme has been conducted on ENMS "Policy, Objectives & Operational Control" awareness on 24<sup>th</sup> September, 2018.

- **Energy Conservation Awareness:** To create energy conservation awareness, on the 27th National Energy Conservation Day on 14th December, 2018, the Company organized training sessions and poster, slogan competitions.

- **Work Safety:** To acquaint about safety measures to the maximum peoples who are working in plant premises directly or indirectly a session has been conducted on 48th National Safety Day on 4th March, 2019.

### 21. Vigil Mechanism/ Whistle Blower Policy

The Company has a vigil Mechanism named Whistle Blower policy to deal with instance of fraud and mismanagement, if any. The Details of the Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the Company's website at the web link as: <https://www.bslltd.com/policy.html>.

### 22. Nomination & Remuneration Policy

The Board has, on recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management Personnel and KMP and their remuneration including criteria for determining qualifications, positive attributes, independence of Directors, performance evaluation and other matters as per Sec 178 & Regulation 19 of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015. The Nomination & Remuneration Policy is posted on the Company's website at the web link as: <https://www.bslltd.com/policy.html>.

### 23. Corporate Social Responsibility

As per section 135 of Companies Act, 2013, Company has constituted CSR Committee and also framed CSR policy. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report. Details about the CSR policy and initiatives taken by the Company on CSR during the year are available on the Company's website <https://www.bslltd.com/policy.html>. The Annual Report on our CSR activities is enclosed herewith as per **Annexure V**.

### 24. Meetings

During the year four Board meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013, Secretarial Standard-1 issued by Institute of Company Secretaries of India (ICSI) on Board Meetings as SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

## BOARD'S REPORT

**25. Directors & Key Managerial Personnel****1. Change in Directors and Key Managerial Personnel**

- On relinquishment of the post of Company Secretary by Shri Praveen Jain, Ms. Aanchal Patni was appointed as Company Secretary (KMP) w.e.f. 11th February, 2019.
- Shri Amar Nath Choudhary, Independent Director has attained the age of 75 Years on 06/03/2019, approval of members has been taken for continuation of his directorship at the Extra Ordinary General Meeting held on 10/04/2019 as required under Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Shri Shekhar Agrwal (DIN: 00066113), Director shall retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.
- The first term of office of all independent Directors of the Company viz. Shri Sushil Jhunjhunwala (DIN: 00082461), Shri Amar Nath Choudhary (DIN: 00587814), Smt. Abhilasha Mimani (DIN: 06932590) and Shri Giriraj Prasad Singhal (DIN: 00331849), expires at the ensuing Annual General Meeting. The Board has recommended the re-appointment of all the Independent Directors of the Company for a second term of 5 (five) consecutive years. The proposal for confirmation of their re-appointment as Independent Director(s) for a term of 5 years shall be put up before the ensuing Annual General Meeting.

**2. Statement on Declaration given by Independent Directors**

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**3. Annual Evaluation of Board**

In compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Guidance Note on Board Evaluation issued by SEBI, your Board of Directors, during the financial year under review, carried out annual evaluation of its own performance as well as its Committees and also of the individual Directors in the manner as enumerated in the Nomination and Remuneration Policy of the Company. Your Directors feel pleasure in informing the members that the performance of the Board as a whole and its members individually was adjudged satisfactory. More detail on the same is given in the Corporate Governance Report.

**26. KYC of Directors:**

Your Directors have confirmed that pursuant to the Rule 12A of The Companies (Appointment and Qualification of Directors)

Rules, 2014, they have individually filed Form DIR-3 KYC (KYC of Directors) on the Ministry of Corporate Affairs within specified time period. A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by the Board/ Ministry of Corporate Affairs or any such statutory authority is provided in the Corporate Governance Report.

**27. Corporate Governance**

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by the SEBI. The Report on Corporate Governance along with the Certificate of Auditors M/s SSMS & Associates, Chartered Accountants, 16, Basement Heera Panna Market, Pur Road, Bhilwara (Rajasthan) confirming compliance to conditions of Corporate Governance as stipulated under Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of the Annual Report.

**28. Particulars of Employees and related disclosures**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as per **Annexure VI**.

Disclosures required in terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as per **Annexure VII**.

**29. Transfer of Unpaid and Unclaimed Amounts to Investor Education and Protection Fund**

Pursuant to the provisions of Section 125 of the Companies Act, 2013, the declared dividend for the financial year 2010-11, which remained unpaid or unclaimed for a period of seven years, have been transferred by the Company to the IEPF established by the Central Government on 6<sup>th</sup> November, 2018.

**30. Transfer of Unpaid Shares to Investor Education and Protection Fund**

The Company, in pursuance to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, had transferred all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more in the name of designated demat account of the IEPF Authority. A notice had been sent to all concerned shareholders at their registered address. The Company had also published such notice in English Newspaper i.e. 'The Financial Express' and in Hindi Newspaper i.e. 'Dainik Navjyoti' informing the concerned shareholders about the same. The company has uploaded the full details of such shareholders and shares transferred to IEPF account on its website at [www.bslltd.com/dividend-report.html](http://www.bslltd.com/dividend-report.html).



### 31. Other Disclosures Under Companies Act, 2013

- The Company has not invited/ accepted any deposits from the public during the year ended March 31, 2019. There were no unclaimed or unpaid deposits as on March 31, 2019.
- There is no change in the nature of business during the financial year 2018-19.
- No amount has been transferred to General Reserves during the year.
- There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.
- During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
- Details about risk management have been given in the Management Discussions & Analysis.
- The Company does not have any subsidiary, joint venture & associate company.
- The Company is having adequate Internal Financial Control with reference to the Financial Statements.
- During the year, the Company has not received any complaint under the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- The Company has complied with the applicable secretarial standards issued by the Institute of Company Secretaries of India.

### 32. Directors' Responsibility Statement

To the best of our knowledge and belief and according to the information and explanations obtained, we make the following statements in terms of section 134(3)(c) of the Companies Act, 2013:

- a. that in the preparation of the annual financial statements for the year ended 31<sup>st</sup> March, 2019 the applicable

accounting standards have been followed along with proper explanation relating to material departures, if any;

- b. that such accounting policies as mentioned in Note one of the notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2019 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that the internal financial controls were in place and that the internal financial controls were adequate and were operating effectively; and;
- f. that the system to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### 33. Acknowledgements

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. We would like to thank all our clients, customers, vendors, dealers, bankers, investors, other business associates, Central and State Government for their continued support and encouragement during the year and their confidence towards the management.

**For and on behalf of the Board**

**(ARUN CHURIWAL)**  
**CHAIRMAN &**  
**MANAGING DIRECTOR**  
**DIN: 00001718**

Place : Kolkata(W.B.)  
 Date : 16<sup>th</sup>May, 2019

**Regd. Office :**  
 24, Industrial Area,  
 Gandhi Nagar, Bhilwara - 311001  
 Rajasthan



## निदेशक मंडल का प्रतिवेदन

सदस्यगण,

निदेशक मंडल आपके समक्ष 48 वीं वार्षिक रिपोर्ट एवं 31, मार्च, 2019 को समाप्त हुए वित्तीय वर्ष का लेखा विवरण सहर्ष प्रस्तुत कर रहे हैं।

## 1. वित्तीय विशिष्टता

(₹ करोड़ में)

मद	समाप्त हुए वर्ष			
	31.03.2019		31.03.2018	
बिक्री – घरेलू	210.94		221.26	
निर्यात	226.37	437.31	181.94	403.20
ब्याज, मूल्यहास व कर पूर्व लाभ		34.68		32.73
घटाया: वित्तीय व्यय		17.50		13.95
मूल्यहास व कर पूर्व लाभ		17.18		18.78
घटाया: मूल्यहास एवं परिशोधन		16.02		17.03
कर पूर्व लाभ		1.16		1.75
कराधान – आयकर		0.31		0.48
– विलम्बित कर		(0.02)		0.24
कर पश्चात् लाभ		0.87		1.03
अन्य विस्तृत आय (ओ.सी.आई.)		(0.57)		(0.89)
कर पश्चात् लाभ (ओ.सी.आई. शुद्ध)		0.30		0.14

## 2. संचालन

विभागानुसार विक्रय की स्थिति इस प्रकार है:-

मूल्य (₹ करोड़ में)

मद	समाप्त हुए वर्ष			
	31.03.2019		31.03.2018	
	परिमाण	मूल्य	परिमाण	मूल्य
(अ) वस्त्र (लाख मीटर में)				
घरेलू	106.21	141.87	111.67	140.06
निर्यात	120.04	212.06	111.21	170.79
कुल	226.25	353.93	222.88	310.55
(ब) धागा (टनो में)				
घरेलू	1808	54.65	2291	61.73
निर्यात	318	8.01	231	7.24
कुल	2126	62.66	2522	68.97
(स) फाइबर (टनो में)				
घरेलू	—	—	123	2.10
(द) पोशाक (संख्या)				
घरेलू	196119	6.11	97802	3.48
निर्यात	32610	0.87	37204	0.97
कुल	228729	6.98	135006	4.45
(य) पवन ऊर्जा				
ऊर्जा उत्पादन (लाख ईकाई)	28.95	1.14	20.19	0.79
(र) उपकार्य		7.17		13.13
(ल) निर्यात प्रोत्साहन		5.43		3.21
कुल		437.31		403.20

## 3. निर्यात

कम्पनी का निर्यात आलोच्य वर्ष में ₹. 226.37 करोड़ रहा, यह गत वर्ष ₹. 181.94 करोड़ था।

## 4. कम्पनी की गतिविधियों पर दृष्टिकोण

कम्पनी की गतिविधियों का दृष्टिकोण उज्ज्वल लग रहा है। यह निरन्तर मूल्य संवर्धन, कार्यकुशलता में सुधार, आधुनिकीकरण एवं एकीकृत संचालन की तरफ केन्द्रित है। निर्यात के क्षेत्र में कम्पनी अफ्रीका, ऑस्ट्रेलिया, यूरोप, यूएसए, कनाडा और अन्य लैटिन अमेरिकी देशों में नये बाजार के विकास एवं स्थापित बाजार में बढ़ोत्तरी पर ध्यान दे रही है। घरेलू क्षेत्र में कम्पनी खुदरा बाजारों एवं संस्थागत क्षेत्र पर ध्यान दे रही है।

## 5. पवन ऊर्जा परियोजना

इस वर्ष कम्पनी के जैसेलमेर स्थित पवन ऊर्जा उत्पादक संयंत्र का उत्पादन 40.70 लाख यूनिट रहा, गत वर्ष यह उत्पादन 37.71 लाख यूनिट था।

## 6. लाभांश

कंपनी के संसाधनों के संरक्षण के लिए निदेशक मंडल वित्तीय वर्ष 2018-19 के लिए किसी भी लाभांश की अनुशंसा नहीं करता है।

## 7. राजकोषीय अंशदान

आपकी कम्पनी ने कर एवं शुल्क के रूप में ₹.18.85 करोड़ की धन राशि का (गतवर्ष ₹.19.44 करोड़) राजकोष में अंशदान दिया।

## 8. राष्ट्रीय गतिविधि

“गुणवत्तापूर्ण शिक्षा गतिशील और न्यायसंगत समाज के लिए एक आधार है।” शिक्षा इस दुनिया में हर समाज की रीढ़ है। गुणवत्तापूर्ण शिक्षा कई लोगों के लिए एक सपना है। हमारी सरकार ने हमारी शिक्षा प्रणाली की स्थिति में सुधार के लिए विभिन्न पहल की हैं। कंपनी स्कूलों को बेहतर शिक्षा सुविधा प्रदान करके सीएसआर गतिविधियों में भी भाग लेती है। कंपनी ने सीएसआर गतिविधियों के रूप में भीलवाड़ा के स्कूलों में कंप्यूटर, प्रिंटर और स्पोर्ट्स किट वितरित किए हैं। कंपनी के लिए हमेशा स्वच्छ भारत का मुद्दा केंद्र बिंदु रहा है और इसके अनुरूप तुन्चुरी, पुरुलिया के स्कूल विवेकानंद शिशु मंदिर और जमालपुर, बर्दवान के स्कूल पी.डी. चितलंगिया सरस्वती शिशु मंदिर में टॉयलेट ब्लॉक और डीप ट्यूब वेल का सेटअप पूरा किया है।

“इस सदी की सबसे भीषण बाढ़ ने केरल राज्य को तबाह कर दिया है।” कंपनी ने अपने कर्मचारियों के मदद से केरल राहत कोष में पर्याप्त मात्रा में योगदान दिया है। कंपनी के कर्मचारियों ने सितंबर, 2018 के महीने में कोष में अपने वेतन की एक निश्चित राशि का उदारतापूर्वक योगदान दिया है।

कंपनी द्वारा फरवरी, 2019 के महीने में तीन दिवसीय निःशुल्क शारीरिक उपकरण वितरण शिविर का आयोजन किया गया था जिसमें विकलांग लोगों को कैलीपर जूते, मोल्डेड जूते और कृत्रिम अंग प्रदान किए गए थे। यह शिविर महावीर सेवा सदन, कोलकाता के संयुक्त तत्वावधान में आयोजित किया गया था। लगभग 62 विकलांगों को मुफ्त में उपकरण प्रदान किए गए, जिससे उन्हें अपना जीवन बेहतर तरीके से जीने में सहायता मिले।

## निदेशक मंडल का प्रतिवेदन

### 9. हरित ऊर्जा

कंपनी जेडएलडी मानदंडों का पालन करते हुए हरित ऊर्जा पर भी ध्यान केंद्रित कर रही है। कंपनी के पास 4.4 मेगावाट की पवन एनर्जी क्षमता है। कंपनी ओपेक्स मॉडल के तहत अपनी मौजूदा साइट पर 2.50 मेगावाट के रूफ टॉप सौर संयंत्र को स्थापित कर लिया है। वर्ष 2018-19 के दौरान, कंपनी ने ओपेक्स मॉडल के तहत अपनी मौजूदा साइट पर 1.17 मेगावाट के रूफ टॉप सौर संयंत्र की स्थापना की है। वर्तमान में कंपनी एक वर्ष में 3.60 करोड़ यूनिट्स का उपभोग कर रही है। जिनमें से लगभग 22% बिजली नवीकरणीय ऊर्जा स्रोतों के माध्यम से कंपनी द्वारा उत्पादित की जाती है। इसके अलावा कंपनी ने अपनी साइट पर 0.49 मेगावाट की ग्राउंड माउंटेड सौर ऊर्जा इकाई की भी स्थापना की है। कंपनी का फोकस एफ्लुएंट मैनेजमेंट और गैर जीवाश्म ऊर्जा खपत के मामले में स्थिरता लाना है।

### 10. वेगान प्रमाणपत्र

निदेशक मंडल को आपको यह सूचित करने में प्रसन्नता है कि आपकी कंपनी के उत्पाद को वेगान प्रमाणपत्र प्राप्त हुआ है। बीएसएल लिमिटेड भारत की पहली कपड़ा निर्माण कंपनी बन गई है जिसके पास यह प्रमाणपत्र है। यह हमारा सौभाग्य है कि हमारा कपड़ा 100% पॉलिएस्टर और सेलूलोज के साथ मिश्रित पॉलिएस्टर वेगान प्रमाणन की आवश्यकताओं का पालन करता है जैसे:

- कपड़े के उत्पादन के किसी भी स्तर पर किसी भी पशु सामग्री या प्रोटीन का उपयोग नहीं किया जाता है।
- प्रकृति और जीवन के लिए कोई नुकसान नहीं पहुँचता है।

स्विट्जरलैंड के वी-लेबल जीएमबीएच द्वारा यह अनुमोदन प्रदान किया गया है। हम यह सुनिश्चित करते हैं कि वेगान फैंब्रिक प्रसंस्करण के लिए उपयोग में लिए गए हमारे सभी डाईस्टफ, रसायन और ऑक्जिलरी पशु उत्पत्ति से मुक्त हैं। उत्पादन के दौरान प्रत्येक प्रक्रिया की सख्त निगरानी की जाती है।

### 11. वार्षिक विवरण के मुख्य अंश (धारा 92-एमजीटी-9)

वार्षिक विवरण के मुख्य अंश का विवरण फार्म एमजीटी-9 के परिशिष्ट-I में संलग्न है और कंपनी की वेबसाइट <https://www.bslltd.com/disclosures.html> पर भी उपलब्ध है।

### 12. सांविधिक अंकेक्षण

मैसर्स एसएसएमएस एंड एसोसिएट्स, चार्टर्ड एकाउंटेंट्स (फर्म पंजीकरण संख्या 019351C) को 26 सितंबर, 2017 को आयोजित एजीएम में लगातार पांच साल की अवधि के लिए 51 वीं एजीएम के समापन तक आपकी कंपनी के सांविधिक अंकेक्षणों के रूप में नियुक्त किया गया था। इसके अलावा, मैसर्स एसएसएमएस एंड एसोसिएट्स ने अधिनियम और लिस्टिंग विनियमों के प्रावधानों के तहत अपनी स्वतंत्रता और योग्यता की पुष्टि की है। कंपनी (संशोधन) अधिनियम, 2017 द्वारा 7 मई, 2018 से प्रभावी कंपनी अधिनियम की धारा 139 के लिए किए गए संशोधनों के अनुसार, सांविधिक अंकेक्षणों की नियुक्ति के लिए सदस्यों के अनुसमर्थन की आवश्यकता को वापस ले लिया गया है। इसलिए इस

एजीएम में उनकी नियुक्ति को जारी रखने के लिए सदस्यों के अनुसमर्थन के प्रस्ताव की मांग नहीं की जा रही है।

सांविधिक अंकेक्षणों की रिपोर्ट शेड्यूल और नोट्स के साथ बोर्ड रिपोर्ट के साथ संलग्न है। अंकेक्षण रिपोर्ट में दी गई सूचनाएं स्व-व्याख्यात्मक हैं तथा अन्य किसी टिप्पणी की आवश्यकता नहीं है।

इसके अलावा, अंकेक्षणों ने कंपनी अधिनियम, 2013 की धारा 143 (12) के तहत समीक्षा के लिए कंपनी में धोखाधड़ी की किसी भी घटना की पुष्टि नहीं की है।

### 13. सचिवीय अंकेक्षण

कम्पनी अधिनियम 2013 की धारा 204 तथा कम्पनी (प्रबन्धकीय कर्मचारी की नियुक्ति एवं पारिश्रमिक) नियम, 2014 के अनुसार, कम्पनी ने सचिवीय अंकेक्षण के लिए मैसर्स वी.एम. एण्ड एसोसिएट्स, कम्पनी सचिव जयपुर को नियुक्त किया। इसके अलावा, मैसर्स वी.एम. एण्ड एसोसिएट्स ने अधिनियम और लिस्टिंग विनियमों के प्रावधानों के तहत अपनी स्वतंत्रता और योग्यता की पुष्टि की है। सचिवीय अंकेक्षण प्रतिवेदन वित्तीय वर्ष 2018-19 का विवरण फार्म नं. एमआर-3 के अन्तर्गत परिशिष्ट -II में संलग्न है।

सचिवीय अंकेक्षण प्रतिवेदन में कोई भी पूर्व धारणा, मान्यता विपरीत वर्णन या अस्वीकृति नहीं हैं। हालाँकि सीएसआर की अव्ययित राशि के लिए सचिवीय अंकेक्षण ने टिप्पणी की है। प्रत्युत्तर में प्रबंधकों ने कहा है कि यह सीएसआर की बकाया राशि वित्त वर्ष 2019-20 में खर्च की जाएगी।

### 14. आंतरिक अंकेक्षण

कंपनी अधिनियम, 2013 की धारा 138 और कंपनी (लेखा) नियम, 2014 के अनुसार, कंपनी ने सर्व श्री ए. एल. चेचाणी एण्ड कम्पनी, चार्टर्ड एकाउंटेंट्स, भीलवाड़ा को कंपनी के आंतरिक लेखा परीक्षकों के रूप में नियुक्त किया है। आंतरिक लेखापरीक्षकों की भूमिका में आंतरिक लेखापरीक्षा टिप्पणियों की समीक्षा और सुधारात्मक कार्यों के कार्यान्वयन की निगरानी, विभिन्न नीतियों की समीक्षा करने और इसके उचित कार्यान्वयन, एसओपी की समीक्षा शामिल है।

### 15. लागत अंकेक्षण

कंपनी अधिनियम, 2013 की धारा 148 और कंपनी (लागत रिकॉर्ड्स और ऑडिट) नियम, 2014 के समय-समय पर संशोधित नियम 6 (2) के अनुसार, आपकी कंपनी हर साल वस्त्र डिजीजन से संबंधित लागत अभिलेखों का लेखा-जोखा करती रही है। लेखा परीक्षा समिति की सिफारिश पर निदेशक मंडल ने वित्तीय वर्ष 2018-19 के लिए कंपनी के लागत खातों की ऑडिट करने के लिए मैसर्स एनडी बिडला एंड कं, कॉस्ट एकाउंटेंट्स, (फर्म रजिस्ट्रेशन नंबर 000028) को लागत लेखा परीक्षक के रूप में नियुक्त किया है। कंपनी अधिनियम, 2013 के तहत जरूरी है कि, लागत लेखापरीक्षक को देय पारिश्रमिक के लिए सदस्य की मंजूरी मांगने का एक प्रस्ताव, उनके अनुसमर्थन के लिए वार्षिक सामान्य बैठक आयोजित करने की सूचना का हिस्सा होता है।

### 16. ऊर्जा संरक्षण, तकनीक समावेशन एवं विदेशी मुद्रा आय व्यय

कम्पनी अधिनियम 2013 की धारा 134 (3) (एम) तथा कम्पनीज (लेखांकन) नियम 2014 के नियम 8 के तहत ऊर्जा, संरक्षण, तकनीक समावेशन एवम्

## निदेशकों का प्रतिवेदन

विदेशी मुद्रा आय व्यय का विवरण इस प्रतिवेदन की परिशिष्ट-III में दर्शाया गया है।

### 17. ऋण, साख, निवेश एवं प्रतिभूति प्रबन्ध का विवरण

समीक्षाधीन वर्ष के दौरान, कम्पनी अधिनियम 2013 की धारा 186 के अन्तर्गत कोई भी ऋण एवं साख नहीं दिया है एवं कोई भी प्रतिभूति में निवेश नहीं किया है।

### 18. सम्बन्धित पक्षों के साथ अनुबन्ध और व्यवस्था

वित्तीय वर्ष के दौरान सभी सम्बन्धित पक्षों के साथ किए गए व्यवसायिक लेन देन सामान्य व्यावसाय के अन्तर्गत एवं उचित हस्त दूरी के आधार पर किए गये।

प्रोत्साहकों, निदेशकों, प्रमुख प्रबन्धकीय कर्मियों एवं अन्य नामित व्यक्तियों के साथ कम्पनी ने कोई भी व्यवसायिक लेन देन नहीं किया गया है, जो कम्पनी के हित को प्रभावित करता है। सभी सम्बन्धित पक्षों का लेन देन का अंकेक्षण एवं निदेशक समिति के समक्ष अनुमति हेतु प्रदान किया है।

सम्बन्धित पक्ष के लिए बनाई गयी नीति को कम्पनी की वेबसाइट <https://www.bslltd.com/policy.html> पर दर्शाया गया है। कम्पनी अधिनियम 2013 की धारा 188 के अन्तर्गत सम्बन्धित पक्ष के साथ लेन देन का विवरण फार्म एओसी-2 परिशिष्ट-IV में संलग्न है।

### 19. आंतरिक नियन्त्रण पद्धति

कम्पनी के पास योग्य आंतरिक नियन्त्रण पद्धति है जो व्यवसाय के संचालन के आकार, माप, जटिलता के अनुरूप है। अंकेक्षण समिति हर तिमाही में प्रबंधन सिफारिशों और टिप्पणियों के साथ आंतरिक अंकेक्षण निष्कर्षों पर कार्यकारी सारांश की समीक्षा करती है। इसके अलावा, पिछली बैठक में चर्चा की गई एक्शन टेकन रिपोर्ट/अनुपालनाओं को विस्तृत रिपोर्ट के साथ अगली बैठक में प्रस्तुत किया जाता है। आंतरिक लेखा परीक्षक कंपनी द्वारा अपनाई गई सभी नीतियों और मानक संचालन प्रक्रियाओं (एसओपी) का उचित अनुपालन सुनिश्चित करते हैं। आंतरिक लेखा परीक्षकों की रिपोर्ट के आधार पर, प्रबंधन अपने संबंधित क्षेत्रों में सुधारात्मक कार्रवाई करता है और इस तरह नियंत्रणों को मजबूत करता है।

### 20. मानव संसाधन विकास

कंपनी व्यवसाय के सभी क्षेत्रों में अपने कर्मचारियों द्वारा दिखाई गई प्रतिबद्धता, क्षमता और समर्पण पर गर्व करती है। कंपनी के कर्मचारियों के लिए मासिक सुचना प्रौद्योगिकी प्रशिक्षण कार्यक्रम प्रदान करते हैं। कंपनी के कौशल प्रशिक्षण केंद्र को भारत सरकार की योजना "एकीकृत कौशल विकास योजना (ISDS)" के तहत अनुमोदित किया गया है। कंपनी ने अपने कर्मचारियों और श्रमिकों की सक्रिय भागीदारी के साथ वर्ष के दौरान जागरूकता कार्यक्रमों का आयोजन किया है।

- **पर्यावरण जागरूकता:** पर्यावरण संरक्षण जागरूकता उत्पन्न करने के लिए, 5 जून, 2018 को 46 वें विश्व पर्यावरण दिवस पर, कंपनी ने कार्यक्रम/ प्रशिक्षण और पोस्टर या स्लोगन प्रतियोगिताओं का आयोजन किया।
- **परिचयात्मक प्रशिक्षण:**
  - 26 जून, 2018 को कार्यस्थल सुरक्षा और पीपीई के महत्व के

बारे में जागरूकता पैदा करने और बढ़ाने के लिए, "कार्मिक सुरक्षा उपकरण का उपयोग" (पीपीई) विषय पर एक प्रेरण कार्यक्रम का आयोजन किया गया है।

- 24 सितंबर, 2018 को ENMS "नीति, उद्देश्य और संचालन नियंत्रण" जागरूकता पर एक प्रशिक्षण कार्यक्रम आयोजित किया गया है।

- **ऊर्जा संरक्षण जागरूकता:** ऊर्जा संरक्षण जागरूकता उत्पन्न करने के लिए, 14 दिसंबर, 2018 को 27 वें राष्ट्रीय ऊर्जा संरक्षण दिवस पर, कंपनी ने प्रशिक्षण सत्र और पोस्टर, स्लोगन प्रतियोगिताओं का आयोजन किया।
- **कार्य सुरक्षा:** प्रत्यक्ष रूप से या अप्रत्यक्ष रूप से संयंत्र परिसर में काम कर रहे अधिकतम लोगों के लिए सुरक्षा उपायों के बारे में जानने के लिए 4 मार्च, 2019 को 48 वें राष्ट्रीय सुरक्षा दिवस पर एक सत्र आयोजित किया गया है।

### 21. जागरूकता/ व्हीसल ब्लोअर नीति

कम्पनी में धोखाधड़ी और कुप्रबन्धन के उदाहरण से निपटने के लिए जागरूकता नीति नामक एक निगरानी तंत्र है। जागरूकता नीति का विवरण निगमित प्रशासन की रिपोर्ट में बताया गया है और यह भी कम्पनी की वेबसाइट <https://www.bslltd.com/policy.html> पर दर्शाया गया है।

### 22. नामांकन एवं पारिश्रमिक नीति

निदेशक मंडल ने नामांकन एवं पारिश्रमिक समिति की अनुशंसा पर एक नीति बनाई है, जो निदेशकों, वरिष्ठ प्रबन्धन कर्मियों और केएमपी के चयन एवं नियुक्ति एवं उनके पारिश्रमिक से सम्बन्धित है। इसमें उनकी योग्यता, सकारात्मक गुण, निदेशक की स्वतंत्रता का निर्धारण एवं धारा 178 व सेबी (लिस्टिंग दायित्व एवं प्रकटीकरण आवश्यकता) अधिनियम, 2015 के नियम 19 के अन्तर्गत आने वाले अन्य सभी मामलों का निर्धारण करने के मापदंड सम्मिलित है। यह भी कम्पनी की वेबसाइट <https://www.bslltd.com/policy.html> पर दर्शाया गया है।

### 23. निगमित सामाजिक उत्तरदायित्व

कम्पनी अधिनियम 2013 की धारा 135 के अनुसार कम्पनी के सीएसआर समिति का गठन किया गया है एवं सीएसआर नीति बनाई गई है। निगमित प्रशासन की रिपोर्ट जो कि निदेशक मण्डल की रिपोर्ट का एक हिस्सा है, में समिति एवं इसके गठन की शर्तें विस्तार से बताई गई हैं। वर्ष के दौरान कम्पनी द्वारा जो सीएसआर के तहत कार्य किये गये हैं एवं सीएसआर नीति की जानकारी इसकी वेबसाइट [www.bslltd.com/policy.html](http://www.bslltd.com/policy.html) पर उपलब्ध है। सीएसआर गतिविधियों का विवरण इस प्रतिवेदन के परिशिष्ट-V में संलग्न है।

### 24. सभाएं

वर्ष के दौरान चार बोर्ड की बैठकें आयोजित की गई हैं। जिसका विवरण निगमित प्रशासन की रिपोर्ट में दिए गए हैं। कम्पनी अधिनियम 2013, ICSI के द्वारा प्रकाशित सचिवीय मानक-1 और सेबी (लिस्टिंग दायित्व एवं प्रकटीकरण आवश्यकता) अधिनियम, 2015 के तहत बैठकों की अवधि के बीच अन्तर निर्धारित अवधि के भीतर था।

## 25. निदेशकों एवं प्रमुख प्रबन्धकीय कर्मी

### 1. निदेशकों एवं प्रमुख प्रबन्धकीय कर्मी में परिवर्तन –

- श्री प्रवीण जैन द्वारा कंपनी सचिव का पद छोड़ने पर, सुश्री आंचल पाटनी को 11 फरवरी, 2019 से कंपनी सचिव (KMP) नियुक्त किया गया था।
- सेबी (लिस्रिंग दायित्व एवं प्रकटीकरण आवश्यकता) अधिनियम, 2015 के विनियमन 17 (1ए) के प्रावधानों के अनुसार, श्री अमर नाथ चौधरी, स्वतंत्र निदेशक ने 06/03/2019 को 75 वर्ष की आयु प्राप्त कर ली थी, उनके निर्देशन को जारी रखने के लिए 10/04/2019 को आयोजित अतिरिक्त साधारण आम बैठक में सदस्यों की स्वीकृति ली गई थी।
- कंपनी अधिनियम 2013 के प्रावधानों के अनुसार श्री शेखर अग्रवाल अवकाश ग्रहण करेंगे व पुनः नियुक्ति के योग्य है।
- कंपनी के सभी स्वतंत्र निदेशकों श्री सुशील झुनझुनवाला (DIN: 00082461), श्री अमर नाथ चौधरी (DIN: 00587814), श्रीमती अभिलाषा मिमानी (DIN: 06932590) और श्री गिरिशज प्रसाद सिंघल (DIN: 00331849) के कार्यालय का पहला सत्र आगामी वार्षिक आम बैठक में समाप्त हो रहा है। बोर्ड ने कंपनी के सभी स्वतंत्र निदेशकों की 5 साल के दूसरे कार्यकाल के लिए फिर से नियुक्ति की सिफारिश की है।

### 2. स्वतंत्र निदेशकों द्वारा की गई घोषणा –

सभी स्वतंत्र निदेशक कंपनी अधिनियम 2013 की धारा 149(6) एवं सेबी (लिस्रिंग दायित्व एवं प्रकटीकरण आवश्यकता) अधिनियम, 2015 के नियम 16 (1) बी के अन्तर्गत बताई गई स्वतंत्रता के मानदंड की अनुपालना करते हैं।

### 3. बोर्ड का वार्षिक मूल्यांकन—

कंपनी अधिनियम 2013, सेबी (लिस्रिंग दायित्व एवं प्रकटीकरण आवश्यकता) अधिनियम, 2015 एवं सेबी द्वारा जारी किए गए बोर्ड मूल्यांकन पर मार्गदर्शन नोट के अनुपालन में, आपके निदेशक मंडल ने, समीक्षाधीन वित्तीय वर्ष के दौरान, कंपनी के नामांकन और पारिश्रमिक नीति में गणना के अनुसार अपने स्वयं के प्रदर्शन के साथ-साथ अपनी समितियों के वार्षिक मूल्यांकन और व्यक्तिगत निदेशकों का भी मूल्यांकन किया। आपके निदेशकों को सदस्यों को सूचित करने में खुशी महसूस होती है कि बोर्ड का प्रदर्शन समग्र रूप से और इसके सदस्यों को व्यक्तिगत रूप से संतोषजनक माना गया। इस पर अधिक विवरण निगमित प्रशासन की रिपोर्ट में दिया गया है।

## 26. निदेशकों की केवाईसी:

आपके निदेशकों ने पुष्टि की है कि कंपनियों के नियम 12A (निदेशक की नियुक्ति और योग्यता) नियम, 2014 के अनुसार, उन्होंने व्यक्तिगत रूप से निर्दिष्ट समय अवधि के लिए कॉर्पोरेट मामलों के मंत्रालय पर फॉर्म डीआईआर –3 केवाईसी दायर किया है। कंपनी ने प्रैक्टिसिंग कंपनी सचिव से एक प्रमाण पत्र प्राप्त किया है जिसमें प्रमाणित किया गया है की कंपनी

के निदेशक मंडल में से कोई भी निदेशक बोर्ड/कॉर्पोरेट मामलों के मंत्रालय द्वारा कंपनी के निदेशक के रूप में नियुक्त या जारी रखने में अयोग्य नहीं है। निगमित प्रशासन की रिपोर्ट में प्रमाण पत्र प्रदान किया गया है।

## 27. निगमित प्रशासन

कंपनी निगमित प्रशासन के उच्चतम मानको को बनाये रखने और सेबी द्वारा निगमित प्रशासन की अनुपालना के लिए प्रतिबद्ध है। निगमित प्रशासन की शर्तों के अनुपालन की पुष्टि के लिए लेखा परीक्षक सर्व श्री एसएसएमएस एंड एसोसिएट्स, चार्टर्ड एकाउंटेंट्स, 16, बेसमेंट, हीरापन्ना मार्केट, पुर रोड़, भीलवाड़ा (राज.) द्वारा निगमित प्रशासन पर दी गयी रिपोर्ट एवं प्रमाण-पत्र, सेबी (लिस्रिंग दायित्व एवं प्रकटीकरण आवश्यकता) अधिनियम, 2015 के नियम 34 (3) में वर्णित अनुपालना को सुनिश्चित करते हैं।

## 28. कर्मचारी और सम्बन्धित के विवरण

कंपनी अधिनियम 2013 की धारा 197 (12) एवं कंपनी (प्रबन्धकीय कर्मियों का पारिश्रमिक एवं नियुक्ति) नियम, 2014 के नियम 5 (1) के अनुसार पारिश्रमिक से सम्बन्धित प्रकटीकरण एवं अन्य विवरण परिशिष्ट-VI में दर्शाया गया है।

कंपनी अधिनियम 2013 की धारा 197 (12) एवं कंपनी (प्रबन्धकीय कर्मियों का पारिश्रमिक एवं नियुक्ति) नियम, 2014 के नियम 5 (2) एवं 5 (3) के अन्तर्गत आवश्यक प्रकटीकरण परिशिष्ट-VII में दर्शाया गया है।

## 29. निवेशक, शिक्षा और संरक्षण कोष हस्तांतरण

कंपनी अधिनियम, 2013 की धारा 125 के प्रावधानों के अनुसार, वित्तीय वर्ष 2010-11 के लिए घोषित लाभांश, जो सात साल की अवधि के लिए अनपेड और अनक्लेम्ड थे, को निवेशक शिक्षा और संरक्षण कोष में 6 नवंबर, 2018 की तारीख में हस्तांतरित कर दिया गया है।

## 30. निवेशक शिक्षा और संरक्षण कोष में अनपेड शेरों का हस्तांतरण

निवेशक शिक्षा और संरक्षण कोष प्राधिकरण (लेखा, लेखा परीक्षा, हस्तांतरण और रिफंड) संशोधन नियम, 2017 (आईईपीएफ नियम) के अनुसरण में, उन सभी शेरों को आईईपीएफ प्राधिकरण के नामित डीमैट खाते के नाम पर हस्तांतरित किया गया है, जिसके संबंध में शेरधारकों द्वारा लगातार सात वर्षों तक भुगतान नहीं किया गया है या दावा नहीं किया गया है। सभी संबंधित शेरधारकों को उनके पंजीकृत पते पर एक नोटिस भेज दिया गया था। कंपनी ने अंग्रेजी समाचार पत्र 'द फाइनेंशियल एक्सप्रेस' और हिंदी समाचार पत्र 'दैनिक नवज्योति' में भी इस नोटिस को प्रकाशित किया था। कंपनी ने <https://www.bslltd.com/dividend-report.html> पर अपनी वेबसाइट पर आईईपीएफ खाते में स्थानांतरित शेरधारकों और शेरों का पूरा विवरण अपलोड किया है।

## 31. कंपनी अधिनियम, 2013 के तहत अन्य प्रकटीकरण

- 31 मार्च 2019 को समाप्त हुए वर्ष के दौरान कंपनी ने जनता से किसी भी जमा राशि को आमंत्रित/स्वीकार नहीं किया है। 31 मार्च, 2019 को कोई अनक्लेम्ड या अनपेड जमा नहीं थी।
- वित्त वर्ष 2018-19 के दौरान व्यवसाय की प्रकृति में कोई बदलाव नहीं हुआ है।

- वर्ष के दौरान जनरल रिजर्व में कोई राशि हस्तांतरित नहीं की गई है।
- कंपनी के वित्तीय वर्ष के अंत से रिपोर्ट की तिथि के बीच कंपनी की वित्तीय स्थिति को प्रभावित करने वाले कोई भी भौतिक परिवर्तन और प्रतिबद्धता नहीं हैं।
- वर्ष के दौरान नियामकों या अदालतों या ट्रिब्यूनल द्वारा जारी किए गए ऐसे महत्वपूर्ण और भौतिक आदेश नहीं हुए हैं जो भविष्य में कंपनी के संचालन को प्रभावित करते हैं।
- कंपनी के जोखिम प्रबंधन के बारे में विवरण प्रबंधन चर्चाओं और विश्लेषण में परिभाषित किया गया है।
- कंपनी के कोई सहायक, संयुक्त उद्यम और सहयोगी कंपनी नहीं हैं।
- वित्तीय विवरणों के संदर्भ में कंपनी को पर्याप्त आंतरिक वित्तीय नियंत्रण मिल रहा है।
- वर्ष के दौरान, कंपनी को कार्यस्थल पर महिला उत्पीड़न (रोकथाम, निषेध और निवारण) अधिनियम, 2013 के तहत कोई शिकायत नहीं मिली।
- कंपनी ने इंस्टीट्यूट ऑफ कंपनी सेक्रेटरीज ऑफ इंडिया द्वारा लागू सचिवीय मानकों का अनुपालन किया है।

### 32. निदेशकों के उत्तरदायित्व का वर्णन

कम्पनी के निदेशक, प्राप्त सर्वोकृष्ट ज्ञान एवं विश्वास तथा उन्हे प्राप्त सूचना व स्पष्टीकरण के आधार पर कम्पनी अधिनियम 2013 की धारा 134 (3) (स) के अनुपालना में आपके निदेशक सुनिश्चित करते हैं।

1. कि वार्षिक वित्तीय विवरण 31 मार्च 2019 को समाप्त हुए वर्ष की तैयारी में यथोचित लेखांकन सिद्धांतों का पालन किया गया है, साथ ही महत्वपूर्ण विचलनों की दशा में उपयुक्त स्पष्टीकरण भी दिये हैं।
2. कि वित्तीय विवरण के नोट में उल्लेख वित्तीय वक्तव्यों के नोटों में से नोट 1 चुना गया है। उन पर लगातार अमल किया और उपयुक्त निर्णय और अनुमान लगायें, जो कि कम्पनी के वित्तीय वर्ष की

समाप्ति 31 मार्च 2019 पर स्थिति विवरण व वर्ष भर के लाभ हानि की स्थिति को सत्य व संतोषजनक रूप में दर्शाते हैं।

3. कि निदेशकों ने कम्पनी की सम्पत्तियों की सुरक्षा और धोखाधड़ी एवं अनियमितता की जाँच व रोक के संबंध में कम्पनी अधिनियम 2013 में वर्णित नियमों का पालन करते हुए योग्य लेखांकन पुस्तकों के रखरखाव के लिए यथोचित व पर्याप्त सावधानी का पालन किया है।
4. कि निदेशकों ने वार्षिक वित्तीय विवरण, व्यवसाय की निरन्तरता के सिद्धान्त को ध्यान में रखते हुए तैयार किये।
5. कि आन्तरिक वित्तीय नियंत्रण पद्धति पर्याप्त व प्रभावी है।
6. कि सभी उपयुक्त कानून के नियम की पालना करने की प्रणाली है जो पर्याप्त व प्रभावी है।

### 33. आभार प्रदर्शन

निदेशक मंडल वित्तीय संस्थाओं, बैंकों, केन्द्रीय व राज्य सरकारों के विभिन्न विभागों के प्रति सहयोग व बहुमूल्य मार्ग दर्शन हेतु आभार व कृतज्ञता व्यक्त करता है। वर्ष के दौरान निदेशकों द्वारा कम्पनी के हितधारकों, ग्राहकों, सदस्यों, व्यापारियों, दुकानदारों, बैंकों और अन्य व्यापारिक भागीदारों द्वारा प्राप्त उत्कृष्ट समर्थन के लिए कम्पनी उनके सतत् प्रतिबद्धता एवं निरन्तर सहयोग के लिए सभी कर्मचारियों के प्रति आभार व कृतज्ञता व्यक्त करती है।

निदेशक मंडल की ओर से

स्थान: कोलकाता (प. ब.)

तारीख: 16 मई, 2019

पंजीकृत कार्यालय:

26, इंडस्ट्रियल एरिया,  
गाँधी नगर, भीलवाड़ा  
(राजस्थान)– 311001

अरुण चूड़ीवाल  
अध्यक्ष व प्रबन्ध निदेशक  
नि. प. सं. 00001718

## ANNEXURE - I TO BOARD'S REPORT

Form No. MGT 9

### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

i) CIN	L24302RJ1970PLC002266
ii) Registration Date	24TH OCTOBER 1970
iii) Name of the Company	BSL LTD
iv) Category / Sub-Category of the Company	Company Limited by Shares . Indian non-Government Company
v) Address of the Registered office and contact details	26, Industrial Area, Gandhi Nagar, Bhilwara-311001 (Rajasthan) Tel: 01482 249101-102, 245000 Email: accounts@bslsuitings.com
vi) Whether listed company	YES
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Ltd. Shri Venkatesh Bhawan, F-65, Okhla Industrial Area, Phase I, New Delhi- 110020 Tel: 011 41406148 Fax: 011 41709881 Email: admin@mcsregistrars.com

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products, services	NIC Code of the Product. service	%to total turnover of the company
1	Man-made fiber and man-made mixture fabrics	13124	80.93%
2	Spinning of man-made fiber including blended man-made fiber	13114	14.33%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S No.	Name of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of share held	Applicable section
-------	---------------------	----------	--------------------------------	-----------------	--------------------

NIL



## ANNEXURE - I TO BOARD'S REPORT

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## i) Category - wise Shareholding

Category of Shareholders	No of share held at the beginning of the year (As on 01-04-2018)				No of share held at the end of the year (As on 31-03-2019)				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual. HUF	3625762	-	3625762	35.23%	3625762	-	3625762	35.23%	0.00%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1896310	-	1896310	18.42%	1896310	-	1896310	18.42%	0.00%
e) Banks . FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(1):</b>	<b>5522072</b>	<b>-</b>	<b>5522072</b>	<b>53.65%</b>	<b>5522072</b>	<b>-</b>	<b>5522072</b>	<b>53.65%</b>	<b>0.00%</b>
<b>(2) Foreign</b>									
a) NRI. Individuals	-	-	-	-	-	-	-	-	-
b) Other- Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	287000	-	287000	2.79%	287000	-	287000	2.79%	0.00%
d) Banks . FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(2):</b>	<b>287000</b>	<b>-</b>	<b>287000</b>	<b>2.79%</b>	<b>287000</b>	<b>-</b>	<b>287000</b>	<b>2.79%</b>	<b>0.00%</b>
<b>Total shareholding of Promoter (A)= (A)(1) + (A) (2)</b>	<b>5809072</b>	<b>-</b>	<b>5809072</b>	<b>56.44%</b>	<b>5809072</b>	<b>-</b>	<b>5809072</b>	<b>56.44%</b>	<b>0.00%</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	450	450	0.00%	-	450	450	0.00%	0.00%
b) Banks. FI	31695	758	32453	0.32%	31695	758	32453	0.32%	0.00%
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurances Companies	399654	-	399654	3.88%	399654	-	399654	3.88%	0.00%
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital funds	-	-	-	-	-	-	-	-	-
i) others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub- total (B)(1):</b>	<b>431349</b>	<b>1208</b>	<b>432557</b>	<b>4.20%</b>	<b>431349</b>	<b>1208</b>	<b>432557</b>	<b>4.20%</b>	<b>0.00%</b>
<b>2. Non- Institutions</b>									
a) Bodies Corp.									
i) Indian	553640	21288	574928	5.59%	503400	5557	508957	4.95%	-0.64%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Shareholders holding nominal share capital upto Rs. 1 lakh	1916473	474715	2391188	23.23%	2025260	429609	2454869	23.85%	0.62%

## ANNEXURE - I TO BOARD'S REPORT

ii) Shareholders holding nominal share capital in excess of Rs. 1 lakh	976963	0	976963	9.49%	958559	0	958559	9.31%	-0.18%
c) others (specify)									
NRI	76984	26482	103466	1.01%	82887	24130	107017	1.04%	0.03%
IEPF Authority	3994	-	3994	0.04%	21137	-	21137	0.21%	0.17%
<b>Sub- total (B)(2):</b>	<b>3528054</b>	<b>522485</b>	<b>4050539</b>	<b>39.36%</b>	<b>3591243</b>	<b>459296</b>	<b>4050539</b>	<b>39.36%</b>	<b>0.00%</b>
<b>Total Public Shareholding(B)= (B)(1) + (B) (2)</b>	<b>3959403</b>	<b>523693</b>	<b>4483096</b>	<b>43.56%</b>	<b>4022592</b>	<b>460504</b>	<b>4483096</b>	<b>43.56%</b>	<b>0.00%</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>9768475</b>	<b>523693</b>	<b>10292168</b>	<b>100%</b>	<b>9831664</b>	<b>460504</b>	<b>10292168</b>	<b>100.00%</b>	<b>0.00%</b>

### ii) Shareholding of Promoters

S No.	Shareholders Name	Shareholdings at the beginning of the year (As on 01-04-2018)			Shareholdings at the end of the year (As on 31-03-2019)			% change in Shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Shri Arun Kumar Churiwal	1025716	9.97	-	1025716	9.97	-	-
2	Shri Arun Kumar Churiwal - HUF	51200	0.50	-	51200	0.50	-	-
3	Giltedged Industrial Secu. Ltd.	0	0.00	-	0	0.00	-	-
4	Mandpam Vikas Pvt. Ltd.	23975	0.23	-	23975	0.23	-	-
5	Bharat Investment Growth Ltd.	257500	2.50	-	257500	2.50	-	-
6	Investors India Ltd.	190703	1.85	-	190703	1.85	-	-
7	Smt. Sudha Churiwal	874822	8.50	-	874822	8.50	-	-
8	Shashi Commercial Co. Ltd.	118600	1.15	-	118600	1.15	-	-
9	Churiwal Properties & Invt. P. Ltd.	239092	2.32	-	239092	2.32	-	-
10	Mandawa Niyojan Pvt. Ltd.	143419	1.39	-	143419	1.39	-	-
11	Shri Nivedan Churiwal	661071	6.42	-	661071	6.42	-	-
12	India Texfab Marketing Ltd.	62217	0.60	-	62217	0.60	-	-
13	PRC Niyojan Pvt. Ltd.	131634	1.28	-	131634	1.28	-	-
14	Smt. Subha Churiwal	625450	6.08	-	625450	6.08	-	-
15	Cornhill Investments Ltd.	120300	1.17	-	120300	1.17	-	-
16	Micro Base Ltd.	70700	0.69	-	70700	0.69	-	-
17	Microlight Investments Ltd.	96000	0.93	-	96000	0.93	-	-
18	Smt.Sudha Churiwal / Shri Nivedan Churiwal	230233	2.24	-	230233	2.24	-	-
19	Smt.Sushila Devi Chokhani	12559	0.12	-	12559	0.12	-	-
20	Shri Ravi Jhunjunwala	84236	0.82	-	84236	0.82	-	-
21	Shri Lakshmi Niwas Jhunjunwala	33070	0.32	-	33070	0.32	-	-
22	Shri Lakshmi Niwas Jhunjunwala (HUF)	27405	0.27	-	27405	0.27	-	-
23	RSWM Limited	31396	0.31	-	31396	0.31	-	-
24	Akunth Textile Processors Pvt.Ltd.	697774	6.78	-	697774	6.78	-	-
	<b>Total</b>	<b>5809072</b>	<b>56.44</b>	<b>-</b>	<b>5809072</b>	<b>56.44</b>	<b>-</b>	<b>0.00%</b>

## ANNEXURE - I TO BOARD'S REPORT

## iii) Change in Promoters' Shareholding (Please specify, if there is no change)

S No.	Particulars	Shareholdings at the beginning of the year		Cumulative Shareholdings during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	5809072	56.44%	5809072	56.44%
	Date wise increase/ Decrease in Promoters Share holding during the year	No Change			
	At the end of the year	5809072	56.44%	5809072	56.44%

## iv) Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S No.	For each of the Top 10 Shareholders	Shareholdings at the beginning of the year		Cumulative Shareholdings during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>1</b>	<b>Subramanian P</b>				
	At the beginning of the year	405733	3.94	405733	3.94
	Increase/ Decrease inShare holding during the year				
	At the end of the year	<b>405733</b>	<b>3.94</b>	<b>405733</b>	<b>3.94</b>
<b>2</b>	<b>Life Insurance Corporation of India</b>				
	At the beginning of the year	196204	1.91	196204	1.91
	Increase/ Decrease inShare holding during the year				
	At the end of the year	<b>196204</b>	<b>1.91</b>	<b>196204</b>	<b>1.91</b>
<b>3</b>	<b>Pranay Satish Mehta</b>				
	At the beginning of the year	112914	1.10	112914	1.10
	Increase/ Decrease inShare holding during the year				
	At the end of the year	<b>112914</b>	<b>1.10</b>	<b>112914</b>	<b>1.10</b>
<b>4</b>	<b>National Insurance Company Ltd.</b>				
	At the beginning of the year	108000	1.05	108000	1.05
	Increase/ Decrease inShare holding during the year				
	At the end of the year	<b>108000</b>	<b>1.05</b>	<b>108000</b>	<b>1.05</b>
<b>5</b>	<b>The Oriental Insurance Company Limited</b>				
	At the beginning of the year	95450	0.93	95450	0.93
	Increase/ Decrease inShare holding during the year				
	At the end of the year	<b>95450</b>	<b>0.93</b>	<b>95450</b>	<b>0.93</b>
<b>6</b>	<b>Premkumar Radhakrishan Garg</b>				
	At the beginning of the year	<b>76740</b>	0.75	76740	0.75
	Increase/ Decrease inShare holding during the year				
	At the end of the year	<b>76740</b>	<b>0.75</b>	<b>76740</b>	<b>0.75</b>
<b>7</b>	<b>Baghban Trades Pvt. Ltd.</b>				
	At the beginning of the year	70870	0.69	70870	0.69
	Increase/ Decrease inShare holding during the year	0	0	0	0
	At the end of the year	<b>70870</b>	<b>0.69</b>	<b>70870</b>	<b>0.69</b>
<b>8</b>	<b>Super Jupiter Courier Private Ltd</b>				
	At the beginning of the year	62000	0.60	62000	0.60
	Increase/ Decrease inShare holding during the year	0	0	0	0

## ANNEXURE - I TO BOARD'S REPORT

S No.	For each of the Top 10 Shareholders	Shareholdings at the beginning of the year		Cumulative Shareholdings during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the end of the year	62000	0.60	62000	0.60
<b>9</b>	<b>Karvy Stock Broking Limited-Client Account -NSE CM #</b>				
	At the beginning of the year	40993	0.40	40993	0.40
	Increase/ Decrease inShare holding during the year				
	06.04.2018 (Market Sale)	-177	0.00	40816	0.40
	13.04.2018 (Market Purchase)	525	0.01	41341	0.40
	20.04.2018 (Market Purchase)	457	0.00	41798	0.41
	27.04.2018 (Market Sale)	-144	0.00	41654	0.40
	04.05.2018 (Market Sale)	-72	0.00	41582	0.40
	11.05.2018 (Market Purchase)	50	0.00	41632	0.40
	18.05.2018 (Market Purchase)	1170	0.01	42802	0.42
	25.05.2018 (Market Sale)	-269	0.00	42533	0.41
	01.06.2019 (Market Sale)	-901	-0.01	41632	0.40
	08.06.2019 (Market Purchase)	1088	0.01	42720	0.42
	15.06.2019 (Market Purchase)	201	0.00	42921	0.42
	30.06.2018 (Market Sale)	-1101	-0.01	41820	0.41
	06.07.2018 (Market Purchase)	4709	0.05	46529	0.45
	13.07.2018 (Market Sale)	-4809	-0.05	41720	0.41
	20.07.2018 (Market Purchase)	2693	0.03	44413	0.43
	27.07.2018 (Market Sale)	-2577	-0.03	41836	0.41
	03.08.2018 (Market Purchase)	21	0.00	41857	0.41
	10.08.2018 (Market Sale)	-65	0.00	41792	0.41
	17.08.2018 (Market Sale)	-130	0.00	41662	0.40
	24.08.2018 (Market Sale)	-570	-0.01	41092	0.40
	31.08.2018 (Market Sale)	-100	0.00	40992	0.40
	14.09.2018 (Market Purchase)	90	0.00	41082	0.40
	21.09.2018 (Market Purchase)	411	0.00	41493	0.40
	29.09.2018 (Market Purchase)	521	0.01	42014	0.41
	05.10.2018 (Market Purchase)	397	0.00	42411	0.41
	12.10.2018 (Market Purchase)	83	0.00	42494	0.41
	19.10.2018 (Market Purchase)	150	0.00	42644	0.41
	16.11.2018 (Market Sale)	-985	-0.01	41659	0.40
	23.11.2018 (Market Purchase)	5	0.00	41664	0.40
	30.11.2018 (Market Sale)	-20	0.00	41644	0.40
	07.12.2018 (Market Purchase)	120	0.00	41764	0.41
	14.12.2018 (Market Sale)	-60	0.00	41704	0.41
	21.12.2018 (Market Sale)	-35	0.00	41669	0.40
	28.12.2018 (Market Purchase)	149	0.00	41818	0.41
	11.01.2019 (Market Purchase)	170	0.00	41988	0.41
	18.01.2019 (Market Purchase)	4211	0.04	46199	0.45
	25.01.2019 (Market Sale)	-1400	-0.01	44799	0.44
	01.02.2019 (Market Sale)	-40800	-0.40	3999	0.04
	08.02.2019 (Market Sale)	-539	-0.01	3460	0.03
	15.02.2019 (Market Purchase)	500	0.00	3960	0.04
	22.02.2019 (Market Purchase)	280	0.00	4240	0.04
	01.03.2019 (Market Purchase)	1070	0.01	5310	0.05

## ANNEXURE - I TO BOARD'S REPORT

S No.	For each of the Top 10 Shareholders	Shareholdings at the beginning of the year		Cumulative Shareholdings during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	15.03.2019 (Market Purchase)	100	0.00	5410	0.05
	22.03.2019 (Market Purchase)	500	0.00	5910	0.06
	30.03.2019 (Market Sale)	-831	-0.01	5079	0.05
	At the end of the year	<b>5079</b>	<b>0.05</b>	<b>5079</b>	<b>0.05</b>
<b>10</b>	<b>Karvy Stock Broking Limited *</b>				
	At the beginning of the year	1938	0.02	1938	0.02
	Increase/ Decrease inShare holding during the year				
	20.07.2018 (Market Sale)	-10	0.00	1928	0.02
	01.02.2019 (Market Purchase)	40000	0.39	41928	0.41
	15.03.2019 (Market Sale)	-400	0.00	41528	0.40
	22.03.2019 (Market Sale)	-5	0.00	41523	0.40
	At the end of the year	<b>41523</b>	<b>0.40</b>	<b>41523</b>	<b>0.40</b>
<b>11</b>	<b>Genesis Exports Limited *</b>				
	At the beginning of the year	30000	0.29	30000	0.29
	Increase/ Decrease inShare holding during the year				
	30.06.2018 (Market Purchase)	1200	0.01	31200	0.30
	13.07.2018 (Market Purchase)	3800	0.04	35000	0.34
	01.02.2019 (Market Purchase)	8025	0.08	43025	0.42
	08.02.2019 (Market Purchase)	6975	0.07	50000	0.49
	At the end of the year	<b>50000</b>	<b>0.49</b>	<b>50000</b>	<b>0.49</b>
<b>12</b>	<b>Oriental Bank of Commerce #</b>				
	At the beginning of the year	31695	0.31	31695	0.31
	Increase/ Decrease inShare holding during the year	0	0	0	0
	At the end of the year	<b>31695</b>	<b>0.31</b>	<b>31695</b>	<b>0.31</b>

\* Not in the list of the Top 10 shareholders as on 01.04.2018. The same has been reflected above since the shareholders were one of the Top 10 shareholders as on 31.03.2019.

# Ceased to be in the list of Top 10 Shareholders as on 31.03.2019. The same is reflected above since the shareholders were one of the Top 10 Shareholders as on 01.04.2018.

## v) Shareholding of Directors and Key Managerial Personnel:

S No.	For each of the Directors and KMP	Shareholdings at the beginning (01-04-2018)/end of the year (31-03-2019)		Cumulative Shareholdings during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>1</b>	<b>Arun Churiwal-Director</b>				
	At the beginning of the year	1076916	10.46%	1076916	10.46%
	Increase/ Decrease inShare holding during the year	0	0.00%	0	0.00%
	At the end of the year	1076916	10.46%	1076916	10.46%
<b>2</b>	<b>Nivedan Churiwal-Director</b>				
	At the beginning of the year	661071	6.42%	661071	6.42%
	Increase/ Decrease in Share holding during the year	0	0.00%	0	0.00%
	At the end of the year	661071	6.42%	661071	6.42%
<b>3</b>	<b>Ravi Jhunjunwala-Director</b>				
	At the beginning of the year	84236	0.82%	84236	0.82%
	Increase/ Decrease in Share holding during the year	0	0.00%	0	0.00%

## ANNEXURE - I TO BOARD'S REPORT

S No.	For each of the Directors and KMP	Shareholdings at the beginning (01-04-2018)/end of the year (31-03-2019)		Cumulative Shareholdings during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the end of the year	84236	0.82%	84236	0.82%
<b>4</b>	<b>Sushil Jhunjunwala- Director</b>				
	At the beginning of the year	20000	0.19%	20000	0.19%
	Increase/ Decrease inShare holding during the year	0	0.00%	0	0.00%
	At the end of the year	20000	0.19%	20000	0.19%
<b>5</b>	<b>Praveen Jain- KMP</b>				
	At the beginning of the year	5	0.00%	5	0.00%
	Increase/ Decrease inShare holding during the year	0	0.00%	0	0.00%
	At the end of the year	5	0.00%	5	0.00%
<b>6</b>	<b>Aanchal Patni- KMP</b>				
	At the beginning of the year	2	0.00%	2	0.00%
	Increase/ Decrease inShare holding during the year	0	0.00%	0	0.00%
	At the end of the year	2	0.00%	2	0.00%

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

(` in Lacs)

Particulars	Secured Loans excluding deposits	Unsecured loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	5817.76	-	-	<b>5817.76</b>
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total ( i + ii + iii)</b>	<b>5817.76</b>	-	-	<b>5817.76</b>
<b>Change in Indebtedness during the financial year</b>				
i. Addition	51.59	-	-	<b>51.59</b>
ii. Reduction	1485.68	-	-	<b>1485.68</b>
iii. Deffered revenue Expenditure	4.96	-	-	<b>4.96</b>
<b>Net Change</b>	<b>1429.13</b>	-	-	<b>1429.13</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	4388.63	-	-	<b>4388.63</b>
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total ( i + ii + iii)</b>	<b>4388.63</b>	-	-	<b>4388.63</b>



## ANNEXURE - I TO BOARD'S REPORT

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and/ or Manager:

(₹ in Lacs)

S No.	Particulars of Remuneration	Name of MD/ WTD/ Manager		Total Amount
		Arun Churiwal Chairman & Managing Director	Nivedan Churiwal Jt. Managing Director	
1	<b>Gross Salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income -tax Act, 1961	113.55	91.90	205.45
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	9.53	7.72	17.25
	(c) Profits in lieu of salary under section 17(3) of Income tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	* as % of profit	0.23	0.23	0.46
	* others, specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>123.31</b>	<b>99.85</b>	<b>223.16</b>
	Ceiling as per the Act	As per Schedule V of the Companies Act, 2013		

## B. Remuneration to others directors:

(₹ in Lacs)

S No.	Particulars of Remuneration	Name of Directors				Total Amount
		Amar Nath Choudhary	Sushil Jhunjunwala	Giriraj Prasad Singhal	Abhilasha Mimani	
1	<b>Independent Directors</b>					
	* Fee for attending Board, Committee meetings	2.20	0.90	1.40	0.60	5.10
	* Commission	-	-	-	-	-
	* Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	<b>2.20</b>	<b>0.90</b>	<b>1.40</b>	<b>0.60</b>	<b>5.10</b>
2	<b>Other Non- Executive Directors</b>	Ravi Jhunjunwala	Shekhar Agarwal			
	* Fee for attending Board, Committee meetings	0.60	1.10			1.70
	* Commission	-	-			-
	* Others, please specify	-	-			-
	<b>Total (2)</b>	<b>0.60</b>	<b>1.10</b>			<b>1.70</b>
	<b>Total (B)= (1 + 2)</b>					<b>6.80</b>

## ANNEXURE - I TO BOARD'S REPORT

### C. Remuneration to key Managerial Personnel other than MD/ Manager/ WTD

(` in Lacs)

S No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Praveen Jain Chief Financial Officer	Aanchal Patni Company Secretary (w.e.f. 11.02.2019)	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income -tax Act, 1961	-	41.71	3.64	45.35
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	4.06	-	4.06
	(c) Profits in lieu of salary under section 17(3) of Income tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	* as % of profit	-	-	-	-
	* others, specify	-	-	-	-
5	others, please specify	-	-	-	-
	<b>Total</b>	-	<b>45.77</b>	<b>3.64</b>	<b>49.41</b>

### VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

During the year, there were no Penalties / Punishment / Compounding of offences under Companies Act, 2013.

For and on behalf of the Board

Place : Kolkata (W.B.)  
Date : 16th May, 2019

(ARUN CHURIWAL)  
CHAIRMAN & MANAGING DIRECTOR  
DIN: 00001718

## ANNEXURE - II TO BOARD'S REPORT

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
 FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2019

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
 The Members,  
 BSL Ltd  
 26, Industrial Area, Gandhi Nagar  
 Bhilwara – 311 001 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BSL Ltd** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (repealed w.e.f. 9<sup>th</sup> December, 2018); **(Not applicable to the Company during the Audit Period)**

The Securities and Exchange Board of India (Issue Of Capital and Disclosure Requirements) Regulations, 2018 notified on 9<sup>th</sup> December, 2018; **(Not applicable to the Company during the Audit Period)**

The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**

The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**

The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**

The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (repealed w.e.f. 11<sup>th</sup> September, 2018); **(Not applicable to the Company during the Audit Period)**

The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11<sup>th</sup> September, 2018; **(Not applicable to the Company during the Audit Period)** and

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

- (vi) As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with BSE Ltd. and National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above **except expense on CSR activities below the prescribed limit.**

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda

## ANNEXURE - II TO BOARD'S REPORT

items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the company has not undertaken any event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For V. M. & Associates  
Company Secretaries  
(ICSI Unique Code P1984RJ039200)**

**CS Manoj Maheshwari  
Partner  
FCS 3355  
C P No. : 1971**

**Place: Jaipur  
Date: May 16, 2019**

Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

**Annexure A**

To,  
The Members  
BSL Ltd  
26, Industrial Area, Gandhi Nagar  
Bhilwara – 311 001 (Rajasthan).

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

**For V. M. & Associates  
Company Secretaries  
(ICSI Unique Code P1984RJ039200)**

**CS Manoj Maheshwari  
Partner  
FCS 3355  
C P No. : 1971**

**Place: Jaipur  
Date: May 16, 2019**

## ANNEXURE - III TO BOARD'S REPORT

**Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo:**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is given here below and forms part of the Board's Report.

**A. Conservation of Energy**

Energy conservation dictates how efficiently a Company can conduct its operations. BSL has recognized the importance of energy conservation in decreasing the deleterious effects of global warming and climate change. The Company has undertaken various energy efficient practices. In line with the Company commitment towards becoming an environment friendly organisation, all divisions continue with their efforts aimed at improving energy efficiency through improved operational and maintenance practices.

**(i) The step taken or impact on conservation of energy:**

- Total energy saved in Year 2018-19 due to energy conservation steps is 194570 Units.
- The impact of these energy conservation measures will be around 3.23 Lacs Units in the year 2019-20.

**(ii) The steps taken by the Company for utilizing alternate source of energy:**

- We installed 1.2 MW more solar roof Top Power System on Weaving Shed in the Year 18-19. Around 19.00 Lacs power units will be generated and consumed from this system. Around 0.5 MW ground mount solar power system to install in year 19-20 to generate around 8.0 Lacs power units.

**(iii) The Capital investment on energy conservation equipments:**

- Total Capital Investment on Energy Conservation measures is around 4.05 Lacs for year 2018-19.

The details of Conservation of Energy during the year are as under:

A)	POWER & FUEL CONSUMPTION		(` In lac)
1)	Electricity	2018-19	2017-18
	a) Purchased		
	Units (Lac)	403.21	393.19
	Total Amount (Lac ` )	3076.64	2845.18
	Rate/Unit	7.63	7.24
	b) Own Generation		
	(i) Through Wind Plant		
	Units(Lac)	11.75	17.52
	Total Amount (Lac ` )	92.25	133.86
	Cost/Unit	7.85	7.64
	(ii) Through Diesel Generator		
	Units (Lac)	0.24	0.41
	Units per litre of Diesel oil	2.64	2.72
	Cost/Unit	26.39	22.76
2)	Coal		
	Quantity (MT)	14898	8533
	Total Amount (Lac ` )	1008.68	752.07
	Average Rate (` /MT)	6770.59	8813.79
3)	Other/Integral Generation	-	-
B)	CONSUMPTION PER UNIT OF PRODUCTION		
A.	Weaving:-		
	Electricity Unit per Mtr.		
	- Weaving	0.67	0.62
	- Others	0.05	0.06
		0.72	0.69
B.	Spinning:-		
	Electricity Unit per Kg.	4.72	4.84

## ANNEXURE - III TO BOARD'S REPORT

C. Processing:-			
i)	Electric Unit		
	- Per Mtr. of Fabric	0.27	0.26
	- Per Kg. of Top, Fibre & Yarn Dyeing	0.66	0.59
ii)	Coal		
	- Per Mtr. of Fabric	0.50	0.28
	- Per Kg. of Top, Fibre & Yarn Dyeing	0.86	0.50

### B. Technology absorption

BSL focuses on new products, processes and catalyst development to support existing business and create breakthrough technologies for new businesses.

- (i) The efforts made by the Company towards technology absorption during the year under review are:
- Kalki online monitoring of compressed air consumption on individual machines installed to control the air consumption.
  - Removed 32 nos unwanted tube lights on Savio Autoconers.
  - Replaced 16 nos 5 KW motor with 4.5 KW to save the unload power of the motor on weaving machines.
  - Controlled the working of cylinder motor of Carding machine when machine is stopped.
  - One Stabilizer 40KVA removed by rewinding the transformers of 8 nos machines of Weaving.
  - Installed VFD on FD Fan of boiler to control the draft automatically in place of manual.
  - Installed timers on department lights so that lights may be on during evening only.
  - Replaced old GI pipeline with new technology PPR line on water network.
  - Installed 2.5 MW on grid solar Rooftop system in the premises.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution:
- Around 20.65 Lakhs unit generated and consumed through on grid solar roof top system. Rs 40 Lacs saved.
  - Around 1.19 Lakh unit saved by different energy conservation measures adopted in Spinning, Weaving and Process.
  - Continuous monitoring of air consumption through Kalki meters improved the working of compressors and reduced the power consumption also.
- (iii) In case of imported technology ( imported during the last three years reckoned from the beginning of the financial year) – Not Applicable
- (iv) The expenditure incurred on Research and development
- The Company has incurred an expenditure of ` 362.54 Lacs towards Research and Development.

Details of Expenditure incurred on Research and Development during the year is as follows :

	( ` In lac)		
	2018-19	2017-18	2016-17
Capital	0.00	0.00	0.00
Recurring	362.54	342.41	275.80
Total Expenditure as % of total turnover	0.83	0.85	0.62

### C. Foreign exchange earnings and outgo

The details of foreign exchange earnings and outgo during the year are as under :

	2018-19	2017-18
Earning	21772.71	17623.59
Outgo :		
(Revenue A/c)	2387.10	2323.51
(Capital A/c)	59.60	256.11
	2446.70	2579.62



## ANNEXURE - IV TO BOARD'S REPORT

## Form No. AOC-2

(Pursuant to clause (h) of sub section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.**

**I. Details of contracts or arrangements or transactions not at arm's length basis:**

There were no Contracts or arrangements or transactions entered into during the year ended 31st March, 2019, which were not at arm's length basis.

**II. Details of material contracts or arrangements or transactions at arm's length basis:**

The details of material contracts or arrangement or transactions at arm's length basis for the year ended 31st March, 2019 are as follow:

Name of related party	Nature of Relationship	Duration of Contract/ Arrangements/ Transactions	Nature of Transactions	Amount (Rs. in Lakhs)
RSWM Ltd.	Related party in terms of Section 2(76)(v) of Companies Act, 2013	Yearly basis (i.e. for financial year 2018-19 from 1st April, 2018 to 31st March, 2019)	Purchase/Sale of Raw Material & Finished Goods and store items	12000.00
			Job Work/ Service Charges Receivables	50.00
			Job Work/ Service Charges Payables	2000.00
			Rent Payable	25.00
			Expenses Payable	25.00
			Expenses receivable	25.00
			Group employees Mediclaim Policy Premium payable /receivable	12.00

- On 14th February, 2018, the Board of Directors of the Company approved the said transaction in its Meeting.
- On 28th September, 2018, Ordinary resolution was passed in Annual General Meeting of the Company as required as per Section 188 of the Companies Act, 2013.

For and on behalf of the Board

Place : Kolkata (W.B.)  
Date : 16th May, 2019

(ARUN CHURIWAL)  
CHAIRMAN & MANAGING DIRECTOR  
DIN: 00001718

## ANNEXURE - V TO BOARD'S REPORT

### Annexure V to Board's Report

#### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

S No.	Particulars	Remarks
1.	A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects or programs	<p>Corporate Social Responsibility (CSR) refers to an organization's commitment to operating in an ethical way that takes into account profit, people and planet, thus integrating economic, social and environmental imperatives into their activities.</p> <p>The Company has viewed CSR activities as an integral part of its corporate objectives, fully aligned with the overall business goals. The company has been associated with active participation in creating value to its different stakeholders through various social, cultural and economic developments projects in the region.</p> <p>The Company as a part of CSR, provide a better education facility to the schools by distributing Computers, printers and Sports Kits to some of the schools in nearby areas of factory premises. The Company always has the focal point of Swachh Bharat and has setup complete Toilet Block and Deep Tube Well in the schools of Tunturi, Purulia, West Bengal. The Company also continues to explore other areas prescribed in Schedule VII of the Act.</p> <p>The details are also provided in the CSR Policy which is available on the website of the Company i.e. <a href="https://www.bslltd.com/policy.html">https://www.bslltd.com/policy.html</a>.</p>
2.	Composition of CSR Committee	<p>Shri Arun Churiwal- Chairman            Shri Amar Nath Choudhary- Member            Shri Nivedan Churiwal- Member</p>
3.	Average Net Profit for last 3 financial years	<p>₹ 726.33 Lacs  <i>(Net profit calculated as per Sec. 198 of Companies Act, 2013)</i></p>
4.	Prescribed CSR expenditure (2% of the amount as in item 3 above)	₹ 14.53 Lacs
5.	Details of CSR spent during the financial year	
	A. Total amount to be spend for the financial year	₹ 14.53Lacs
	B. Amount unspent, if any;	₹ 4.79 Lacs
	C. Manner in which the amount spent during the financial year is given in CSR spent table.	
6.	In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Directors' Report	The Company is endeavored to ensure full utilization of the allocated CSR Budget. The amount which remained unspent due to unavoidable circumstances will be spent in financial year 2019-20. The CSR amount to be spent during financial year 2018-19 will be in addition to unutilized amount for the financial year 2017-18.

#### Manner in which the amount spent during the financial year is detailed as follow:

S No.	CSR project/ activity identified	Sector in which the project is covered	Projects/ programs 1. Local area/ others 2. State/ district (Name of the District/s, State/s, where project/ program was undertaken)	Amount outlay (budget) project/ program-wise	Amount spent on the projects/ program Sub-head: 1. Direct Expenditure on project/ program 2. Overheads	Cumulative expenditure upto the reporting period.	Amount spent: Direct/ through implementing agency
1.	Construction of Toilets in schools for promoting preventive health care and sanitation, providing School uniform, Computers, Printers, Sports Kit for promoting Education, contribution to Swachh Bharat Abhiyan and contribution to Mukhya Mantri Jal Swavlamban Yojana	Education/ preventive health care and sanitation/ Contribution to Government Fund	Bhilwara, Rajasthan and Tunturi, Purulia, West Bengal	₹ 14.53 Lacs	₹ 9.74Lacs	₹ 9.74Lacs	Direct/ State Government

7. The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

For and on behalf of the Board

(ARUN CHURIWAL)  
 CHAIRMAN - CSR COMMITTEE  
 DIN: 00001718

Place : Kolkata (W.B.)  
 Date : 16th May, 2019

## ANNEXURE - VI TO BOARD'S REPORT

## ANNEXURE VI TO BOARD'S REPORT

## DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i. The percentage increase in remuneration of Chairman & Managing Director, Joint Managing Director, President & CFO and Company Secretary during the financial year 2018-19 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 are as under:

S No.	Name of Director/KMP and Designation	Remuneration of Director/KMP ( ` in Lacs) in the Year 2018-19	% increase in Remuneration in the Year 2018-19	Ratio of remuneration of each Director/ to median remuneration of employees
1.	Shri Arun Churiwal Chairman & Managing Director	123.31 Lacs	2.40%	35.43
2.	Shri Nivedan Churiwal Jt. Managing Director	99.85 Lacs	0.42%	28.69
3.	Shri Praveen Jain President & CFO	45.77 Lacs	6.81%	Not Applicable
4.	Ms. Aanchal Patni Company Secretary (w.e.f. 11/02/2019)	3.64 Lacs	-	Not Applicable

\* The Company pays remuneration only to Executive Directors. The Company does not pay any remuneration to its Non-Executive Directors. The Non-Executive Directors of the Company only received sitting fees for attending the meetings of the Board and Committees thereof.

- ii. The median remuneration of the employees of the Company during the financial year was ` 0.29 Lacs per month. ( ` 0.28 Lacs per month in 2017-18)
- iii. In financial year, there was an increase of 3.57% in the median remuneration of employees.(8.83% in 2017-18)
- iv. There were 476 permanent employees (staff) on the rolls of Company as on 31<sup>st</sup> March, 2019.
- v. Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2018-19 was 9.00% whereas the increase in the managerial remuneration for the same financial year was 2.55%.
- vi. It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

## ANNEXURE - VII TO BOARD'S REPORT

### ANNEXURE VII TO BOARD'S REPORT

#### STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

Details of the top ten employees in terms of remuneration drawn:-

S No.	Name of Employee	Designation	Remuneration per annum (Rs.)	Nature of Employment	Qualifications	Experience	Date of Commencement of employment	Age	Detail of last employment held before joining the Company
1	Shri Arun Churiwal	Chairman & Managing Director	123.31 Lacs	Full time Employment	B.A. (Hons)	38 Years	04/11/1977	69 Years	BSL Limited, Bhilwara (Raj.)
2	Shri Nivedan Churiwal	Jt. Managing Director	99.85 Lacs	Full time Employment	B.Com	21 Years	26/07/1997	44 Years	BSL Limited, Bhilwara (Raj.)
3	Shri J. C. Soni (Retired w.e.f. 31/12/2018)	Business Head	171.52 Lacs	Full time Employment	Chartered Accountant	40 years	30/04/2010	66 Years	<b>President</b> Jay Shree Textiles (A Unit of Aditya Birla Nuvo Ltd.) Rishra, Kolkata West Bengal
4	Shri A.K. Mehta	Sr. VP (Processing)	50.21 Lacs	Full time Employment	B.Tech	33 Years	25/07/1985	57 Years	BSL Limited, Bhilwara (Raj.)
5	Shri Praveen Jain	President & CFO	45.77 Lacs	Full time Employment	FCA, FCS, FCMA	31 Years	01/08/1987	53 Years	BSL Limited, Bhilwara (Raj.)
6	Shri M.S. Khiria	VP (Export)	40.52 Lacs	Full time Employment	MBA	29 Years	01/08/1989	53 Years	Modern Threads (I) Limited, Bhilwara (Raj.)
7	Shri P. S. Phogat	VP (Spinning)	33.89 Lacs	Full time Employment	B. Tex.	23 Years	06/01/2018	46 Years	Grasim Bhiwani Textiles Ltd., Bhiwani, (Haryana)
8	Shri R. K. Katyal	VP (Weaving)	33.66 Lacs	Full time Employment	Dipl. in Textile	39 Years	23/05/2013	60 Years	Proprietor of S.D. Enterprises, Bhilwara (Raj.)
9	Shri H. P. Mathur	AVP (IR & HR)	28.85 Lacs	Full time Employment	MSW	40 Years	01/10/2011	62 Years	Rajasthan Textiles Mills, Bhawani Mandi (Raj.)
10	Shri Ravindra Chowdhary	VP (Domestic Marketing)	26.96 Lacs	Full time Employment	B. Tex., MMS	25 Years	16.01.2012	55 Years	Arviva Industries India Ltd., Mumbai (Maharashtra)

#### Notes:-

1. During the financial year 2018-19, Shri J. C. Soni, Business Head (retired w.e.f. 31/12/2018) received Remuneration in excess of that drawn by Managing Director and Whole Time Director.
2. None of the employee along with his spouse and dependent children is holding more than 2% of the equity shares of the Company.
3. Except above, none of the person was employed for the full year and was in receipt of remuneration of ` 1,02,00,000 or more and employed for part of the year and was in receipt of remuneration aggregating to ` 8,50,000/- or more per month.
4. Shri Arun Churiwal, Chairman & Managing Director is relative of Shri Nivedan Churiwal, Joint Managing Director.

## REPORT ON CORPORATE GOVERNANCE

## REPORT ON CORPORATE GOVERNANCE

## 1. Company's Philosophy on Corporate Governance

The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of integrity, transparency, accountability, professionalism and equity, in all facets of its operations, and all its interactions with the stakeholders including shareholders, employees, customers, government, suppliers and lenders. The Company puts into practice the corporate governance framework through board governance processes, internal control and audit processes. The Company continuously strives for excellence and focuses on enhancement of long-term stakeholder value through adoption of best governance and disclosure practices.

## 2. Board of Directors

## Board Meetings &amp; Annual General Meeting (AGM):

During the year Four Board meetings were held, the dates being 11<sup>th</sup> May, 2018, 10<sup>th</sup> August, 2018, 13<sup>th</sup> November, 2018 and 11<sup>th</sup> February, 2019. The last AGM was held on 28<sup>th</sup> September, 2018.

## Composition and Category of Directors:

The Board of Directors of the Company as on 31<sup>st</sup> March 2019 comprise of Eight Directors out of which Six are Non-Executive Directors. The Chairman & Managing Director and Jt. Managing Director fall in the category of Executive Directors. Four Directors are 'Independent' Directors. There is one Independent woman Director.

## Directors' inter-se relationships:

The Executive Promoter Directors are related to each other, Shri Arun Churiwal is father of Shri Nivedan Churiwal.

## Directorship/ Committee Membership in other Indian Public Limited Companies:

In accordance with Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), none of the Directors are members in more than 10 committees excluding private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 or act as Chairperson of more than 5 committees across all listed entities in which he/she is a Director.

In accordance with Regulation 17A of Listing Regulations, none of the Directors are having directorship in more than eight listed entities and none of the Independent Directors serves as an Independent Director in more than seven listed entities. Further the Independent Director who is serving as Whole Time Director/ Managing Director in any Listed entity, does not serve as an independent director in more than three listed entities.

The Audit Committee and Stakeholders' Relationship Committee are only considered in computation of limits. Further all Directors have informed about their Directorships, Committee Memberships/Chairmanships including any changes in their positions.

Relevant details of the Board of Directors as on 31<sup>st</sup> March 2019 are given below:

S. No.	Name	Category	Directorships in other Indian Public Limited Companies (excluding BSL Ltd.)	No. of Board Committees in which Chairman / Member (excluding BSL Ltd.)		No. of Board meetings for 2018-2019		Whether Attended Last AGM
				Chairman	Member	Total Held	Attended	
1.	Shri Arun Churiwal (DIN00001718)	Promoter - Executive	3	1	2	4	4	Yes
2.	Shri Nivedan Churiwal (DIN00001749)	Promoter - Executive	-	-	-	4	3	No
3.	Shri Ravi Jhunjhunwala (DIN00060972)	Promoter – Non Executive	8	1	3	4	2	No
4.	Shri Shekhar Agarwal (DIN00066113)	Promoter - Non Executive	4	-	3	4	3	No
5.	Shri Sushil Jhunjhunwala (DIN00082461)	Independent Non-executive	3	1	2	4	2	No
6.	Shri Amar Nath Choudhary (DIN00587814)	Independent Non-Executive	2	-	1	4	4	No
7.	Shri Giriraj Prasad Singhal (DIN00331849)	Independent Non-Executive	-	-	-	4	4	Yes
8.	Mrs. Abhilasha Mimani (DIN06932590)	Independent Non-Executive	-	-	-	4	3	No

## REPORT ON CORPORATE GOVERNANCE

### List of Directorship held in Other Listed Companies and Category of Directorship:

Name of Director	Name of other Listed Company	Category of Directorship
Shri Arun Churiwal	RSWM Limited	Promoter - Non- Executive
	La Opala RG Limited	Non-Executive- Non Independent
Shri Nivedan Churiwal	-	-
Shri Ravi Jhunjunwala	HEG Limited	Promoter – Executive
	RSWM Limited	Promoter - Non- Executive
	Maral Overseas Limited	Promoter - Non- Executive
	JK Lakshmi Cement Limited	Independent
	India Glycols Limited	Independent
Shri Shekhar Agarwal	HEG Limited	Promoter- Non-Executive
	RSWM Limited	Promoter - Non- Executive
	Maral Overseas Limited	Promoter – Executive
	Bhilwara Technical Textiles Limited	Promoter - Executive
Shri Sushil Jhunjunwala	La Opala RG Limited	Promoter- Executive
	Genesis Exports Limited	Promoter- Executive
Shri Amar Nath Choudhary	RSWM Limited	Independent - Non-Executive
Shri Giriraj Prasad Singhal	-	-
Mrs. Abhilasha Mimani	-	-

### Shareholding of Non-Executive Directors:

Equity Shares held by Non-Executive Directors as on 31<sup>st</sup> March, 2019:

Name of Director	Category	Number of Equity Share held
Shri Ravi Jhunjunwala	Promoter – Non Executive	84236
Shri Shekhar Agarwal	Promoter - Non Executive	--
Shri Sushil Jhunjunwala	Independent- Non-executive	20000
Shri Amar Nath Choudhary	Independent - Non Executive	--
Shri Giriraj Prasad Singhal	Independent- Non Executive	--
Mrs. Abhilasha Mimani	Independent -Non Executive	--

None of the Directors holds Convertible Debentures as on 31<sup>st</sup> March, 2019.

### Familiarization programme for Independent Directors:

The details of Familiarization programme for Independent Directors can be accessed at: <http://www.bslltd.com/independent-directors.html>.

### The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

Name of Director	Expertise in specific functional area
Shri Arun Churiwal	Entrepreneur, Corporate Planning & Strategy Organisational and Business Management, Textile Industry.
Shri Nivedan Churiwal	Business Planning, Marketing, Global Business, Furnishing Fabric.
Shri Ravi Jhunjunwala	Industrialist, Leadership, Textile Industry, Graphite Electrodes, Power and IT, Corporate Management.
Shri Shekhar Agarwal	Entrepreneur, Textile Industry, Leadership, Technology.
Shri Sushil Jhunjunwala	Glass Industry, Diversification, Technology, Professionalism, Leadership.
Shri Amar Nath Choudhary	Corporate Laws, International Laws, Textile Industry, Corporate advisory services, Corporate Governance.
Shri Giriraj Prasad Singhal	Finance & Taxation, Consultancy, Philanthropist.
Mrs. Abhilasha Mimani	Finance, Corporate Governance.



## REPORT ON CORPORATE GOVERNANCE

### Confirmation by the Board for Independent Directors:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence and are independent from management.

### 3. Audit Committee

#### a) Terms of Reference

The terms of reference of the Audit Committee are as per the governing provisions of the Companies Act, 2013 (Section 177) and the Listing Regulations (Specified in Part C of Schedule II).

#### The Role of Audit Committee includes the following:

- Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions;
  - (g) modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the listed entity with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

## REPORT ON CORPORATE GOVERNANCE

- To review the functioning of the whistle blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

**Pursuant to its terms of reference, the Audit Committee is empowered to:**

- Investigate any activity within its terms of reference and to seek any information it requires from any employee.
- Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary.

**BSL has systems and procedures in place to ensure that the Audit Committee mandatorily reviews:**

- Management Discussion and Analysis of the financial condition and results of operations of the Company.
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management.
- Management letters/letters of internal control weaknesses issued by the Statutory Auditors.
- Internal audit reports relating to internal control weaknesses.
- The appointment, removal and terms of remuneration of the Internal Auditor shall be subject to review by the Audit Committee.
- statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

### **b) Composition and meetings of Audit Committee:**

The Committee comprises of Four Directors as on 31<sup>st</sup> March 2019, all of whom are non-executive and three of them are independent directors.

During the year under review, four meetings of the Audit Committee were held, the dates being 11<sup>th</sup> May, 2018, 10<sup>th</sup> August, 2018, 13<sup>th</sup> November, 2018 and 11<sup>th</sup> February, 2019.

The composition and attendance of the members at the Audit Committee Meetings are as follows:-

S No.	Name of the Director	No. of Meetings attended
1.	Shri Amar Nath Choudhary, Chairman	4
2.	Shri Shekhar Agarwal, Member	3
3.	Shri Sushil Jhunjhunwala, Member	2
4.	Shri Giriraj Prasad Singhal, Member	4

The Company Secretary acts as the Secretary to the committee.

Shri Amar Nath Choudhary, Chairman was not present at last AGM, on his behalf he authorized Shri Giriraj Prasad Singhal to answer the shareholders' queries.

## **4. Nomination & Remuneration Committee**

### **a) Terms of Reference**

The terms of reference of Nomination and Remuneration Committee are in line with the provisions as contained in Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which included the following:-

## REPORT ON CORPORATE GOVERNANCE

- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria and recommend to the Board their approval and removal.
- Specify the manner for effective evaluation of performance of Board, its committee and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- Formulate the criteria for determining qualification, positive attributes and independence of a director.
- Recommend to the Board a policy relating to the remuneration for the directors, KMP and other Employees.
- Carry out such other functions as are required or appropriate in discharging their duties.
- Devising a policy on diversity of Board of Directors.
- To determine whether to extend or continue the term of appointment of Independent Director on the basis of the report of performance evaluation of Independent Directors.
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.

b) **Composition and meetings of Nomination and Remuneration Committee:**

The Committee comprises of Four Directors as on 31<sup>st</sup> March 2019, three of whom are Non-Executive and independent and one is Non-Executive Promoter Director.

During the year under review, two meetings of the Nomination and Remuneration Committee were held, the dates being 11<sup>th</sup> May, 2018 and 11<sup>th</sup> February, 2019.

The composition and attendance of the members at the Committee Meetings are as follows:-

S No.	Name of the Director	No. of Meeting attended
1.	Shri Sushil Jhunjhunwala, Chairman	1
2.	Shri Amar Nath Choudhary, Member	2
3.	Shri Shekhar Agarwal, Member	2
4.	Shri Giriraj Prasad Singhal, Member	2

Shri Sushil Jhunjhunwala, Chairman was not present at last AGM, on his behalf he authorized Shri Giriraj Prasad Singhal to answer the shareholders' queries.

The Company pays remuneration only to Executive Directors. The Company does not pay any remuneration by way of salary, benefits, stock options, bonus, pensions etc. to its Non-Executive Directors, apart from sitting fees to them for attending the Meetings of the Board or any Committee thereof.

Remuneration paid to Executive Directors during 2018-2019:-

(` In lakh)

S No.	Name of Executive Director	Salary	Perquisites, Allowances & Retiral Benefits	Commission	Total
1.	Shri Arun Churiwal Chairman & Managing Director Service Contract – 1 <sup>st</sup> September, 2017 to 31 <sup>st</sup> August, 2020	63.55	59.53	0.23	123.31
2.	Shri Nivedan Churiwal Joint Managing Director Service Contract- 26 <sup>th</sup> July, 2017 to 25 <sup>th</sup> July, 2020	51.44	48.18	0.23	99.85

Both the Executive Directors are being paid commission as 1% of net profit, computed as per section 198 of the Companies Act, 2013. The notice period and severance fee of Executive Directors are nil as per their service contract.

## REPORT ON CORPORATE GOVERNANCE

Remuneration paid to Non-Executive Directors during 2018-2019:-

(` In lakh)

S No.	Non-Executive Directors	Share Transfer Committee	Board fees	Committee fees	Total
1.	Shri Ravi Jhunjunwala		0.40	0.20	0.60
2.	Shri Shekhar Agarwal		0.60	0.50	1.10
3.	Shri Amar Nath Choudhary	0.40	0.80	1.00	2.20
4.	Shri Sushil Jhunjunwala	0.30	0.40	0.20	0.90
5.	Shri Giriraj Prasad Singhal	-	0.80	0.60	1.40
6.	Mrs. Abhilasha Mimani	-	0.60	-	0.60

The Company has no pecuniary relationship or transactions with its Non-Executive Directors other than payment of sitting fees to them for attending Board and Committee meetings. There are no stock option plans of the Company and none of the Directors have been issued any stock options during year 2018-19.

The Nomination and Remuneration Committee recommended the 'Nomination and Remuneration Policy' of the Company which was duly approved by the Board. The Policy reflects on certain guiding principles of the Company such as the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate employees of the quality required to run the Company successfully, Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and Remuneration to Directors, Key Managerial Personnel and Senior Management involves a pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals. It also lay down the criteria for performance evaluation of Independent Directors and other Directors, Board of Directors and Committees of the Board of Directors. The same has been posted on company's Website and can be accessed via Link <http://www.bslltd.com/policy.html>.

5. The Board of Directors has constituted following Committees for shareholders related matters:-

- a) Stakeholders' Relationship Committee
- b) Share Transfer Committee

a) **Stakeholders' Relationship Committee:**

The role of the committee inter-alia includes the following:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Shri Amar Nath Choudhary is Chairman of the Committee and he is Non-Executive Independent Director of the Company. The Company Secretary, Ms Aanchal Patni is the Compliance Officer. The Committee met 4 times during the year. The meetings were held on 11<sup>th</sup> May, 2018, 10<sup>th</sup> August, 2018, 13<sup>th</sup> November, 2018 and 11<sup>th</sup> February, 2019.

The composition and attendance of the members at the Committee Meetings are as follows:-

S No.	Name of the Director	No. of Meeting attended
1.	Shri Amar Nath Choudhary, Chairman	4
2.	Shri Ravi Jhunjunwala, Member	2
3.	Shri Arun Churiwal, Member	4
4.	Shri Nivedan Churiwal, Member	3

## REPORT ON CORPORATE GOVERNANCE

The details of complaints received & resolved during the year 2018-2019 are as under:-

No. of complaints / grievances received from shareholders / Stock Exchange / SEBI – 5.

No. of Complaints not solved to the satisfaction of shareholders – NIL

No. of complaints not resolved – NIL

Investor's grievances are resolved expeditiously. There are no grievances pending as on date.

**b) Share Transfer Committee:**

The Committee comprises of Five Members as on 31<sup>st</sup> March 2019, two of whom are Non-Executive and independent Director, two are Executive and Promoter Director and one is a Non Director Member.

The Committee considers and approves the transfer of Equity shares and its related matters, such as consolidation and split of shares, issue of duplicate shares certificates, transmission of shares etc. The committee met 24 times during the year. The Meetings were held on 16.04.2018, 30.04.2018, 11.05.2018, 31.05.2018, 15.06.2018, 30.06.2018, 16.07.2018, 31.07.2018, 10.08.2018, 17.08.2018, 31.08.2018, 21.09.2018, 29.09.2018, 27.10.2018, 13.11.2018, 01.12.2018, 15.12.2018, 31.12.2018, 31.01.2019, 11.02.2019, 28.02.2019, 08.03.2019, 25.03.2019, 30.03.2019.

The composition and attendance of the members at the Committee Meetings are as follows:-

S No.	Name of the Member	No. of Meeting attended
1.	Shri Arun Churiwal	23
2.	Shri Nivedan Churiwal	23
3.	Shri Sushil Jhunjhunwala	3
4.	Shri Amar Nath Choudhary	4
5.	Shri Praveen Jain	6

**6. CSR Committee**

The Company has constituted a CSR Committee as per Section 135 of the Companies Act, 2013. The Committee is headed by the Board Chairman, Shri Arun Churiwal and consists of the members as stated below. During the year ended 31<sup>st</sup> March, 2019, this Committee had two meetings. The Meetings were held on 11.05.2018 and 11.02.2019, which are attended by the members as under: -

S No.	Name of the Director	No. of Meeting attended
1.	Shri Arun Churiwal, Chairman	2
2.	Shri Nivedan Churiwal, Member	1
3.	Shri Amar Nath Choudhary, Member	2

The terms of reference of the Committee are as follow:

- To frame the CSR Policy and its review from time to time.
- To ensure effective implementation and monitoring of the CSR activities as per the approved policy, plans and budget.
- To ensure compliance with the laws, rules & regulations governing the CSR and to periodically report to the Board of Directors.

The detail of CSR policy is posted on the website of the Company [www.bslltd.com/policy.html](http://www.bslltd.com/policy.html).

**7. Independent Directors Meeting**

During the year under review, the Independent Directors met on 11<sup>th</sup> May, 2018, inter alia, to discuss:

- Evaluation of the performance of Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Except Shri Sushil Jhunjhunwala, all the Independent Directors were present at the Meeting.

## REPORT ON CORPORATE GOVERNANCE

### 8. General Body Meetings

The last three Annual General Meetings were held as per details given below:-

Relevant Financial year	Date of AGM	Time of Meeting	Venue / Location where held	Special Resolution(s) passed
2015-2016	24 <sup>th</sup> September, 2016	11.00 A.M.	26, Industrial Area, Gandhi Nagar, Bhilwara (Rajasthan)	1. Revision/alteration in the remuneration of Shri Arun Churiwal, (DIN:00001718), Chairman & Managing Director of the Company 2. Revision/alteration in the remuneration of Shri Nivedan Churiwal, (DIN: 00001749), Joint Managing Director of the Company.
2016-2017	26 <sup>th</sup> September, 2017	11.00 A.M.	26, Industrial Area, Gandhi Nagar, Bhilwara (Rajasthan)	1. To re-appoint Shri Arun Churiwal, Chairman & Managing Director of Company for a period of 3 years. 2. To re-appoint Shri Nivedan Churiwal, Jt. Managing Director of Company for a period of 3 years. 3. To Adopt new set of Articles of Association
2017-2018	28 <sup>th</sup> September, 2018	11.00 A.M.	26, Industrial Area, Gandhi Nagar, Bhilwara (Rajasthan)	No Special Resolution was passed.

No Resolution was subject to Postal Ballot at last AGM.

### 9. Means of Communication

- The Un-audited quarterly/ half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations.
- The approved financial results are published in one prominent English and one vernacular newspaper such as the Financial Express and the Dainik Navjyoti, within 48 hours of approval thereof. Newspaper cuttings are also submitted to the Stock Exchange.
- The Results are hosted on Company's website [www.bslltd.com](http://www.bslltd.com).
- During the year the Company has not released any official Press Releases.
- No presentation was made to institutional investors during the financial year 2018- 19.

### 10. General Shareholder Information

Detailed information in this regard is provided in the section "Shareholder Information" which forms part of this Annual Report

### 11. Other Disclosures

#### Material Related Party Transactions

During the financial year 2018-2019, there were no transactions of material nature with its promoters, the directors or the management, their subsidiaries or relatives, etc., which may have potential conflict with the interests of the Company at large. All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. Transactions with related parties as per requirements of Ind AS-24 – "Related party disclosures" issued by ICAI are disclosed in Note No. 43 of "Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2019, in the Annual Report. The Policy on dealing with related party transactions has been posted on the Company's website [www.bslltd.com](http://www.bslltd.com) and can be accessed at: [https://www.bslltd.com/images/financials/1550815002\\_Related\\_Party\\_Transaction\\_Policy-2018%20bsl.pdf](https://www.bslltd.com/images/financials/1550815002_Related_Party_Transaction_Policy-2018%20bsl.pdf).

#### Details of Non Compliance

There were no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.



## REPORT ON CORPORATE GOVERNANCE

- **Vigil Mechanism/ Whistle Blower Policy**

Vigil Mechanism / Whistle Blower Policy Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website [www.bslltd.com](http://www.bslltd.com) and can be accessed at: [https://www.bslltd.com/images/financials/1487923284\\_Whistle-Blower-Policy.pdf](https://www.bslltd.com/images/financials/1487923284_Whistle-Blower-Policy.pdf).

- **Non- mandatory requirements**

Adoption of non-mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is being reviewed by the Board from time to time.

- **Subsidiaries**

The Company does not have any material non-listed Indian Subsidiary whose turnover or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or net worth, respectively, of the listed holding Company and its subsidiaries, in the immediately preceding accounting year. The Policy for determining material subsidiary is displayed on the Company's website [www.bslltd.com](http://www.bslltd.com) and can be accessed at: [https://www.bslltd.com/images/financials/1454423083\\_Policy-for-determining-Material-subsidary.pdf](https://www.bslltd.com/images/financials/1454423083_Policy-for-determining-Material-subsidary.pdf)

- **Commodity price risk and Commodity hedging activities**

The Company has adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/000000141 dated November 15, 2018.

- **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):** Not Applicable

- **A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority**

The Certificate of Company Secretary in practice is annexed herewith as a part of the report.

- **Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year:** The Board has accepted all the recommendations of the Audit Committee.

- **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part**

Details relating to fees paid to the Statutory Auditors are given in Note no. 35 (B) of the Financial Statements.

- **Disclosure of Accounting Treatment**

In preparation of the financial statements, the Company has followed the Accounting Standards issued by ICAI. The significant accounting policies which are consistently applied are disclosed in Note No. 1 "Accounting Policies" under the "Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2019, in the Annual Report.

- **Performance Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and others Committees. It cover various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on such parameters/ criteria as set out in Nomination and Remuneration Policy of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

## REPORT ON CORPORATE GOVERNANCE

- The Disclosures of the Compliance with Corporate Governance Requirements specified in Regulation 17 to 27 and Regulation 46(2)

S. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance Status (Yes/ No/ NA)
1	Board of Directors	17(1)	Board composition	Yes
		17(2)	Meeting of Board of directors	Yes
		17(3)	Review of Compliance Reports	Yes
		17(4)	Plans for orderly succession for appointments	Yes
		17(5)	Code of Conduct	Yes
		17(6)	Fees/compensation	Yes
		17(7)	Minimum Information	Yes
		17(8)	Compliance Certificate	Yes
		17(9)	Risk Assessment & Management	Yes
		17(10)	Performance Evaluation of Independent Directors	Yes
2	Audit Committee	18(1)	Composition of Audit Committee & Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		18(2)	Meeting of Audit Committee	Yes
		18(3)	Role of the Committee and Review of information by the Committee	Yes
3	Nomination and Remuneration Committee	19(1) & (2)	Composition of Nomination and Remuneration Committee	Yes
		19(3)	Role of the Committee	Yes
4	Stakeholders Relationship Committee	20(1), (2) & (3)	Composition of Stakeholder Relationship Committee	Yes
		20(4)	Role of the Committee	Yes
5	Risk Management Committee	21(1),(2), (3) & (4)	Composition & Roll of Risk Management Committee	NA
6	Vigil Mechanism	22	Vigil Mechanism	Yes
7	Related Party Transaction	23(1),(5),(6),(7) &(8)	Policy for Related Party Transaction	Yes
		23(2)&(3)	Prior or Omnibus approval of Audit Committee for all related party transactions	Yes
		23(4)	Approval for Material Related Party Transactions	Yes
8	Subsidiaries of the Company	24(1)	Composition of Board of Directors of Unlisted Material Subsidiary	NA
		24(2),(3),(4),(5) & (6)	Other Corporate Governance requirements with respect to Subsidiary including Material Subsidiary of listed entity	NA
9	Obligations with respect to Independent Directors	25(1)&(2)	Maximum Directorship & Tenure	Yes
		25(3) & (4)	Meeting of Independent Directors	Yes
		25(7)	Familiarisation of Independent Directors	Yes
10	Obligations with respect to Directors and Senior Management	26(1)&(2)	Memberships & Chairmanship in Committees	Yes
		26(3)	Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	Yes
		26(4)	Disclosure of Shareholding by Non- Executive Directors	Yes
		26(5)	Disclosures by Senior Management about potential conflicts of Interest	Yes

## REPORT ON CORPORATE GOVERNANCE

S. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance Status (Yes/ No/ NA)
11	Other Corporate Governance Requirements	27(1)	Compliance of Discretionary Requirements	Yes
		27(2)	Filing of Quarterly Compliance Report on Corporate Governance	Yes
12	Disclosures on Website of the Company	46(2)(b)	Terms and conditions of appointment of Independent Directors	Yes
		46(2)(c)	Composition of various committees of Board of Directors	Yes
		46(2)(d)	Code of Conduct of Board of Directors and Senior Management Personnel	Yes
		46(2)(e)	Details of establishment of Vigil Mechanism / Whistle Blower policy	Yes
		46(2)(f)	Criteria of making payments to Non-Executive Directors	Yes
		46(2)(g)	Policy on dealing with Related Party Transactions	Yes
		46(2)(h)	Policy for determining Material Subsidiaries	Yes
		46(2)(i)	Details of Familiarisation Programmes imparted to Independent Directors	Yes

- **Prevention of Insider Trading Practices**

- i) **Code of Conduct for Regulating, Monitoring & Reporting Trading by Insiders & for Procedures of Fair Disclosure of Unpublished Price Sensitive Information (UPSI)**

Securities and Exchange Board of India has vide its circular dated 31<sup>st</sup> December, 2018 has modified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 effective from 1<sup>st</sup> April, 2019. The Code of Conduct for Regulating, Monitoring & Reporting Trading by Insiders & for Procedures of Fair Disclosure of Unpublished Price Sensitive Information (UPSI) was adopted by the Board at its Meeting held on 11<sup>th</sup> February, 2019, effective from 01<sup>st</sup> April, 2019. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Compliance Officer is responsible for implementation of the Code.

- ii) **Policy for dealing with any leak in UPSI and Whistle blower policy for employees to report any leak or suspected leak of UPSI**

The Policy for dealing with any leak in UPSI is framed in terms of Securities and Exchange Board of India (Prohibition on Insider Trading ) Regulations, 2015 as amended from time to time and was made effective from 1<sup>st</sup> April, 2019. The policy aims enabling employees of the Company to report any leak or suspected leak of UPSI, procedures for inquiry in case of leak of UPSI or suspected leak of UPSI and initiate appropriate action and informing the Board of Directors of the Company promptly of such leaks, inquiries and results of such inquiries.

- iii) **Internal Control Mechanism to prevent Insider Trading**

The mechanism was adopted as internal controls to ensure compliances with the requirements given in the regulations and to prevent insider trading. The Board Chairman and Chairman of the Audit Committee will review the Report on Compliance of the Code on yearly basis.

- **Compliance with the Code of Business Conduct and Ethics**

The Board of Directors has adopted the Code of Conduct for Directors & Senior Management. The said Code has been confirmed by all the Directors and members of the senior management. The Code has also been posted on the Company's website [www.bslltd.com/images/financials/code-of-conduct.pdf](http://www.bslltd.com/images/financials/code-of-conduct.pdf) . A declaration signed by the Chairman and Managing Director of the Company to this effect is enclosed with this report.

- **CEO/CFO Certificate**

The CEO/CFO Certificate, as required under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is enclosed with this report.

## REPORT ON CORPORATE GOVERNANCE

- **Compliance Certificate of the Auditors**

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance, as stipulated in Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is annexed to this report.

- **Investor Education and Protection Fund (IEPF)**

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125 of the Act. The details of unclaimed/unpaid dividend are available on the website of the Company viz. [www.bslltd.com](http://www.bslltd.com).

**Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPFA) in case of unpaid/ unclaimed dividend on shares for a consecutive period of seven years**

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the aforesaid rules.

As required under the IEPF Rules, a notice had been sent to all concerned shareholders at their registered address. The Company had also published such notice in English Newspaper i.e. 'The Financial Express' and in Hindi Newspaper i.e. 'Dainik Navjyoti' informing the concerned shareholders about the same.

Details of Unpaid Dividend as on 31<sup>st</sup> March, 2019 and due dates for transfer are as follows:

S. No.	Financial Year	Date of declaration of Dividend	Unpaid Amount (in Rs.)	Due date for transfer to IEPF Account
1.	2013-14	19/09/2014	384859.00	25/10/2021
2.	2014-15	21/09/2015	413477.20	27/10/2022
3.	2015-16	24/09/2016	505480.80	30/10/2023
4.	2016-17	26/09/2017	553077.60	01/11/2024
5.	2017-18	28/09/2018	469311.00	03/11/2025

**Sum of Unpaid or Unclaimed Dividend: Rs. 2326205.60**

Details of Unpaid Dividend transferred to IEPF account till 31<sup>st</sup> March, 2019:

S. No.	Financial Year	Date of transfer	Transferred Amount (in Rs.)
1.	2009-10 (Final Dividend)	29/11/2017	398892.00
2.	2010-11 (Interim Dividend)	09/04/2018	361828.25
3.	2010-11 (Final Dividend)	06/11/2019	459794.00
<b>Total</b>			<b>1220514.25</b>

Details of Shares transferred to IEPF account till 31<sup>st</sup> March, 2019 the dividend of which was unpaid/unclaimed for a period of 7 years:

S. No.	Relevant Financial Year	Date of transfer	No. of Shares Transferred
1.	2009-10 (Final Dividend)	03/12/2017	3994
2.	2010-11 (Interim Dividend)	17/04/2018	392
3.	2010-11 (Final Dividend)	22/11/2018	16751
<b>Total</b>			<b>21137</b>

## REPORT ON CORPORATE GOVERNANCE

**GENERAL SHAREHOLDERS INFORMATION****1. Annual General Meeting**

- Day, Date and Time : Thursday, 26<sup>th</sup> September, 2019  
11.00 A.M.
- Venue : 26, Industrial Area, Gandhi Nagar, Bhilwara  
(Rajasthan) 311001

**2. Financial Calendar & Publication of results**

- The financial year of the Company is April to March
- Financial reporting for the quarter ending June 30, 2019 : Upto 14<sup>th</sup> August, 2019
- Financial reporting for the half year ending September 30, 2019 : Upto 14<sup>th</sup> November, 2019
- Financial reporting for the quarter ending December 31, 2019 : Upto 14<sup>th</sup> February, 2020
- Financial reporting for the year ending March 31, 2020 : Upto 30<sup>th</sup> May, 2020
- Annual General meeting for the year ended March 31, 2019 : Upto 30<sup>th</sup> September, 2020

**3. Dates of Book Closure**

- : 20<sup>th</sup> September, 2019 to  
26<sup>th</sup> September, 2019

**4. Registered office**

- : 26, Industrial Area, Gandhi Nagar,  
Bhilwara (Rajasthan) 311001  
(Rajasthan) - 311001  
Tel : (01482) 249101-102, 245000  
E-mail: [accounts@bslsuitings.com](mailto:accounts@bslsuitings.com)

**5. Dividend Payment Date:** The Board of Directors does not recommend any dividend for the financial year ended 31<sup>st</sup> March, 2019.**6. Listing of Equity shares on Stock Exchanges at:**

- 1) **National Stock Exchange of India Limited**  
Trade World, Senapati Bapat Marg,  
Lower Parel, Mumbai - 400 013
- 2) **Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 023

**Note:** Listing Fee for the year 2019-20 has been paid to NSE & BSE.

**7. Stock Code**

- ISIN No : INE 594B01012
- BSE, Mumbai : 514045
- National Stock Exchange : BSL

**8. Stock Market Data:**

Monthly high low values (in ₹) at BSE and NSE of Company's share and closing BSE Sensex are as follows:

MONTH	HIGH (₹)		LOW (₹)		BSE SENSEX
	BSE	NSE	BSE	NSE	
April, 2018	76.00	77.00	55.50	53.30	35,160.36
May, 2018	65.95	67.00	51.60	53.05	35,322.38
June, 2018	56.65	57.95	48.05	46.05	35,423.48
July, 2018	64.30	64.95	37.15	39.05	37,606.58
August, 2018	72.00	71.40	52.00	52.90	38,645.07
September, 2018	57.65	57.15	41.85	41.85	36,227.14
October, 2018	53.65	53.80	41.00	40.50	34,442.05
November, 2018	54.00	53.75	44.00	44.60	36,194.30
December, 2018	47.95	50.00	40.50	40.60	36,068.33
January, 2019	54.90	55.00	42.40	42.80	36,256.69
February, 2019	46.95	47.00	34.30	39.05	35,867.44
March, 2019	48.15	48.30	40.30	40.05	38,672.91

## REPORT ON CORPORATE GOVERNANCE

9. Registrars and share Transfer Agents & Depository Registrar : MCS Share Transfer Agent Ltd.  
Sri Venkatesh Bhawan  
F-65, Okhla Industrial Area, Phase-I  
New Delhi-110 020  
Tel : 011-41406148  
Fax : 011-41709881  
E-mail: [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com)

### 10. Share Transfer System

Share transfers are registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all respects. The Share Transfer Committee meets at least once in a fortnight. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

### 11. i) Distribution of shareholding as on 31<sup>st</sup> March, 2019

No. of shares	2018-19			
	No. of share holders	% of share holders	No. of share held	% of share holding
1-100	5991	57.21	367060	3.57
101-200	2212	21.12	367665	3.57
201-500	1287	12.29	469467	4.56
501-1000	493	4.71	394879	3.84
1001-5000	392	3.74	865836	8.41
5001-10000	35	0.33	235261	2.29
10001 and above	63	0.60	7592000	73.76
<b>Total :</b>	<b>10473</b>	<b>100.00</b>	<b>10292168</b>	<b>100.00</b>

### ii) Shareholding pattern as at 31<sup>st</sup> March, 2019

S. No.	Category	No. of shares held	Percentage of holding
<b>A.</b>	<b>Promoter's Holding</b>		
	1. Indian Promoters including corporates	5522072	53.65%
	2. Persons acting in concert – OCB's	287000	2.79%
	Sub Total	<b>5809072</b>	<b>56.44%</b>
<b>B.</b>	<b>Non-promoters Holding</b>		
	<b>(i) Institutional Investors</b>		
	1. Mutual Funds & UTI	450	--
	2. Banks/ Financial Institutions	32453	0.32%
	3. Insurance Companies	399654	3.88%
	Sub Total (i)	<b>432557</b>	<b>4.20%</b>
	<b>(ii) Others</b>		
	4. Corporate Bodies	508957	4.94%
	5. Indian Public	3413428	33.17%
	6. NRI's / OCB's	107017	1.04%
	7. IEPF	21137	0.21%
	Sub Total (iii)	<b>4050539</b>	<b>39.36%</b>
	<b>Grand Total (A+B)</b>	<b>10292168</b>	<b>100%</b>



## REPORT ON CORPORATE GOVERNANCE

12. **Dematerialization of Shares and Liquidity** : 98,31,664 shares were dematerialized till 31/03/2019 which is 95.53% of the total paid up Equity share capital of the Company. There are no outstanding GDRS/ ADRS/ Warrants or any convertible instruments.
13. **Plant Location** : Mandpam, Bhilwara (Rajasthan)  
TEL: 01482 249101
14. **Address for correspondence** : Company Secretary  
Investor Correspondence should BSL Limited  
be addressed to 26, Industrial Area, Gandhi Nagar  
Bhilwara (Raj.) 311001  
Tel: (01482) (249101-102, 245000)  
E-mail: accounts@bslsuitings.com
15. **Credit Rating** : **BBB+**  
Name of Credit rating agency : Brickwork Ratings India Private Limited  
During the year under review, there have been no revisions in Credit Rating obtained by the Company.

16. **Secretarial Audit for Reconciliation of Capital Compliance**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Secretarial Audit, to reconcile the total admitted capital with NSDL and CDSL and the total paid up and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Listed Stock Exchanges. The audit confirms that the total listed and paid up capital is in agreement with the aggregate of the total no. of Equity shares in dematerialized form (held with NSDL & CDSL) and total number of Equity shares in physical form.

17. **Other Information to the Shareholders**

- **Green Initiative**

As a responsible corporate citizen, the Company welcomes the Green Initiative by sending the communications/documents including Notices for General Meeting and Annual Reports from time to time in electronic mode to those members who have provided their e-mail addresses to their Depository Participants (DP). Shareholders who have not registered their e-mail addresses are requested to register/update their e-mail addresses in respect of equity shares held by them in demat form with their respective DPs and in case of physical form with the Company.

- **Internal Complaints Committee (ICC)**

As per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which came into effect from the 9th of December, 2013, the Company has formulated an Internal Complaints Committee that will ensure a work environment free of all forms of sexual harassment verbal, written, physical, visual or otherwise. The Committee is formed as per the statute, it is headed by a women employee, the committee comprises of more than half representation of women, it has adequate independent representation of women from the social and legal fields. It lays down the whole procedure of filling complaint, enquiry, redressal of grievance and taking action against those who are found guilty by the Committee in a fairly transparent manner. During the year under review, no incident of sexual harassment was reported.

For and on behalf of the Board

(ARUN CHURIWAL)  
CHAIRMAN & MANAGING DIRECTOR  
DIN: 00001718

Place : Kolkata (W.B.)  
Date : 16th May, 2019



## REPORT ON CORPORATE GOVERNANCE

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
BSL Ltd.  
26, Industrial Area, Gandhi Nagar  
Bhilwara-311001(Rajasthan)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **BSL Ltd.** having **CIN: L24302RJ1970PLC002266** and having registered office at **26, Industrial Area, Gandhi Nagar, Bhilwara-311001(Rajasthan)** (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No	Name of the Director	DIN
1	Arun Kumar Churiwal	00001718
2	Nivedan Churiwal	00001749
3	Ravi Jhunjunwala	00060972
4	Shekhar Agarwal	00066113
5	Sushil Jhunjunwala	00082461
6	Giriraj Prasad Singhal	00331849
7	Amar Nath Choudhary	00587814
8	Abhilasha Mimani	06932590

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For V. M. & Associates  
Company Secretaries  
(ICSI Unique Code P1984RJ039200)

CS Manoj Maheshwari  
Partner

FCS 3355

C P No.: 1971

Place: Jaipur

Date: May 16, 2019

REPORT ON CORPORATE GOVERNANCE

**DECLARATION AS REQUIRED UNDER REGULATION 34(3) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

All the Directors and Senior Management Personnel of the Company have affirmed Compliance with the Code of Conduct for Directors and Senior Management of BSL Limited for the Financial Year ended 31st March, 2019.

For BSL Limited

Place : Kolkata (W. B.)  
Date : 16th May, 2019

(ARUN CHURIWAL)  
CHAIRMAN & MANAGING DIRECTOR  
DIN-00001718

**CHIEF EXECUTIVE OFFICER (CEO) AND  
CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

To the Board of Directors  
BSL Limited

We, the undersigned in our respective capacities as Chief Executive Officer and Chief Financial Officer of BSL Limited ("the Company"), to the best of our knowledge and belief certify that:

- a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2019 and based on our knowledge and belief, we state that:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading ;
  - (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) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware, and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and Audit Committee:
  - (i) significant changes, if any, in internal control over financial reporting during the year;
  - (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statement; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For BSL Limited

Place : Kolkata (W. B.)  
Date : 16th May, 2019

(PRAVEEN JAIN)  
PRESIDENT & CFO

(ARUN CHURIWAL)  
CHAIRMAN & MANAGING DIRECTOR  
DIN-00001718



## REPORT ON CORPORATE GOVERNANCE

### AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

#### TO THE MEMBERS OF BSL LTD.

We have examined the compliance of conditions of Corporate Governance by BSL Ltd. for the year ended 31st March, 2019 as stipulated in Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with stock exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company, for ensuring the compliance of the conditions of 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that no investor grievance is pending for a period exceeding one month against the Company, as per the records maintained by the Shareholders / 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 **SSMS & Associates**  
Chartered Accountants  
Firm Registration No:- 019351C

Place: Kolkata (W. B.)  
Date: 16th May, 2019

**(SATISH SOMANI)**  
Partner  
Membership No:- 076241

## INDEPENDENT AUDITORS' REPORT

To,  
The Members,  
BSL Limited

**Opinion**

We have audited the accompanying standalone financial statements of **BSL Limited ("the Company")**, which comprise the Balance Sheet as at 31st March 2019, and the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
<b>Foreign currency transactions</b> The company is having substantial turnover in foreign currency. It hedges currency fluctuations through forward booking or taking PCFC. Similarly imports are also hedged through forward booking. The company follows Ind AS – 109 for accounting of hedging transactions.	<b>Principal Audit Procedures</b> Our audit approach and procedures were combination of test of internal controls and substantive procedures which included the following: <ul style="list-style-type: none"> <li>• Obtained an understanding of management's process and evaluated design and tested operating effectiveness of controls related to forward booking and taking PCFC.</li> <li>• Assessed the appropriateness of the methodology used by the management for forward booking and taking PCFC credit</li> <li>• Assessed the professional competence of the person engaged by management in foreign currency matters</li> <li>• Assessed the reasonableness of assumptions in forward booking</li> <li>• Based on our procedures, we also considered the adequacy of disclosures and compliance of Ind AS in standalone financial statements.</li> </ul>

**Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibility of Management for Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were

## INDEPENDENT AUDITORS' REPORT

operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the

underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-I a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure-II on this matter.



- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended:

According to the information and explanation given to us and based on our examination of the records of the Company, the Company has paid or provided for the managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the companies Act, 2013.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 47 to the standalone financial statements;
- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For SSMS & ASSOCIATES

Chartered Accountants  
Firm Registration No.: 019351C

(SATISH SOMANI)

Partner

Membership No.076241

Place: Kolkata

Date: 16/05/2019

#### ANNEXURE-I TO AUDITOR'S REPORT

The Annexure referred to in paragraph 1 of "Report on Other Legal and Regulatory Requirements" in our report of even date to the members of BSL Limited on the standalone financial statements of the company for the year ended 31st March, 2019. We report that:

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) These fixed assets have been physically verified by the Company as per physical verification programme that covers every item of fixed assets at least once in three years. No material discrepancies were noticed on such verification;
- (c) The title deeds of immovable properties are held in the name of the company except **Land and buildings of merged companies i.e. M/s BSL Wulfling Limited and M/s Bhilwara Processors Limited are under name transfer process.**
- (ii) Physical verification of inventory has been conducted at reasonable intervals by the management; no any material discrepancies were noticed on physical verification;
- (iii) The company has not granted any loan, secured or unsecured to the companies, firms, Limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

- (iv) According to information and explanations given to us, the company has not entered any transaction in respect of (loan, investments, guarantee and security) covered under section 185 and 186 of the Companies act, 2013.

- (v) The company has not accepted deposits under provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.

- (vi) We have broadly reviewed the books and records required to be maintained as specified by the Central Government under sub section (1) of section 148 of Companies Act, 2013 and we are of the opinion that prima facie, the prescribed accounts and records are being maintained.

- (vii) (a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of customs, cess, GST and any other statutory dues with the appropriate authorities.
- (b) According to the records of company, dues of income-tax, sales-tax, duty of customs, duty of excise, value added tax, cess, GST and any other statutory dues with the appropriate authorities, which has not been deposited on account of disputes are as under:

Nature of the Status	Nature of the due	Amount (Rs. In lacs)	Forum where dispute is pending
Central Excise Act	Penalty	7.95	CESTAT, New Delhi
RVAT Act	Tax	29.78	High Court of Rajasthan
	Interest	09.99	
Income Tax Act	Tax	24.83	Commissioner Appeals
	Interest	8.94	

- (viii) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loan and borrowing to financial Institutions, banks, Government, or dues to debenture holders.

- (ix) In our opinion and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer (including debt instruments).

- (x) In our opinion and according to the information and explanations given to us, there is no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

- (xi) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has paid or provided for the managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the companies Act, 2013.

- (xii) The provision specified in Nidhi Rule, 2014 is not applicable on Company.

- (xiii) In our opinion and according to the information and explanations given to us, the Company has complied the provision of sections 177 and 188 of Companies Act, 2013 on all transactions with the related parties where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

- (xiv) In our opinion and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.



- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him under the provisions of section 192 of Companies Act, 2013.
- (xvi) The Company has not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **SSMS & ASSOCIATES**  
Chartered Accountants  
Firm Registration No.: 019351C

**(SATISH SOMANI)**

Partner

Place: Kolkata  
Date: 16/05/2019

Membership No.076241

#### **ANNEXURE II TO AUDITOR'S REPORT**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2(f) of "Report on Other Legal and Regulatory Requirements" in our report of even date to the members of BSL Limited on the standalone financial statements of the company for the year ended 31st March, 2019**

We have audited the internal financial controls over financial reporting of BSL Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting

included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **SSMS & ASSOCIATES**  
Chartered Accountants  
Firm Registration No.: 019351C

**(SATISH SOMANI)**

Partner

Place: Kolkata  
Date: 16/05/2019

Membership No.076241

BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2019

( in Lac)

Particulars	Note	As At	
		31.03.2019	31.03.2018
<b>ASSETS</b>			
<b>(1) Non-current Assets</b>			
(a) Property, Plant and Equipment	2	10009.88	11409.26
(b) Capital Work in Progress	3	87.28	64.90
(c) Intangible Assets	4	28.83	44.58
(d) Financial Assets			
(i) Loans & Deposits	5	132.64	83.29
(e) Other Non-current Assets	6	26.42	19.47
		10285.05	11621.50
<b>(2) Current Assets</b>			
(a) Inventories	7	11831.40	11606.41
(b) Financial Assets			
(i) Trade Receivables	8	8437.30	8643.67
(ii) Cash & Cash Equivalents	9	19.72	25.79
(iii) Bank Balances (Other than ii above)	10	29.94	29.53
(iv) Loans & Deposits	11	75.06	81.50
(v) Other Financial Assets	12	194.56	226.30
(c) Current Tax Assets (Net)	13	193.62	112.15
(d) Other Current Assets	14	1640.55	1149.33
		22422.15	21874.68
<b>TOTAL ASSETS</b>		<b>32707.20</b>	<b>33496.18</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	15	1029.22	1029.22
(b) Other Equity	16	6645.72	6739.72
		7674.94	7768.94
<b>LIABILITIES</b>			
<b>(1) Non - current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	17	2872.59	4317.00
(ii) Other Financial Liabilities	18	110.11	113.58
(b) Deferred Tax Liabilities (Net)	19	954.70	964.54
(c) Deferred Government Grant	20	123.17	168.79
(d) Other Non - current Liabilities	21	103.85	117.89
		4164.42	5681.80
<b>(2) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	22	12794.93	11665.47
(ii) Trade Payables	23	4754.53	4972.90
(iii) Other Financial Liabilities	24	3149.70	3223.98
(b) Deferred Government Grant	25	45.62	55.81
(c) Other Current Liabilities	26	123.06	127.28
		20867.84	20045.44
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>32707.20</b>	<b>33496.18</b>

Accompanying notes form an integral part of the financial statements

As per our report of even date

**For SSMS & Associates**  
Chartered Accountants  
Firm Regd. No.: 019351C

**(SATISH SOMANI)**  
Partner  
Membership No.076241

Place : Kolkata (W..B.)  
Date : 16<sup>th</sup> May, 2019

For and on behalf of the Board

**ARUN CHURIWAL**  
Chairman & Managing Director  
DIN: 00001718

**NIVEDAN CHURIWAL**  
Joint Managing Director  
DIN: 00001749

**PRAVEEN JAIN**  
President & CFO  
PAN: ACYPJ2779D

**AMAR NATH CHOUDHARY**  
Director  
DIN: 00587814

**AANCHAL PATNI**  
Company Secretary  
Membership No.: A43134



## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

(₹ in Lac)

Particulars	Note	Year Ended	
		31.03.2019	31.03.2018
<b>I</b> Revenue from Operations	27	43730.68	40320.49
<b>II</b> Other Income	28	390.35	289.23
<b>III Total Income (I + II)</b>		<b>44121.03</b>	<b>40609.72</b>
<b>IV Expenses:</b>			
Cost of Materials Consumed	29	20035.94	18441.00
Purchases of Stock-in-trade	30	2922.77	3680.71
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade	31	(178.78)	(1603.97)
Excise Duty		-	52.37
Employee Benefit Expenses	32	6323.58	6270.05
Finance Costs	33	1750.11	1394.54
Depreciation and Amortization Expenses	34	1602.32	1703.12
Other Expenses	35	11549.25	10496.51
<b>Total Expenses</b>		<b>44005.19</b>	<b>40434.33</b>
<b>V Profit Before Exceptional Items and Tax (III - IV)</b>		<b>115.84</b>	<b>175.39</b>
<b>VI Exceptional Items</b>		-	-
<b>VII Profit Before Tax (V - VI)</b>		<b>115.84</b>	<b>175.39</b>
<b>VIII Tax Expense:</b>			
(1) Current Tax	36	31.01	48.47
(2) Deferred Tax	37	(2.40)	24.20
<b>IX Profit/(Loss) for the Period (VII-VIII)</b>		<b>87.23</b>	<b>102.72</b>
<b>X Other Comprehensive Income</b>			
(A). (i) Items that will not be reclassified to Profit & Loss	38	(61.62)	(100.28)
(ii) Income Tax Effect	36/38	(20.57)	(33.15)
<b>Total (A)</b>		<b>(41.05)</b>	<b>(67.13)</b>
(B). (i) Items that will be reclassified to Profit & Loss	38	(23.54)	(32.36)
(ii) Income Tax Effect	37/38	(7.43)	(10.80)
<b>Total (B)</b>		<b>(16.11)</b>	<b>(21.56)</b>
<b>Total Other Comprehensive Income (A + B)</b>		<b>(57.16)</b>	<b>(88.69)</b>
<b>XI Total Comprehensive Income for the period (IX + X)</b>		<b>30.07</b>	<b>14.03</b>
<b>XII Earning per Equity Share (Basic and Diluted)</b>	39	<b>0.85</b>	<b>1.00</b>

**Accompanying notes form an integral part of financial statements**

As per our report of even date

For **SSMS & Associates**  
Chartered Accountants  
Firm Regd. No.: 019351C

**(SATISH SOMANI)**  
Partner  
Membership No.076241

Place : Kolkata (W..B.)  
Date : 16<sup>th</sup> May, 2019

For and on behalf of the Board

**ARUN CHURIWAL**  
Chairman & Managing Director  
DIN: 00001718

**NIVEDAN CHURIWAL**  
Joint Managing Director  
DIN: 00001749

**PRAVEEN JAIN**  
President & CFO  
PAN: ACYPJ2779D

**AMAR NATH CHOUDHARY**  
Director  
DIN: 00587814

**AANCHAL PATNI**  
Company Secretary  
Membership No.: A43134

CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

Particulars	( ₹ in Lac)	
	For the year ended	
	31.03.2019	31.03.2018
<b>A) CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit Before Tax	115.84	175.39
<b>Adjustments for:</b>		
Depreciation and Amortisation	1602.32	1703.12
Interest Paid	1585.24	1243.85
Other Comprehensive Income - Defined Benefit Plan	(61.62)	(100.28)
Other Comprehensive Income - Cash Flow Hedge	(23.54)	(32.36)
Loss / (Profit) on sale of Property, Plant & Equipment & Intangible Assets	(254.47)	(138.64)
Deferred Revenue expenditure	4.96	7.12
Operating Profit Before Working Capital Changes	2968.73	2858.20
<b>Adjustments for:</b>		
(Increase)/Decrease in Non - current Financial Assets - Loan & Deposits	(49.35)	(5.48)
(Increase)/Decrease in Non - current Assets - Others	(6.95)	110.30
(Increase)/Decrease in Inventories	(224.99)	(1356.93)
(Increase)/Decrease in Trade Receivables	206.37	25.76
(Increase)/Decrease in Current Financial Assets - Loan & Deposits	6.44	(4.91)
(Increase)/Decrease in Current Financial Assets - Others	31.33	213.16
(Increase)/Decrease in Current Assets - Others	(491.22)	203.85
Increase/(Decrease) in Non - current Financial Liabilities - Others	(3.47)	(0.34)
Increase/(Decrease) in Non - current Liabilities - Others	(14.04)	4.21
Increase/(Decrease) in Trade Payables	(218.37)	1627.81
Increase/(Decrease) in Current Financial Liabilities - Others	(89.57)	174.76
Increase/(Decrease) in Current Liabilities - Others	(4.22)	(23.67)
<b>Cash Generated from operations</b>	<b>2110.69</b>	<b>3826.72</b>
Direct taxes paid	(91.91)	(88.41)
<b>Net cash flow from operating activities (A)</b>	<b>2018.78</b>	<b>3738.31</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchases of Property, Plant & Equipment and Intangible Assets	(416.26)	(1968.04)
Sales of Property, Plant & Equipment and Intangible Assets	405.35	287.77
<b>Net cash flow from investing activities (B)</b>	<b>(10.91)</b>	<b>(1680.27)</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Term Loans	51.59	1464.27
Repayment of Term Loans	(1485.68)	(1844.55)
Proceeds / (Repayment) of current borrowings	1129.46	(397.58)
Proceeds from Tuf Capital Grant	-	103.15
Dividend paid	(124.07)	(148.65)
Interest paid	(1585.24)	(1243.85)
<b>Net cash flow from financing activities ( C )</b>	<b>(2013.94)</b>	<b>(2067.21)</b>
<b>Net increase in cash and cash equivalents (A + B + C)</b>	<b>(6.07)</b>	<b>(9.17)</b>
Opening Cash and Cash Equivalents	25.79	34.96
Closing Cash and Cash Equivalents	19.72	25.79
<b>Accompanying notes form an integral part of financial statements</b>		

As per our report of even date

For SSMS & Associates  
Chartered Accountants  
Firm Regd. No.: 019351C

(SATISH SOMANI)  
Partner  
Membership No.076241

Place : Kolkata (W..B.)  
Date : 16<sup>th</sup> May, 2019

For and on behalf of the Board

ARUN CHURIWAL  
Chairman & Managing Director  
DIN: 00001718

NIVEDAN CHURIWAL  
Joint Managing Director  
DIN: 00001749

PRAVEEN JAIN  
President & CFO  
PAN: ACYPJ2779D

AMAR NATH CHOUDHARY  
Director  
DIN: 00587814

AANCHAL PATNI  
Company Secretary  
Membership No.: A43134

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

(₹ in Lac)

**a. Equity Share Capital**

Particulars	As At	
	31.03.2019	31.03.2018
Balance at the beginning of the year	1029.22	1029.22
Changes in equity share capital during the year	-	-
<b>Balance at the end of the year</b>	<b>1029.22</b>	<b>1029.22</b>

**b. Other Equity**

Particulars	Reserves and surplus					Item of Other comprehensive income	Total other equity
	Capital reserve	Capital Redemption Reserve	Securities premium	General Reserve	Retained earnings	Effective Portion of Cash Flow Hedge	
<b>Balance at 01.04.2017</b>	1015.97	30.00	1925.69	1318.77	2509.16	74.75	<b>6874.34</b>
Profit for the year	-	-	-	-	102.72	-	102.72
Other comprehensive income for the year	-	-	-	-	(67.13)	(21.56)	(88.69)
Transfer from retained earning	-	-	-	100.00	(100.00)	-	-
Equity Share Dividend	-	-	-	-	(123.51)	-	(123.51)
Dividend Distribution Tax	-	-	-	-	(25.14)	-	(25.14)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>100.00</b>	<b>(213.06)</b>	<b>(21.56)</b>	<b>(134.62)</b>
<b>Balance at 31.03.2018</b>	<b>1015.97</b>	<b>30.00</b>	<b>1925.69</b>	<b>1418.77</b>	<b>2296.10</b>	<b>53.19</b>	<b>6739.72</b>
Profit for the year	-	-	-	-	87.23	-	87.23
Other comprehensive income for the year	-	-	-	-	(41.05)	(16.11)	(57.16)
Transfer from retained earning	-	-	-	-	-	-	-
Equity Share Dividend	-	-	-	-	(102.92)	-	(102.92)
Dividend Distribution Tax	-	-	-	-	(21.15)	-	(21.15)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(77.89)</b>	<b>(16.11)</b>	<b>(94.00)</b>
<b>Balance at 31.03.2019</b>	<b>1015.97</b>	<b>30.00</b>	<b>1925.69</b>	<b>1418.77</b>	<b>2218.21</b>	<b>37.08</b>	<b>6645.72</b>

Accompanying notes form an integral part of financial statements

As per our report of even date

**For SSMS & Associates**  
Chartered Accountants  
Firm Regd. No.: 019351C

**(SATISH SOMANI)**  
Partner  
Membership No.076241

Place : Kolkata (W..B.)  
Date : 16<sup>th</sup> May, 2019

For and on behalf of the Board

**ARUN CHURIWAL**  
Chairman & Managing Director  
DIN: 00001718

**NIVEDAN CHURIWAL**  
Joint Managing Director  
DIN: 00001749

**PRAVEEN JAIN**  
President & CFO  
PAN: ACYPJ2779D

**AMAR NATH CHOUDHARY**  
Director  
DIN: 00587814

**AANCHAL PATNI**  
Company Secretary  
Membership No.: A43134

Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019**1. Company Overview and Accounting Policies****A. Corporate Information**

BSL Limited ("the Company") is a public company incorporated and domiciled in India and has its registered office at 26, Industrial Area, Gandhi Nagar, Bhilwara, Rajasthan. The Company has its primary listing on the BSE Limited and National Stock Exchange in India.

The Company's operation predominantly relates to Textile & Generation of Wind Power. BSL is one of the India's largest vertically integrated textile company and leading manufacturers of Poly Viscose, Worsted, Fashion Fabrics and Yarns in India.

**B. Significant Accounting Policies****I. Statement of Compliance**

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), as prescribed under section 133 of the Companies Act, 2013('the Act') read with the Rule 3 of the Companies (Indian Accounting Standard) Rules 2015 as amended and guidelines issued by the Securities and Exchange Board of India (SEBI).

**II. Basis of preparation and presentation**

The financial statements are prepared on the historical cost basis except for following financial instruments that are measured at fair value:

- Defined benefit plan- Plan assets measured at fair value,
- Certain financial assets and liabilities (including derivative instruments).

**➤ Functional and Presentation Currency**

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

**➤ Classification of Assets and Liabilities as Current and Non-Current**

All assets & liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. Based on the nature of products/activities of the Company and the normal time between acquisition of assets for processing and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Assets are classified as current when any of following criteria is satisfied:

- i. The Company expects to realize the asset, or intends to sell or consume it, in its normal operating cycle;
- ii. The Company holds the asset primarily for the purpose of trading;
- iii. The Company expects to realize the asset within twelve months after the reporting period;
- iv. The asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Liabilities are classified as current when any of following criteria is satisfied:

- i. The Company expects to settle the liability in its normal operating cycle;
- ii. The Company holds the liability primarily for the purpose of trading;
- iii. The liability is due to be settled within twelve months after the reporting period; or
- iv. The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

**III. Revenue recognition**

The company mainly deals in textiles and derives revenues primarily from sale of manufactured goods, traded goods and related services. The company is also engaged in generation of power through wind mill.

## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

The company has adopted Ind AS 115 – ‘Revenue from contracts with customers’, which is effective from April 01, 2018. The company has used cumulative catch-up transition method and applied on the pending contracts as on April 01, 2018. Accordingly the comparatives have not been retrospectively adjusted. The effect on adoption of Ind AS 115 was insignificant.

Revenue from sale of products and services are recognised at a time on which the performance obligation is satisfied, at an amount that reflects the consideration the company expects to receive in exchange for those products and services. The period over which revenue is recognised is based on entity’s right to payment for performance completed.

### Other Operating revenue

- a) Export incentives are accounted for in the year of export.
- b) Interest on bank deposits is recognised on the effective interest rate method basis taking into account the amounts invested and the rate of interest applicable.
- c) Interest from trade receivables and other financial assets are recognized when it is probable that the economic benefit will flow to the entity and the amount can be measured reliably.
- d) Claim lodged with insurance companies is recognized as income on acceptance by the insurance Companies.

### IV. Government Grant & Government Assistance

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grant/subsidy if relates to an expense item are recognised in the statement of profit and loss on a systematic basis over the periods in which the Company recognise as expenses the related costs for which the grants are intended to compensate.

The Capital Subsidy under Technology Up-gradation Fund Scheme (TUFS) from Government on specified machinery is recognized on a systematic and rational basis by adopting Deferred Income Approach. Such allocation to income is done prospectively over the remaining useful life of the respective assets and is adjusted against the depreciation in the Statement of Profit and Loss. Pending the utilization of the grant received, the same is presented as ‘Deferred Income’.

If the grant/subsidy is related to subvention of a particular expense, it is deducted from that expense in the year of recognition of government grant/ subsidy.

### V. Inventories

Inventories including goods-in-transit are valued at lower of cost and estimated net realizable value. Cost of inventory includes the cost of purchase & GST paid on inputs and all other direct and indirect cost allocated proportionately incurred in bringing the inventories to their present location and condition.

#### Raw materials and stores & spares:

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis in case of raw material and on weighted average basis in case of stores & spares. Waste material is valued at net realizable value.

#### Finished goods and work in progress:

Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on weighted average cost basis.

#### Traded goods:

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis.

#### Goods on Job work:

Processed value of goods on job basis is valued at contract rate.

### VI. Property, Plant and Equipment (PPE)

#### Recognition and measurement

Property, plant and equipment (PPE) are carried at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of property, plant and equipment (PPE) comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses, present value of decommissioning costs (where there is



Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

a legal or constructive obligation to decommission) and interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use.

#### Subsequent expenditure

Subsequent expenditure on property plant & equipment after its purchase / completion is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

#### Impairment

Property, plant and equipment are tested for impairment whenever events or changes in circumstances indicate that an asset may be impaired. If an impairment loss is determined, the remaining useful life of the asset is also subject to adjustment.

An impairment loss is recognized in the statement of profit and loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

#### Capital work-in-progress

Projects under which property, plant and equipment are not yet ready for their intended use are carried at cost less any recognised impairment loss. Cost comprises direct cost, related incidental expenses and borrowing cost.

#### Depreciation

Depreciation is recognised for property, plant and equipment so as to write-off the cost less residual values over their estimated useful lives. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis taking into account commercial and technological obsolescence as well as normal wear and tear.

Depreciation on tangible assets is provided on straight line method over the useful lives prescribed under Schedule II of Companies Act, 2013

Free hold land is not depreciated.

Depreciation on additions to or on disposal of property, plant and equipment is calculated on pro-rata basis i.e. from (up to) the date on which the Property, Plant and Equipment is available for use (disposed of).

#### Derecognition of PPE

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the property, plant and equipment) is included in the statement of profit & loss when the property, plant and equipment is derecognized.

### VII. Intangible assets

#### Recognition and measurement

An intangible asset is recognized when it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity; and the cost of the asset can be measured reliably. All other expenditure is expensed as incurred.

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses.

The cost of a separately acquired intangible asset comprises of its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; and any directly attributable cost of preparing the asset for its intended use.

Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in statement of profit or loss in the period in which the expenditure is incurred.

#### Amortisation

The useful lives of intangible assets are assessed as finite. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the

## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

### Impairment

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation expense on intangible assets with finite lives is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level.

The estimated useful life of the finite intangible assets is given below:

S. No.	Nature of Assets	Effective Useful Life	Amortisation Method
1.	Computer & Software	6 Years	Amortised on Straight line basis over the useful life.

### Derecognition of Intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised in Statement of profit and loss when the asset is derecognised.

## VIII. Foreign currencies

The Company's financial statements are presented in INR. (₹)

### Transactions and balances

In preparing the financial statements, transactions in foreign currencies are recognised at the rates of exchange prevailing at the dates of the transactions. Exchange differences arising on foreign exchange transactions settled during the period are recognised in the Statement of profit and loss of the period.

At the end of each reporting period, monetary items denominated in foreign currencies (except financial instruments designated as Hedge Instruments) are translated at the rates prevailing at that date.

Exchange differences on translation of monetary items are recognised in Statement of profit and loss in the period in which they arise with the exception of the following:

Monetary items that are designated as part of cash flow hedge instrument are recognised in other comprehensive income.

Non-monetary that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

### Derivative Financial Instruments and Hedge Accounting

The Company uses derivative instruments i.e. forward contracts to hedge its foreign currency risks. The Company designated these forward contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast cash transactions. The Company has designated forward instruments on spot to spot basis. The Company recognises the forward points in the statement of profit and loss account.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivatives recognised in other comprehensive income and accumulated in the other comprehensive income under other equity. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in the statement of profit and loss. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognised in other comprehensive income till the period hedge was effective remains in other comprehensive income until the forecasted transaction occurs. The cumulative gain or loss previously recognised in the other comprehensive income is transferred to the statement of profit and loss upon the occurrence of related forecasted transaction. If the forecasted transaction no longer expected to occur, then the amount accumulated in other comprehensive income is reclassified to net profit in the statement of profit and loss.

Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019**IX. Employee benefits****Short-term Employee Benefits**

Short-term employee benefits obligation is measured on undiscounted basis and is expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**Defined Contribution Plan:**

The Company makes defined contribution to employees provident fund organization, pension fund, superannuation fund and employees state insurance (ESI), which are accounted on accrual basis as expenses in the statement of profit and loss in the period during which the related services are rendered by employees.

Prepaid contribution is recognized as assets to the extent that a cash refund or reduction in future payments is available.

**Defined Benefit Plan:**

The Company's liabilities on account of gratuity and earned leave on retirement of employees are determined under defined benefit plans.

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. In order to calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in Other Comprehensive Income. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year.

Net interest expense and other expenses related to defined benefit plans are recognized in statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in statement of profit and loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

**X. Taxation**

Income tax expense represents the sum of tax currently payable and deferred tax.

**➤ Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

Current tax is determined on the basis of taxable income and tax credits computed for Company, in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdiction where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income (OCI) or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant taxpaying units intends to settle the asset and liability on a net basis.

**➤ Deferred tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally

## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

recognized for all taxable temporary differences. Deferred tax assets (including unused tax credits such as MAT credit) are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability will be settled or the asset will be realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT credit is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

### **Current and deferred tax for the year**

Current and deferred tax are recognized in statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

### **XI. Provisions, Contingent Liabilities**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent Liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement, unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent liabilities are not recognized but are disclosed in notes.

Contingent assets are not recognized. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognized as an asset

### **XII. Segment reporting**

The Board of Directors of the Company identified Textiles and Wind power as segments as Chief Operational Decision Maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with the profit or loss in the financial statements.

The "Textile and Wind Power" operating segments have been identified on the basis of the nature of products/services.

- a) Segment revenue includes sales and other income directly identifiable with/allocable to the segment including inter segment revenue.
- b) Expenses that are directly identifiable with/allocable to segments are considered for determining the segment results.
- c) Expenses which relate to the Company as a whole and not allocable to segments are included under unallocable expenditure.
- d) Income which relates to the Company as a whole and not allocable to segments is included in unallocable income.
- e) Segment result includes margin on inter segment sales which are reduced in arriving at the profit before tax of the Company.

Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

- f) Segment assets & liabilities include those directly identifiable with the respective segments. Unallocable assets & liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

**Inter-Segment transfer pricing**

Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price agreed between the segments. Such transfer prices are either determined to yield a desired margin or agreed on a negotiated basis and are on an arm's length basis on the basis of market prices.

**XIII. Earnings per share**

Basic earnings per share are computed by dividing the profit/loss for the year attributable to the shareholders of the Company by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/loss for the year attributable to the shareholders of the Company as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

**XIV. Cash flow statement**

Cash flows are reported using the indirect method, whereby profit / (loss) 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.

**XV. Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of the assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

**XVI. Non-Current assets(or disposal groups) held for sale and discontinued operations**

Non-Current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less cost to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less cost to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations or is a subsidiary acquired exclusively with a view to re sale. The results of discontinued operations are presented separately in the statement of profit and loss.

## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

### XVII. Fair Value Measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in most advantageous market for the asset or liability and the Company has access to the principal or the most advantageous market.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

### XVIII. Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

For the purposes of the presentation of cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand, book overdraft as they being considered as integral part of the Company's cash management system.

### XIX. Financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss (FVTPL) are recognized immediately in the statement of profit and loss.

#### Financial assets

For purposes of subsequent measurement, financial assets are classified in below mentioned categories:

- Financial assets carried at amortized cost.
- Financial asset at fair value through other comprehensive income.
- Financial asset at fair value through profit or loss.



Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019**Financial assets at amortized cost**

Financial assets are subsequently measured at amortized cost using the effective interest method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial assets at fair value through other comprehensive income**

Financial assets are measured at fair value through other comprehensive income (OCI) if these financial assets are held within a business model whose objective is achieved by both selling financial assets and collecting contractual cash flows, the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition, the Company makes an irrevocable election on an instrument-by-instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity investment which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the "Reserve for equity instruments through other comprehensive income". The cumulative gain or loss is not reclassified to the statement of profit and loss on disposal of the investments. So far, the Company has not elected to present subsequent changes in fair value of any investment in OCI.

**Financial assets at fair value through profit or loss ('FVTPL')**

Investment in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investment in equity instruments which are not held for trading.

Other financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in Statement of profit or loss.

**Impairment of financial assets (other than at fair value)**

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

However, for trade receivables, the Company measures the loss allowance at an amount equal to lifetime expected credit losses. In cases where the amounts are expected to be realized upto one year from the date of the invoice, loss for the time value of money is not recognized, since the same is not considered to be material.

**Derecognition of financial assets**

The Company derecognized a financial asset when the contractual right to the cash flow from the asset expires or when it transfers the financial asset and substantially all risk and reward of ownership of the asset to other party. If the Company neither transfers nor retains substantially all the risk and reward of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associate liability for an amount it has to pay. If the Company retains substantially all the risks and reward of ownership of a transferred financial asset, the company continues to recognize the financial asset and also a collateralized borrowing for the proceeds received.

**Financial liabilities**

All financial liabilities are subsequently measured at amortized cost using the effective interest method.

**Classification as debt or equity**

Debt and equity instruments issued by a Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

**Equity Instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

**Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in the statement of profit or loss when the liabilities are derecognized as well as through the effective interest rate (EIR) amortization process.



## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

### **Trade and other Payables**

These amounts represent liabilities for goods & services provided to the Company prior to the end of the financial year which are unpaid. These are recognized initially at fair value and subsequently measured at amortized cost using effective interest method. Where the maturity period is within one year from balance sheet date, the carrying amount approximate the fair value at initial recognition due to short maturity of these instruments.

### **Derecognition of financial liabilities**

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in the statement of profit and loss.

### **Reclassification of financial assets and financial liabilities**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

## **XX. Impairment of Non-Financial assets**

The non-financial assets, other than biological assets, inventories and deferred tax asset are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indications exist, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash generating units (CGUs). Each CGU represents the smallest group of assets that generate cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Goodwill arising from the business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of the CGU (or an individual asset) is the higher of its value in use and its fair value less cost to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the CGU (or the asset).

The corporate assets (e.g. central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

The impairment loss is recognized if the carrying amount of the asset or the CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit & loss. Impairment loss recognized in respect of CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amount of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognized in prior periods, the company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019**XXI. Use of estimates**

The preparation of the financial statement in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and current and / or future periods are affected.

**XXII. Critical accounting judgments and key sources of estimation uncertainty**

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities.

➤ **Critical accounting judgments in applying accounting policies**

The following are the critical judgments, apart from those involving estimations that the Management have made in the process of applying the Company's accounting policies and that have most significant effect on the amounts recognised in the financial statements.

**Defined benefit plans (gratuity benefits)**

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. (Refer Note XVII)

**Impairment of non-financial assets**

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

**Impairment of financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making assumption and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward estimate at the end of each reporting period.

**Assets Held for sale**

Management Judgment is required for identifying the assets which are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable which could lead to significant judgment. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

**Income taxes**

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

### Contingencies

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

### Insurance claims

Insurance claims are recognized when the Company has reasonable certainty of recovery. Subsequently any change in recoverability is provided for.

### XXIII. Key Source of estimation uncertainty

Key source of estimation uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, provisions and contingent liabilities.

The areas involving critical estimates are:

#### Useful lives and residual values of property, plant and equipment

Useful life and residual value of property, plant and equipment are based on management's estimate of the expected life and residual value of those assets and is as per schedule II to the Companies Act 2013. These estimates are reviewed at the end of each reporting period. Any reassessment of these may result in change in depreciation expense for future years (Refer note no VI).

#### Impairment of property plant and equipment

The recoverable amount of the assets has been determined on the basis of their value in use. For estimating the value in use, it is necessary to project the future cash flow of assets over its estimated useful life. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in statement of profit and loss. (Refer note VI)

#### Valuation of deferred tax assets

Deferred tax assets are recognized only to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. Any change in the estimates of future taxable income may impact the recoverability of deferred tax assets (Refer note X).

#### Provisions and contingencies

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognized but disclosed in the financial statements wherever applicable. (Refer note XI)

## 2. PROPERTY, PLANT & EQUIPMENT. (` In lac)

Particulars	Gross Block			Depreciation/Amortisation				Net Carrying Value		
	As at 31.03.18	Additions	Disposals	As at 31.03.19	Up to 31.03.18	Deductions	For the Year 2018-19	Total Up to 31.03.19	As at 31.03.19	As at 31.03.18
Land – Free Hold	28.11	-	-	28.11	0.01	-	0.01	0.02	28.09	28.10
Land – Lease Hold	165.25	-	12.68	152.57	5.30	0.65	2.60	7.25	145.32	159.95
Buildings ( Including Roads)	3122.10	130.90	19.85	3233.15	316.53	3.42	186.74	499.85	2733.30	2805.57
Plant and Equipments	10251.51	160.43	80.73	10331.21	2669.66	4.24	1290.34	3955.76	6375.45	7581.85
Electrical Installation and Equipments	258.37	11.19	-	269.56	99.72	-	26.16	125.88	143.68	158.65
Computer and data processing units	70.67	8.05	2.40	76.32	32.75	0.70	14.09	46.14	30.18	37.92
Furniture and Fixtures	237.34	8.08	2.32	243.10	57.09	0.60	29.96	86.45	156.65	180.25
Vehicles	458.33	50.13	65.40	443.06	118.74	27.08	57.25	148.91	294.15	339.59
Office Equipments	196.54	24.11	6.57	214.08	79.16	2.38	34.24	111.02	103.06	117.38
<b>Total (A)</b>	<b>14788.22</b>	<b>392.89</b>	<b>189.95</b>	<b>14991.16</b>	<b>3378.96</b>	<b>39.07</b>	<b>1641.39</b>	<b>4981.28</b>	<b>10009.88</b>	<b>11409.26</b>

Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

(` in lac)

Particulars	Gross Block			Depreciation/Amortization				Net Carrying Value		
	As at 31.03.17	Additions	Disposals	As at 31.03.18	Up to 31.03.17	Deductions	For the Year 2017-18	Total Up to 31.03.18	As at 31.03.18	As at 31.03.17
Land – Free Hold	28.11	-	-	28.11	0.01	-	-	0.01	28.10	28.10
Land – Lease Hold	165.28	-	0.03	165.25	2.65	-	2.65	5.30	159.95	162.63
Buildings ( Including Roads )	2528.23	602.27	8.40	3122.10	156.50	0.28	160.31	316.53	2805.57	2371.73
Plant and Equipments	8869.89	1492.71	111.09	10251.51	1245.39	-	1424.27	2669.66	7581.85	7624.50
Electrical Installation and Equipments	258.37	-	-	258.37	73.45	-	26.27	99.72	158.65	184.92
Computer and data processing units	58.45	12.98	0.76	70.67	15.45	0.03	17.33	32.75	37.92	43.00
Furniture and Fixtures	201.83	36.59	1.08	237.34	28.50	-	28.59	57.09	180.25	173.33
Vehicles	402.56	83.99	28.22	458.33	59.09	2.42	62.07	118.74	339.59	343.47
Office Equipments	155.26	43.89	2.61	196.54	43.29	0.33	36.20	79.16	117.38	111.97
<b>Total (A)</b>	<b>12667.98</b>	<b>2272.43</b>	<b>152.19</b>	<b>14788.22</b>	<b>1624.33</b>	<b>3.06</b>	<b>1757.69</b>	<b>3378.96</b>	<b>11409.26</b>	<b>11043.65</b>

- Disposal from Gross Block represents sale/transfer/discard of property, plant & equipment and adjustment of lease rent.
- Deduction in depreciation is on account of Sale/Transfer/discard of property, plant & equipment.
- Depreciation for the year 2018-19 includes `55.81 lac (P.Y. `71.06 lac) against amortization of government capital grants.
- Assets pledged as security refer note no. 17 and 22.

## 3. CAPITAL WORK IN PROGRESS

(` in lac)

Particulars	Balance as on 31.03.2018	Addition	Capitalization	Balance as on 31.03.2019
Buildings	27.58	184.91	125.21	87.28
Plant & Equipment	37.32	32.20	69.52	-
<b>Total</b>	<b>64.90</b>	<b>217.11</b>	<b>194.73</b>	<b>87.28</b>

(` in lac)

Particulars	Balance as on 31.03.2017	Addition	Capitalization	Balance as on 31.03.2018
Buildings (Including Roads)	84.76	531.59	588.77	27.58
Plant & Equipments	287.31	1156.75	1406.74	37.32
Pre-operative expenses	0.76	22.36	23.12	-
<b>Total</b>	<b>372.83</b>	<b>1710.70</b>	<b>2018.63</b>	<b>64.90</b>

## 4. INTANGIBLE ASSETS

(` in lac)

Particulars	Gross Block			Amortization			Net Carrying Value		
	As at 31.03.18	Additions	Disposals	As at 31.03.19	Up to 31.03.18	Deductions For the Year 2018-19	Total Up to 31.03.19	As at 31.03.19	As at 31.03.18
Computer Software-acquired	73.93	0.99	-	74.92	29.35	16.74	46.09	28.83	44.58

## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

(` in lac)

Particulars	Gross Block			Amortization			Net Carrying Value			
	As at 31.03.17	Additions	Disposals	As at 31.03.18	Up to 31.03.17	Deductions	For the Year 2017-18	Total Up to 31.03.18	As at 31.03.18	As at 31.03.17
(A) Computer Software-acquired	64.65	9.28	-	73.93	12.86	-	16.49	29.35	44.58	51.79
(B) Computer Software - Under Development	5.74	3.54	9.28	-	-	-	-	-	-	5.74

### 5. NON - CURRENT FINANCIAL ASSETS – LOANS & DEPOSITS

(` in lac)

Particulars	As at	
	31.03.2019	31.03.2018
<b>Unsecured, Considered Good</b>		
Staff Loans & Advances	20.88	23.41
Security Deposits	111.76	59.88
<b>Total</b>	<b>132.64</b>	<b>83.29</b>

### 6. NON - CURRENT ASSETS - OTHERS

(` in lac)

Particulars	As at	
	31.03.2019	31.03.2018
<b>Unsecured, Considered Good</b>		
Capital Advances	12.66	13.66
Prepaid Expenses	12.06	4.11
Others	1.70	1.70
<b>Total</b>	<b>26.42</b>	<b>19.47</b>

### 7. INVENTORIES

(` in lac)

Particulars	As at	
	31.03.2019	31.03.2018
Raw Materials (Includes in transit: `25.08 , PY `NIL)	2520.84	2469.77
Work in Progress	2863.87	3697.86
Finished Goods	6097.91	4882.58
Traded Goods	135.01	337.57
Stores & Spares	213.77	218.63
<b>Total</b>	<b>11831.40</b>	<b>11606.41</b>

- (i) For basis of valuation of inventory refer note no: 1- B(V)
- (ii) For inventories secured against borrowings refer note no.17 and 22.

### 8. TRADE RECEIVABLES

(` in lac)

Particulars	As at	
	31.03.2019	31.03.2018
Trade Receivables - Unsecured, considered good	8437.30	8643.67
<b>Total</b>	<b>8437.30</b>	<b>8643.67</b>

Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

- i) During the year, the Company discounted trade receivable with an aggregate carrying amount of ₹ 476.64 lac (₹ 801.69 lac as on March 31<sup>st</sup>, 2018) to the banks. If the trade receivables are not paid at maturity, the banks have right to recourse the Company to pay the unsettled balance. As the Company has not transferred significant risk and rewards relating to these trade receivables, it continues to recognize the full carrying amount of the receivables and has recognized amount received on the transfer as secured borrowings.
- ii) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

## 9. CASH AND CASH EQUIVALENTS

Particulars	As at	
	(` in lac)	
	31.03.2019	31.03.2018
Balance with banks		
- Current account	16.92	21.73
Cash in hand	2.80	4.06
<b>Total</b>	<b>19.72</b>	<b>25.79</b>

## 10. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	As at	
	(` in lac)	
	31.03.2019	31.03.2018
Unpaid Dividend Account*	23.26	23.24
Bank Deposits above 3 months but within 12 months maturity	6.68	6.29
<b>Total</b>	<b>29.94</b>	<b>29.53</b>

\*Earmarked against the corresponding provision. Refer note no. 24.

## 11. CURRENT FINANCIAL ASSETS – LOANS &amp; DEPOSITS

Particulars	As at	
	(` in lac)	
	31.03.2019	31.03.2018
<b>Unsecured, Considered Good</b>		
Staff Loans	68.61	71.72
Security Deposit	6.45	9.78
<b>Total</b>	<b>75.06</b>	<b>81.50</b>

## 12. CURRENT FINANCIAL ASSETS - OTHERS

Particulars	As at	
	(` in lac)	
	31.03.2019	31.03.2018
Forward Cover Receivable	134.53	86.30
Incentive/Rebate Receivable	49.66	124.40
Others	10.37	15.60
<b>Total</b>	<b>194.56</b>	<b>226.30</b>

## 13. CURRENT TAX ASSETS (NET)

Particulars	As at	
	(` in lac)	
	31.03.2019	31.03.2018
Advance Tax and TDS	274.43	360.84
Less: Income Tax Provision	80.81	248.69
<b>Total</b>	<b>193.62</b>	<b>112.15</b>

## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

### 14. CURRENT ASSETS - OTHERS

(` in lac)

Particulars	As at	
	31.03.2019	31.03.2018
Interest Subsidy Receivable	350.01	311.71
Export Incentive Receivable	419.14	273.61
Claims & Other Receivable from Government Authority	741.27	476.72
Amount Recoverable from Gratuity Fund (Refer Note 40)	-	3.05
Amount recoverable from Earned Leave Fund (Refer Note 40)	2.34	14.62
Prepaid Expenses	127.79	69.54
Others	-	0.08
<b>Total</b>	<b>1640.55</b>	<b>1149.33</b>

### 15. EQUITY SHARE CAPITAL

(` in lac)

Particulars	As at	
	31.03.2019	31.03.2018
<b>Authorized:</b>		
2,90,00,000 (PY : 2,90,00,000) Equity Shares of ` 10 each	2900.00	2900.00
5,00,000 (PY: 5,00,000) Redeemable Cumulative Preference Shares of ` 100 each	500.00	500.00
<b>Total</b>	<b>3400.00</b>	<b>3400.00</b>
<b>Issued, Subscribed &amp; Paid-up:</b>		
1,02,92,168 (PY: 1,02,92,168) Equity Shares of ` 10 each	1029.22	1029.22
<b>Total</b>	<b>1029.22</b>	<b>1029.22</b>

#### i) Term / Rights attached to Equity shares

The Company has one class of equity shares having a par value of ` 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

#### ii) Reconciliation of the number of shares

Particulars	As At	
	31.03.2019	31.03.2018
Opening	1,02,92,168	1,02,92,168
Issued during the year	-	-
Deducted during the year	-	-
Closing	<b>1,02,92,168</b>	<b>1,02,92,168</b>

#### iv) Details of Shares held by Shareholders holding more than 5% shares of the Company

Name of Shareholders	As at			
	31.03.2019		31.03.2018	
	No. of Shares	%	No. of Shares	%
Sudha Churiwal	1105055	10.74	1105055	10.74
Arun Kumar Churiwal	1076916	10.46	1076916	10.46
Akunth Textile Processors Pvt. Ltd.	697774	6.78	697774	6.78
Nivedan Churiwal	661071	6.42	661071	6.42
Shubha Churiwal	625450	6.08	625450	6.08

(iv) The Company does not have any holding/ultimate holding company.



Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

## 16. OTHER EQUITY

(₹ In Lac)

Particulars	As at	
	31.03.2019	31.03.2018
<b>i) Capital Reserve</b>		
Balance at the beginning of the year	1015.97	1015.97
<b>Balance at the end of the year</b>	<b>1015.97</b>	<b>1015.97</b>
<b>ii) Capital Redemption Reserve</b>		
Balance at the beginning of the year	30.00	30.00
<b>Balance at the end of the year</b>	<b>30.00</b>	<b>30.00</b>
<b>iii) Securities Premium</b>		
Balance at the beginning of the year	1925.69	1925.69
<b>Balance at the end of the year</b>	<b>1925.69</b>	<b>1925.69</b>
<b>iv) General Reserve</b>		
Balance at the beginning of the year	1418.77	1318.77
Additions during the year	-	100.00
<b>Balance at the end of the year</b>	<b>1418.77</b>	<b>1418.77</b>
<b>(v) Retained Earnings</b>		
Balance as at the beginning of the year	2296.10	2509.16
Profit for the year	87.23	102.72
Remeasurment of defined benefit plans through OCI	(41.05)	(67.13)
Total surplus	2342.28	2544.75
Less : Appropriations		
Transfer to General Reserve	-	100.00
Equity Share Dividend	102.92	123.51
Dividend Distribution Tax	21.15	25.14
<b>Balance as at the end of the year</b>	<b>2218.21</b>	<b>2296.10</b>
<b>(vi) Other Comprehensive Income</b>		
Balance as at the beginning of the year	53.19	74.75
For the year	(16.11)	(21.56)
<b>Balance at the end of the year</b>	<b>37.08</b>	<b>53.19</b>
<b>Total</b>	<b>6645.72</b>	<b>6739.72</b>

**Capital Reserve** – Capital reserve is created on amalgamation of Bhilwara Processors Limited and BSL Wulfling Limited with the company and the same will be utilized as per the provisions of the Companies Act, 2013.

**Capital Redemption Reserve** – Capital redemption reserve is created on redemption of preference share capital and the same will be utilized as per the provisions of the Companies Act, 2013.

**Securities Premium** – Security premium is created on issue of equity shares at premium and the same will be utilized as per the provisions of the Companies Act, 2013.

- (i) The Other Comprehensive Income (Net gains/(loss) on hedging instruments) represents the cumulative effective portion of gain / (losses) arising on changes in fair value of designated portion of hedging instruments entered into for Cash Flow Hedge reserve. The cumulative gain/ (losses) arising on changes in fair value of designated portion of the hedging instruments that are recognized and accumulated under the heading of Cash Flow Hedge Reserve will be reclassified to the Profit and Loss only when the hedge transaction affects the Profit and Loss account.

## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

### (ii) Details of Dividend Paid.

Particulars	(` In Lac)	
	31.03.2019	31.03.2018
Dividend paid @ Rs. 1.00 per share (PY Rs.1.20 Per share)	102.92	123.51
Dividend distribution tax	21.15	25.14
<b>Total</b>	<b>124.07</b>	<b>148.65</b>

### 17. NON - CURRENT FINANCIAL LIABILITIES - BORROWINGS

Particulars	(` In Lac)	
	31.03.2019	31.03.2018
<b>Secured Borrowing</b>		
Term Loans from Banks	2785.61	4244.39
Vehicle Loans - from Banks	75.14	72.61
- from Others	11.84	
<b>Total</b>	<b>2872.59</b>	<b>4317.00</b>

- i) **Nature of Security:** The Term Loans from Banks are secured by way of joint equitable mortgage / hypothecation of all immovable and movable existing and future assets of the Company except book debts ranking paripassu subject to prior charge created / to be created in favour of the Company's bankers on stocks of raw materials, semi-finished, finished goods for working capital.
- ii) **Terms of Repayment of Secured Borrowing:** Secured term loans from banks are repayable in quarterly installments and having floating interest rates ranging from Base Rate/MCLR + spread (1.00% to 4.75 % as on 31.03.2019 and 1.00% to 2.40% as on 31.03.2018) and vehicle loans are repayable in monthly installments and having interest rates ranging from 8.60% to 12.93% (P.Y. 8.60% to 10.51%). Period of maturity and installments outstanding are as under:-

Name of Banks	Date of Maturity	No. of Installments Outstanding as on 31.03.2019	As at 31.03.2019			As at 31.03.2018		
			Total Outstanding	Current Maturities	Long Term Borrowings	Total Outstanding	Current Maturities	Long Term Borrowings
<b>(A) Term Loan From Banks</b>								
UCO Bank	30.06.2020	5	274.43	220.00	54.43	495.43	221.00	274.43
Oriental Bank of Commerce	31.03.2020	4	108.00	108.00	-	214.00	106.00	108.00
Union Bank of India	30.06.2018	-	-	-	-	4.78	4.78	-
Punjab National Bank	31.03.2020	4	126.38	126.38	-	270.38	144.00	126.38
Punjab National Bank	31.03.2020	4	270.13	270.13	-	540.13	270.00	270.13
State Bank of India	01.09.2019	2	20.00	20.00	-	80.00	60.00	20.00
Export Import Bank of India	01.11.2022	11	1760.00	640.00	1120.00	2400.00	640.00	1760.00
State Bank of India	31.12.2024	20	1708.65	92.00	1616.65	1694.77	-	1694.77
Deferred Revenue Expenditure			(9.31)	(3.84)	(5.47)	(14.27)	(4.96)	(9.31)
<b>Total (A)</b>			<b>4258.28</b>	<b>1472.67</b>	<b>2785.61</b>	<b>5685.22</b>	<b>1440.82</b>	<b>4244.39</b>
<b>(B) Vehicle Loans</b>								
From Banks		20 to 58	105.86	30.72	75.14	97.22	24.61	72.61
From Others		22	24.49	12.65	11.84	35.32	35.32	-
<b>Total (B)</b>			<b>130.35</b>	<b>43.37</b>	<b>86.98</b>	<b>132.54</b>	<b>59.93</b>	<b>72.61</b>
<b>Total (A + B)</b>			<b>4388.63</b>	<b>1516.04</b>	<b>2872.59</b>	<b>5817.76</b>	<b>1500.75</b>	<b>4317.00</b>

- iii) No term loan is guaranteed by Directors or Others.

Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

## 18. NON - CURRENT FINANCIAL LIABILITIES - OTHER

(` in lac)

Particulars	As at	
	31.03.2019	31.03.2018
Agent & Dealers Deposits	110.11	113.58
<b>Total</b>	<b>110.11</b>	<b>113.58</b>

## 19. DEFERRED TAX LIABILITIES (NET)

- i) The Company has utilized deferred tax liability of ` 2.40 Lac (PY recognized of ` 24.20 Lac) in profit and loss account and utilized deferred tax liability of ` 7.43 Lac (PY utilized ` 10.80 Lac) in OCI, determined on account of temporary differences in accordance with 'IND AS – 12 INCOME TAXES' as under :-

(` in lac)

Particulars	As at	
	31.03.2019	31.03.2018
<b>A. Deferred Tax Liability</b>	<b>998.29</b>	<b>1033.67</b>
<b>B. Deferred Tax Assets</b>	<b>43.59</b>	<b>69.13</b>
<b>Net Deferred Tax Liability</b>	<b>954.70</b>	<b>964.54</b>

- i) Deferred Tax Assets and Deferred Tax Liabilities have been offset as they relate to the same governing taxation laws.  
ii) Movement in Deferred Tax Liabilities/Assets

Particulars	Opening Balance as on 31.03.2018	Recognized in the statement of profit and loss	Recognized in the statement of Other Comprehensive Income	Closing Balance as on 31.03.2019
Deferred Tax Liabilities in relation to				
- Depreciation on Fixed Assets	1007.66	(27.95)	-	979.71
- Cash Flow Hedge	26.01	-	(7.43)	18.58
<b>Total</b>	<b>1033.67</b>	<b>(27.95)</b>	<b>(7.43)</b>	<b>998.29</b>
Deferred Tax Assets in relation to				
- Disallowed u/s 43B	48.24	(4.82)	-	43.42
- Premium on unsettled forward cover	15.56	(15.39)	-	0.17
- MAT Credit	5.33	(5.33)	-	-
<b>Total</b>	<b>69.13</b>	<b>(25.55)</b>	<b>-</b>	<b>43.59</b>
<b>Net Deferred Tax Liability</b>	<b>964.54</b>	<b>(2.40)</b>	<b>(7.43)</b>	<b>954.70</b>

Particulars	Opening Balance as on 31.03.2017	Recognized in the statement of profit and loss	Recognized in the statement of Other Comprehensive Income	Closing Balance as on 31.03.2018
Deferred Tax Liabilities in relation to				
- Depreciation on Fixed Assets	958.53	49.13	-	1007.66
- Cash Flow Hedge	36.81	-	(10.80)	26.01
<b>Total</b>	<b>995.34</b>	<b>49.13</b>	<b>(10.80)</b>	<b>1033.67</b>
Deferred Tax Assets in relation to				
- Disallowed u/s 43B	44.21	4.03	-	48.24
- Premium on unsettled forward cover	-	15.56	-	15.56
- MAT Credit	-	5.33	-	5.33
<b>Total</b>	<b>44.21</b>	<b>24.92</b>	<b>-</b>	<b>69.13</b>
<b>Net Deferred Tax Liability</b>	<b>951.13</b>	<b>24.20</b>	<b>(10.80)</b>	<b>964.54</b>

## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

### 20. NON - CURRENT LIABILITIES - DEFERRED GOVERNMENT GRANT

(` in lac)

Particulars	As at	
	31.03.2019	31.03.2018
Deferred Government Grant	123.17	168.79
<b>Total</b>	<b>123.17</b>	<b>168.79</b>

Government grants have been received for the purchase of certain items of property, plant & equipment. There are no unfulfilled conditions or contingencies attached to these grants.

Particulars	31.03.2019	31.03.2018
<b>TUF Capital Investment Subsidy</b>		
Opening Balance	224.60	192.50
Grants received during the year	-	103.16
Released to the statement of profit and loss	55.81	71.06
<b>Closing Balance</b>	<b>168.79</b>	<b>224.60</b>
<b>Non Current</b>	<b>123.17</b>	<b>168.79</b>
<b>Current</b>	<b>45.62</b>	<b>55.81</b>

### 21. NON - CURRENT LIABILITIES - OTHERS

(` in lac)

Particulars	As at	
	31.03.2019	31.03.2018
Staff Deposits	103.85	117.89
<b>Total</b>	<b>103.85</b>	<b>117.89</b>

### 22. CURRENT FINANCIAL LIABILITIES - BORROWINGS

(` in lac)

Particulars	As at	
	31.03.2019	31.03.2018
<b>SECURED:</b>		
Working Capital Loans from Banks( Repayable on Demand)	12181.39	11106.41
<b>UNSECURED</b>		
Loan from Others (Repayable on demand)	613.54	559.06
<b>Total</b>	<b>12794.93</b>	<b>11665.47</b>

- i) Bank loans for working capital are secured against hypothecation of stocks of raw materials, finished goods and goods in process. The same is also secured by second charge created/to be created in favour of Company's Bankers by way of joint equitable mortgage on immovable properties of the Company which is ranking pari passu and having floating interest rate ranging from 9.40% to 11.10% (P.Y. 9.75% to 11.50%).
- ii) No Working Capital loan is guaranteed by Directors or Others.
- iii) Unsecured loan is having interest rate @ 11.85% as on 31.03.2019 (P.Y. 10.50%).

### 23. TRADE PAYABLES

(` in lac)

Particulars	As at	
	31.03.2019	31.03.2018
Trade Payable – Related Party	1308.69	1381.74
– MSME	8.12	-
– Others	3437.72	3591.16
<b>Total</b>	<b>4754.53</b>	<b>4972.90</b>

Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019**Other information related to MSME**

The information regarding Micro, Small and Medium enterprises has been determined to the extent such parties have been identified on the basis of information available with the company:

(` in lac)

Particulars	As at	
	31.03.2019	31.03.2018
a) Principle amount and interest due thereon remaining unpaid to any supplier as on March 31,	8.12	-
b) Interest paid by the Company in terms of section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year	-	-
c) The amount of interest due and payable for the year of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
d) The amount of interest accrued and remaining unpaid	-	-
e) The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of this Act.	-	-

**24. CURRENT FINANCIAL LIABILITIES - OTHERS**

(` in lac)

Particulars	As at	
	31.03.2019	31.03.2018
Current Maturities of Long-Term Debt (Refer Note no. 17)	1516.04	1500.75
Un-Paid Dividend	23.26	23.24
Liability Towards Staff & Worker	397.13	383.10
Sundry Creditors for Capital Goods	8.86	29.89
Other Liabilities	1204.41	1287.00
<b>Total</b>	<b>3149.70</b>	<b>3223.98</b>

There is no amount of Un-paid dividend, due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.

**25. CURRENT LIABILITIES - DEFERRED GOVERNMENT GRANT**

(` in lac)

Particulars	As at	
	31.03.2019	31.03.2018
Deferred Government Grant (Refer note no. 20)	45.62	55.81
<b>Total</b>	<b>45.62</b>	<b>55.81</b>

**26. CURRENT LIABILITIES - OTHERS**

(` in lac)

Particulars	As at	
	31.03.2019	31.03.2018
Statutory Dues Payable	123.06	127.28
<b>Total</b>	<b>123.06</b>	<b>127.28</b>

## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

### 27. REVENUE FROM OPERATIONS

(` in lac)

Particulars	For the year ended	
	31.03.2019	31.03.2018
Sale of Products - Domestic	20357.76	20813.12
- Export	22093.30	17872.81
Sales of Services	736.38	1313.40
Other Operating Revenue	543.24	321.16
<b>Total</b>	<b>43730.68</b>	<b>40320.49</b>

### 28. OTHER INCOME

(` in lac)

Particulars	For the year ended	
	31.03.2019	31.03.2018
Interest Income	111.66	108.58
Exchange Gain	15.64	37.84
Rent Receipt	8.11	3.82
Net Gain on Sale of Property, Plant & Equipment	254.47	138.64
Misc. Income	0.47	0.35
<b>Total</b>	<b>390.35</b>	<b>289.23</b>

### 29. COST OF MATERIALS CONSUMED

(` in lac)

Particulars	For the year ended	
	31.03.2019	31.03.2018
Opening inventory	2469.77	2719.07
Add : Purchases (net)	19263.78	17370.39
Less : Inventory at the end of the year	2520.84	2469.77
	19212.71	17619.69
Add: Consumption of Dyes & Chemicals	823.23	821.31
<b>Total</b>	<b>20035.94</b>	<b>18441.00</b>

### 30. PURCHASE OF STOCK-IN-TRADE

(` in lac)

Particulars	For the year ended	
	31.03.2019	31.03.2018
Fabrics	2889.07	3172.75
Fibre	-	193.07
Yarn	-	214.03
Others	33.70	100.86
<b>Total</b>	<b>2922.77</b>	<b>3680.71</b>

Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

## 31. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE

(` in lac)

Particulars	For the year ended	
	31.03.2019	31.03.2018
<b>Closing inventory:</b>		
Work-in progress	2863.87	3697.86
Finished Goods	6097.91	4882.58
Traded Goods	135.01	337.57
<b>Total</b>	<b>9096.79</b>	<b>8918.01</b>
<b>Opening Inventory:</b>		
Work-in progress	3697.86	2435.42
Finished Goods	4882.58	4523.37
Traded Goods	337.57	355.25
<b>Total</b>	<b>8918.01</b>	<b>7314.04</b>
<b>(Increase) /Decrease in Stocks</b>	<b>(178.78)</b>	<b>(1603.97)</b>

## 32. EMPLOYEE BENEFIT EXPENSES

(` in lac)

Particulars	For the year ended	
	31.03.2019	31.03.2018
Salaries, Wages and Bonus	5515.67	5464.40
Contribution to Provident and Other Funds	580.76	580.45
Expenses related to Post Employment Defined Benefit Plans (Refer Note No 40)	96.71	94.28
Expenses related to Earned Leave (Refer Note No 40)	24.67	25.98
Workmen and Staff Welfare	105.77	104.94
<b>Total</b>	<b>6323.58</b>	<b>6270.05</b>

## 33. FINANCE COSTS

(` in lac)

Particulars	For the year ended	
	31.03.2019	31.03.2018
Interest on Term Loan	437.34	385.61
Interest on Others	1147.90	858.24
Bank Charges	164.87	150.69
<b>Total</b>	<b>1750.11</b>	<b>1394.54</b>

## 34. DEPRECIATION AND AMORTIZATION EXPENSES

(` in lac)

Particulars	For the year ended	
	31.03.2019	31.03.2018
Depreciation on Tangible assets	1641.39	1757.69
Amortization on Intangible assets	16.74	16.49
	1658.13	1774.18
Less: Amortization of Government Capital Grant	55.81	71.06
<b>Total</b>	<b>1602.32</b>	<b>1703.12</b>



## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

### 35. OTHER EXPENSES

(` in lac)

Particulars	For the year ended	
	31.03.2019	31.03.2018
<b>A. MANUFACTURING</b>		
Weaving Charges	683.76	483.13
Processing Charges	12.60	57.32
Combing Charges	94.30	98.41
Garment Making Expenses	270.01	132.99
Embroidery Charges	13.15	7.25
Dyeing Charges	493.64	542.06
Stores & Spare parts(Net )	719.37	780.78
Power, Fuel & Water	4318.15	3851.38
Freight, Cartage etc.	79.45	66.53
Repairs to : Plant & Machinery	235.60	232.09
Building	61.92	64.68
Others	23.83	30.66
<b>Total (A)</b>	<b>7005.78</b>	<b>6347.28</b>
<b>B. ADMINISTRATIVE</b>		
Rent	88.47	94.77
Rates & Taxes	7.22	8.84
Insurance	34.46	34.54
Directors' Remuneration & Fees	229.55	209.04
Audit Fees	4.25	4.25
Directors' Travelling	5.94	7.06
CSR Expenses u/s 135 of the Companies Act, 2013.	14.53	16.73
Miscellaneous Expenses (Printing & Stationery, Travelling, Conveyance, Vehicle, Consultancy, Legal & Professional, office, computer expenses etc.)	896.49	879.89
<b>Total (B)</b>	<b>1280.91</b>	<b>1255.12</b>
<b>C. SELLING</b>		
Commission	181.73	189.84
Packing	1020.25	1050.65
Advertisement & Sales Promotion	201.79	118.23
Foreign Travelling expenses	201.10	206.78
Others	96.99	60.37
<b>Expenses on Export Sales</b>		
Commission	733.83	501.22
Overseas Freight	320.59	249.22
Others	506.28	517.80
<b>Total (C)</b>	<b>3262.56</b>	<b>2894.11</b>
<b>Total (A+B+C)</b>	<b>11549.25</b>	<b>10496.51</b>

Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

## 36. INCOME TAX EXPENSES

## (a) Income Tax recognized in profit and loss

(` in Lac)

Particulars	For the year ended	
	31.03.2019	31.03.2018
Current Year Tax – In Profit and Loss	31.01	48.47
Current Year Tax – In OCI	(20.57)	(33.15)
	10.44	15.32

## (b) Reconciliation

(` In Lac)

Particulars	For the year ended	
	31.03.2019	31.03.2018
Profit before tax – (Net of OCI Defined Benefit Plans)	54.23	75.11
Tax using the statutory Income Tax rate @ 33.384%	18.11	24.83
Expenses not deductible for tax purposes	7.34	7.18
Deduction allowable u/s VI A/ Exemption	(4.03)	(8.71)
Temporary difference reversable in coming year	15.41	(13.31)
MAT Credit/(Utilized)	(5.33)	5.33
Tax difference due to Capital Gain	(21.06)	-
<b>Total</b>	<b>10.44</b>	<b>15.32</b>

## 37. DEFERRED TAX EXPENSES

## (a) Deferred Tax expenses recognized in profit or loss

(` In Lac)

Particulars	For the year ended	
	31.03.2019	31.03.2018
Current Year Tax – In Profit and Loss	(2.40)	24.20
Current Year Tax – In OCI	(7.43)	(10.80)
<b>Total</b>	<b>(9.83)</b>	<b>13.40</b>

## (b) Reconciliation

Particulars	For the year ended	
	31.03.2019	31.03.2018
Substantially enacted tax rate	33.384%	33.384%
Temporary difference during the year		
- Depreciation/Amortization	(33.53)	39.81
- Disallowance u/s 43B	2.73	(3.59)
- Forward Premium Gain	15.39	(15.56)
P.Y. Adjustments	7.68	8.87
MAT (Credit)/ Utilized	5.33	(5.33)
Cash Flow Hedge	(7.43)	(10.80)
	(9.83)	13.40

## 38. OTHER COMPREHENSIVE INCOME

(` In Lac)

Particulars	For the year ended	
	31.03.2019	31.03.2018
<b>(i) Items that will not be reclassified to profit or loss</b>		
Remeasurements gain/(losses) on defined benefit plans	(61.62)	(100.28)
Income Tax Effects	(20.57)	(33.15)
<b>Total (i)</b>	<b>(41.05)</b>	<b>(67.13)</b>

## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

Particulars	For the year ended	
	31.03.2019	31.03.2018
<b>(ii) Items that will be reclassified to profit or loss</b>		
Net gain/(loss) on hedging instruments in a cash flow hedge	(23.54)	(32.36)
Income Tax effects	(7.43)	(10.80)
<b>Total (ii)</b>	<b>(16.11)</b>	<b>(21.56)</b>
<b>Total Other Comprehensive Income (i + ii)</b>	<b>(57.16)</b>	<b>(88.69)</b>

### 39. EARNINGS PER SHARE

S. Particulars No	For the year ended	
	31.03.2019	31.03.2018
a) Net Profit after tax (₹ in lac)	87.23	102.72
b) Net profit available to equity shareholders (₹ in lac)	87.23	102.72
c) Average No. of Equity shares outstanding during the year (Nos).	10292168	10292168
d) Basic & Dilutive earnings per share (b)/(c) (Rupees per share)	0.85	1.00

### 40. EMPLOYMENT BENEFIT PLANS

The company participates in defined contribution and benefit schemes, the assets of which are held (where funded) in separately administered funds. For defined contribution schemes the amount charged to the statements of profit or loss is the total of contributions payable in the year. the required disclosure are given here under:

#### (a) Defined Benefit Plans:

(₹ in lac)

Particulars	For the year ended			
	31.03.2019		31.03.2018	
	Gratuity	Earned Leave	Gratuity	Earned Leave
	(Funded)	(Funded)	(Funded)	(Funded)
i) Reconciliation of opening and closing balances of defined benefit obligation				
a) At the beginning of the year	1273.69	280.71	1190.36	274.73
b) Current Service Cost	96.95	35.54	94.28	37.93
c) Interest Cost	101.64	22.40	92.25	21.79
d) Actuarial (Gain)/Loss	49.97	(14.05)	94.41	(12.64)
e) Benefits paid	(186.17)	(53.96)	(197.61)	(40.60)
f) Defined Benefits Obligation at year end	1336.08	270.64	1273.69	280.71
ii) Reconciliation of opening and closing balances of fair value of plan assets				
a) At beginning of the year	1276.74	295.33	1190.36	274.73
b) Expected Return on plan assets	101.88	21.93	92.25	21.29
c) Actuarial Gain / (Loss)	(11.64)	(2.70)	(5.87)	(0.69)
d) Employer Contributions	136.36	9.39	-	-
e) Benefits paid	(167.26)	(53.31)	-	-
f) Fair Value of the plan assets at the year end	1336.08	270.64	1276.74	295.33

Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

Particulars	For the year ended			
	31.03.2019		31.03.2018	
	Gratuity	Earned Leave	Gratuity	Earned Leave
	(Funded)	(Funded)	(Funded)	(Funded)
iii) Reconciliation of fair value of obligation and Assets				
a) Present value of obligation as at year end	1336.08	270.64	1273.69	280.71
b) Fair value of plan assets as at year end	1336.08	270.64	1276.74	295.33
c) Amount recognized in Balance Sheet (a-b)	-	-	(3.05)	(14.62)
iv) Expense recognized in the statement of P&L				
a) Current Service Cost	96.95	35.54	94.28	37.93
b) Interest Cost	101.64	22.40	92.25	20.60
c) Expected return on plan assets	(101.88)	(21.92)	(92.25)	(21.29)
d) Actuarial (gain) / loss	-	(11.35)	-	(11.27)
e) Net Cost (a + b + c + d)	96.71	24.67	94.28	25.98
v) Expenses recognized in the statement of OCI				
a) Net Actuarial (gain)/loss	61.62	-	100.28	-

## vi) Investment Details of Plan Assets :

Sr. No	Name of Retirement Benefit	Name of Trust	Policy No.	Investment with
1)	Gratuity	Bhilwara Synthetics Ltd. Officers Gratuity Trust Fund	NGG(CA) 103001913	LIC of India
2)	Earned Leave	-	NGLES 103002054	LIC of India

- vii) There are no amount included in the fair value of plan assets for
- Company's own financial instruments.
  - Property occupied by or other assets used by the Company.

## viii) Principal Actuarial Assumptions at the Balance Sheet date

Sr No.	Particulars	For the year ended	
		31.03.2018	31.03.2018
i)	Discount Rate	7.95%per annum	7.98%per annum
ii)	Expected Rate of return on plan assets	7.50% per annum	7.75% per annum
iii)	Future Salary Increase	4.50% per annum	4.50% per annum

The estimation of future salary increase considered in actuarial valuation, take account of inflation, seniority promotion and other relevant factors, such as supply and demand in the employment market etc. The above information is certified by the Actuary. The actual return on plan assets for the year and estimate of contribution for the next year as per actuarial valuation is as under:-

		Actual Return on Plan assets	Estimate of contribution for the next year
a)	Gratuity	₹ 90.24 lac	₹ 108.54 lac
b)	Earned Leave	₹ 19.22 lac	₹ 35.47 lac

## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

- ix) The overall expected rate of return on assets is assumed based on the market prices prevailing on that date over the accounting period. The Company is having approved gratuity trust and leave encashment policy, which is having insurer Managed Fund.

x) Experience Adjustment:

Gratuity	As At				
	March'19	March'18	March'17	March'16	March'15
Defined Benefits Obligation	1336.08	1273.69	1190.36	1076.42	992.95
Plan assets	1336.08	1276.74	1190.36	1076.42	992.95
Surplus/(deficit)	-	3.05	-	-	-
Experience adjustment on plan Liabilities (loss)/ gain	(47.09)	(115.86)	(36.82)	(26.71)	(128.69)
Experience adjustment on plan Assets (loss)/ gain	(11.65)	(5.87)	1.54	(4.96)	(4.05)
<b>Earned Leave</b>					
Defined Benefits Obligation	270.64	280.71	274.73	239.36	203.56
Plan assets	270.64	295.33	274.73	239.36	203.56
Surplus/(deficit)	-	14.62	-	-	-
Experience adjustment on plan Liabilities (loss)/ gain	14.72	7.58	4.29	(11.19)	0.37
Experience adjustment on plan Assets (loss)/ gain	(2.70)	(0.69)	4.19	(1.02)	(3.13)
	For the year ended				
	31.03.2019		31.03.2018		
	Gratuity	Earned Leave	Gratuity	Earned Leave	
(a) Impact of changes in discount rate					
Increase of 0.50%	(46.80)	(10.75)	(44.67)	(10.41)	
Decrease of 0.50%	50.11	11.59	47.82	11.22	
(b) Impact of changes in salary increase					
Increase of 0.50%	51.57	11.93	49.23	11.55	
Decrease of 0.50%	(48.52)	(11.14)	(46.32)	(10.79)	
xii) Maturity Profile of Defined Benefit Obligation			Gratuity	Earned Leave	
April 2019 – March 2020			76.47	13.54	
April 2020 – March 2021			291.32	41.30	
April 2021 – March 2022			53.30	17.98	
April 2022 – March 2023			95.69	10.13	
April 2023 – March 2024			88.11	17.03	
April 2024 – March 2025			88.01	19.22	
April 2025 onwards			643.19	151.45	

Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019**(b) Defined Contribution Plans**

Amount recognized as an expense and also included in the Note no. 32

	For the year ended	
	31.03.2019	31.03.2018
i) Employers Contribution to Provident Fund	349.19	367.06
ii) Employers Contribution to Superannuation Fund	78.35	85.63

**(xii) Description on Risk Exposure**

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follows:-

- A) Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- B) Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- C) Discount Rate : Reduction in discount rate in subsequent valuations can increase the plan's liability
- D) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- E) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

**41. CSR EXPENDITURE**

(` in lac)

Particulars	For the year ended	
	31.03.2019	31.03.2018
<b>(A) For the year</b>		
(a) Gross amount required to be spent by the Company	14.53	16.73
(b) Amount spent during the year		
Promotion of Education	9.74	15.94
(c) Amount outstanding and provided for	4.79	0.79
<b>(B) Against Previous Year</b>		
(a) Amount outstanding at the beginning of the year	0.79	1.93
(b) Amount spent during the year		
Promotion of Education	0.79	1.93

**42. SEGMENT REPORTING**

The Company's operation predominantly relates to Textile & Generation of Wind power. On the basis of assessment of the risk and return, the Company has identified Textile and Wind Power as primary reportable segments. Further the geographical segment have been considered as secondary segment and bifurcated into Domestic & Export segments.

**A. Business Segments**

(` in lac)

Sr. No.	Particular	For the year ended			For the year ended		
		31.03.2019			31.03.2018		
		Textile	Wind Power	Total	Textile	Wind Power	Total
(i)	<b>Segment Revenue</b>						
	External Sales / Other Income	43617.19	113.49	43730.68	40241.35	79.14	40320.49
	Inter Segment Transfer	-	92.25	92.25	-	133.86	133.86
	Total Revenue	43617.19	205.74	43822.93	40241.35	213.00	40454.35

## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

Sr. No.	Particular	For the year ended			For the year ended		
		31.03.2019			31.03.2018		
		Textile	Wind Power	Total	Textile	Wind Power	Total
(ii)	<b>Segment Result</b>						
	Segment Result	1475.97	(0.37)	1475.60	1275.34	5.36	1280.70
	Add: Other Income	-	-	390.35	-	-	289.23
	Less: Financial Expenses	-	-	1750.11	-	-	1394.54
	Profit before Tax	-	-	115.84	-	-	175.39
	Less : Taxation						
	-Income Tax			31.01			48.47
	-Deferred Tax liability			(2.40)			24.20
	Net Profit for the year			87.23			102.72
(iii)	<b>Other Information</b>						
	Segment Assets	30973.58	1189.99	32163.57	31800.06	1272.26	33072.32
	Segment Liabilities	6894.00	-	6894.00	7279.00	-	7279.00
	Capital Employed	24079.58	1189.99	25269.57	24521.06	1272.26	25793.32
	Capital Exp. Incurred during the year	416.26	-	416.26	1968.04	-	1968.04
	Depreciation	1509.90	92.42	1602.32	1610.70	92.42	1703.12

### B. Geographical Segment

(` in lac)

Particulars	For the year ended			For the year ended		
	31.03.2019			31.03.2018		
	Domestic	Export	Total	Domestic	Export	Total
<b>Segments Revenue</b> (Based on location of the customers)						
- Textiles	21523.89	22093.30	43617.19	22368.54	17872.81	40241.35
- Wind Power	205.74	-	205.74	213.00	-	213.00
	<b>In India</b>	<b>Outside India</b>	<b>Total</b>	<b>In India</b>	<b>Outside India</b>	<b>Total</b>
<b>Segment Assets</b> (Based on location of the assets)	27306.45	4857.14	32163.59	28886.11	4194.16	33080.27
Capital Exp. Incurred during the year	416.26	-	416.26	1968.04	-	1968.04

B. There are no non-current assets outside India.

C. No single customer represents 10% or more of the total revenue during the year ended March 31, 2019 and March 31, 2018.

### D. Revenue from Products and Services

(` in Lac)

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
Products	42994.30	39007.09
Services	736.38	1313.40
<b>Total</b>	<b>43730.68</b>	<b>40320.49</b>



Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

## 43. RELATED PARTY TRANSACTIONS

List of related parties as per Ind AS 24

S. No.	Name of Related Party	Nature of Relationship
A.	(i) A person or a close member of that person's family of a reporting entity has control or joint control over the reporting entity	
	Shri Arun Kumar Churiwal	Promoter, Chairman & Managing Director
	Shri Nivedan Churiwal	Promoter & Joint Managing Director
	(ii) A person or a close member of that person's family of a reporting entity has significant influence over the reporting entity	
	Shri Arun Kumar Churiwal	Managing Director
	Shri Nivedan Churiwal	Joint Managing Director
	Shri Ravi Jhunjhunwala	Director
	Shri Sushil Jhunjhunwala	Director
	(iii) A person or a close member of that person's family of a reporting entity is a member of the Key Management Personnel of the reporting entity or of a parent of the reporting entity.	
	Shri Arun Kumar Churiwal	
	Shri Nivedan Churiwal	
	Shri Ravi Jhunjhunwala	
	Shri Sushil Jhunjhunwala	Director
	Shri Shekhar Agarwal	
	Shri Amar Nath Choudhary	
	Shri G.P. Singhal	
	Smt. Abhilasha Mimani	
B.	(i) The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others)	
	N.A.	
	(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member)	
	N.A.	
	(iii) Associates and other entities are joint ventures of the same third party.	
	N.A.	
	(iv) One Entity is a joint venture of a third party and the other entity is an associate of the third entity	
	N.A.	
	(v) The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity.	
	N.A.	
	(vi) The entity is controlled or jointly controlled by a person identified in (a).	
	HEG Limited	
	Maral Overseas Limited	
	BMD Private Limited	
	(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).	
	RSWM Limited	

## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

### Transaction with related parties

(` In Lac)

S. No.	Particulars	For the year ended	
		31.03.2019	31.03.2018
<b>1)</b>	<b>With the parties referred in A (i) above</b>		
	Short term employee benefits	192.10	174.03
	Post employment benefits	31.05	27.74
<b>2)</b>	<b>With the parties referred in B (vi) above</b>		
	Purchases of Finished Goods	2.00	1.92
	Sales	8.42	7.09
	Rent Paid	12.24	6.11
	Trade Payable	-	0.69
<b>3)</b>	<b>With the parties referred in B (vii) above</b>		
	Purchases of Raw Material	5415.85	4983.05
	Sales	29.45	691.35
	Services Received	432.81	537.57
	Services Rendered	4.82	3.99
	Purchase of Stores and Consumables	-	12.51
	Sales of Store and Consumables	2.95	2.55
	Rent Paid	18.12	15.96
	Interest Paid	132.36	15.24
	Interest Received	-	0.09
	Trade Payable	1308.69	1381.05

### Terms & Conditions of transactions with Related Parties:

The sales, purchase, services rendered to or from related parties, rent, interest and any other transactions are made on terms equivalent to those that prevail in arms length transaction.

## 44. FINANCIAL INSTRUMENTS

### (A) Financial Instruments by category

(` In Lac)

Particulars	As at 31.03.2019			As at 31.03.2018		
	Amortized Cost	Fair Value Through OCI	Total Carrying/fair value	Amortized Cost	Fair Value Through OCI	Total Carrying/fair value
<b>Assets:</b>						
Cash and cash equivalents	19.72	-	19.72	25.79	-	25.79
Bank Balances other than above	29.94	-	29.94	29.53	-	29.53
Trade receivables	8437.30	-	8437.30	8643.67	-	8643.67
Loans & Deposits	207.70	-	207.70	164.79	-	164.79
Other financial assets	60.03	134.53	194.56	140.00	86.30	226.30
<b>Total</b>	<b>8754.69</b>	<b>134.53</b>	<b>8889.22</b>	<b>9003.78</b>	<b>86.30</b>	<b>9090.08</b>
<b>Liabilities</b>						
Borrowings	15667.52	-	15667.52	15982.47	-	15982.47
Trade payables	4754.53	-	4754.53	4972.90	-	4972.90
Other financial liabilities	3259.81	-	3259.81	3337.56	-	3337.56
<b>Total</b>	<b>23681.86</b>	<b>-</b>	<b>23681.86</b>	<b>24292.93</b>	<b>-</b>	<b>24292.93</b>

Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019**(B). Fair value hierarchy**

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2019

Particulars	Fair Value Measurement	As at March 31, 2019	As at March 31, 2018
Forward currency contract	Level 2	134.53	86.30

**Valuation Technique used to determine Fair Value**

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values:

- 1) Fair value of cash and deposits, trade receivables, trade payables, and other current financial assets and liabilities measured at amortized cost is approximate to their carrying amounts largely due to the short-term maturities of these instruments. The fair value of other non-current financial assets and liabilities (security deposit taken/given and advance to employees) carried at amortized cost is approximately equal to fair value. Hence carrying value and fair value is taken same.
- 2) Long-term variable-rate borrowings measured at amortized cost are evaluated by the Company based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values. Risk of other factors for the company is considered to be insignificant in valuation.
- 3) The fair values of the forward contract are determined using the forward exchange rate at the balance sheet date based on quotes from banks and financial institutions. Management has evaluated the credit and non-performance risks associated with its derivative counterparties and believe them to be insignificant and not warranting a credit adjustment.

**(C) FINANCIAL RISK MANAGEMENT OBJECTIVES & POLICIES**

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The company's activities expose it to a variety of financial risks: currency risk, interest rate risk credit risk and liquidity risk. The company's overall risk management strategy seeks to minimize adverse effects from the unpredictability of financial markets on the company's financial performance. The Company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's senior management the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Audit committee reviews and agrees policies for managing each of these risks, which are summarized below.

**(D) FOREIGN CURRENCY RISK MANAGEMENT**

Foreign exchange risk is the risk that the fair value of future cash flows of financial instruments will fluctuate because of changes in foreign exchange rate. The Company derives significant portion of its revenue in foreign currency, exposing it to fluctuations in currency movements. The Company has laid down a foreign exchange risk policy as per which senior management team reviews and manages the foreign exchange risks in a systematic manner, including regular monitoring of exposures, proper advice from market experts, hedging of exposures, etc.

The Company uses derivative financial instruments, such as foreign exchange forward contracts, to mitigate foreign exchange related risk exposures. Derivative financial instruments relating to a firm commitment or a highly probable forecast transaction are marked to market at every reporting date. In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

The Following significant exchange rates have been applied at year end:-

Spot Rate (INR)	As at 31.03.2019	As at 31.03.2018
USD	69.11	65.17
EURO	77.61	80.34

### Interest Rate Risk Management

The company is exposed to interest rate risk because it borrows funds at both fixed and floating interest rates. The risk is managed by the company by maintaining an appropriate mix between fixed and floating rate borrowings. The company's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

### Interest Rate Sensitivity Analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease represents management's assessment of the reasonably possible change in interest rates.

### Other Price Risks

The company is not exposed to any instrument which has price risks arising from equity investments which is not material.

### Credit Risk Management

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company's exposure to credit risk primarily arises from trade receivables, balances with banks, investments and security deposits. The credit risk on bank balances is limited because the counterparties are banks with good credit ratings.

### Trade Receivables

Credit risk is managed through credit approvals, establishing credit limits, continuous monitoring of creditworthiness of customers to which the company grants credit terms in the normal course of business. The Company also assesses the financial reliability of customers taking into account the financial condition, current economic trends and historical bad debts and ageing of accounts receivables

### Cash & Cash Equivalent

With respect to credit risk arising from financial assets which comprise of cash and cash equivalents, the Company's risk exposure arises from the default of the counterparty, with a maximum exposure equal to the carrying amount of these financial assets at the reporting date. Since the counter party involved is a bank, Company considers the risks of non-performance by the counterparty as non-material.

### Liquidity Risk Management

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the company's short, medium, and long-term funding and liquidity management requirements. The company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

### Liquidity and Interest risk tables

The following tables detail the company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to pay. The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the company may be required to pay.

#### Contractual maturities of significant financial liabilities as on 31<sup>st</sup> March, 2019

Particulars	(` in lac)				
	Within 1 year	1-2 years	2-4 years	4-7 years	Total
Borrowings	12794.93	1107.53	1254.52	510.54	15667.52
Trade Payables	4754.53	-	-	-	4754.53
Other financial liabilities	3149.70	110.11	-	-	3259.81

Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019**Contractual maturities of significant financial liabilities as on 31<sup>st</sup> March, 2018**

Particulars	Within 1 year	1-2 years	2-4 years	4-7 years	Total
Borrowings	11665.47	1472.79	1978.95	865.26	15982.47
Trade Payables	4972.90	-	-	-	4972.90
Other financial liabilities	3223.98	113.58	-	-	3337.56

**FOREIGN CURRENCY EXPOSURE**

- (a) The Company hedges its export realizations and import payables through Foreign Exchange Hedge Contracts in the normal course of business so as to reduce the risk of exchange fluctuations. No Foreign Exchange Hedge Contracts are taken /used for trading or speculative purpose.
- (b) The Company has following gross forward contract exposure outstanding as on balance sheet date which have been designated as cash flow hedge to its exposure to movements in foreign exchange rates :

Particulars	No of Outstanding Contracts		Amount in FC		Carrying Value (INR)		Weighted Average Strike Price/rate	
	31.03.19	31.03.18	31.03.19	31.03.18	31.03.19	31.03.18	31.03.19	31.03.18
<b>Forward Contracts</b>								
1. Sell –USD	34	67	69	145.55	134.53	86.17	70.83	64.62
2. Sell-EURO	-	2	-	2.00	-	0.13	-	78.78
3. Buy - USD	-	-	-	-	-	-	-	-

- (c) The periods during which the cash flows from the cash flow hedges outstanding as at March 31, 2019 are expected to occur and affect the statement of Profit & Loss are disclosed as under:-

Sr. No.	Period During which Cash Flows are expected to Occur and affect Profit and Loss	Fair Value in Booking Currency (In lac)					
		31.03.2019			31.03.2018		
		Sell USD	Sell EURO	Buy USD	Sell USD	Sell Euro	Buy USD
1	Quarter ending June 30, 2019	29.15	-	-	40.40	-	-
2	Quarter ending September 30, 2019	33.50	-	-	55.00	2.00	-
3	Quarter ending December 31, 2019	6.35	-	-	50.15	-	-
	<b>Total</b>	<b>69.00</b>	<b>-</b>	<b>-</b>	<b>145.55</b>	<b>2.00</b>	<b>-</b>

- (d) The movement in OCI during the year ended 31.03.2019 for forward contract designated as cash flow hedge is as follows:

Particulars	For the year ended	
	31.03.2019	31.03.2018
Balance at the beginning of the year	53.19	74.75
Additions on account of Changes in the fair value of effective portion cash flow hedge	(16.11)	(21.56)
Balance at the end of the year	37.08	53.19

## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

### (e) Un-Hedged Foreign Currency Exposure:

(` in Lac)

Particular	As At			
	31.03.2019 (FC)	31.03.2018 (FC)	31.03.2019 (`)	31.03.2018 (`)
(a) Trade Receivables				
GBP	0.01	0.01	0.47	0.48
EURO	3.11	0.11	241.42	8.64
(b) Trade Payables				
USD	0.77	1.58	53.34	103.30
(c) Bank Borrowings(Buyers Credit)				
USD	-	1.82	-	118.75
(d) Commission Payable				
USD	6.26	4.71	432.58	306.84
EURO	0.25	0.11	19.17	8.86
GBP	0.02	0.02	2.22	2.25

### 45. CAPITAL MANAGEMENT

The company manages its capital to ensure that the entities in the Company will be able to continue as going concern while maximizing the return to shareholders and also complying with the ratios stipulated in the loan agreements through the optimization of the debt and equity balance.

The capital structure of the Company consists of net debt (borrowings as detailed in note 17 and 22 offset by cash and bank balances as detailed in note 9 and 10) and total equity of the Company. The company is not subject to any externally imposed capital requirements.

#### Gearing Ratio

The gearing ratio at the end of the reporting period is as follows:

(` in lac)

Particulars	As At	
	31.03.2019	31.03.2018
(a) Borrowings	17183.56	17483.22
(b) Cash & Cash Equivalents	19.72	25.79
(c) <b>Net Debt (a-b)</b>	<b>17163.84</b>	<b>17457.43</b>
(d) Total Equity	7674.94	7768.94
(e) <b>Capital and Net Debt (c + d)</b>	<b>24838.78</b>	<b>25226.37</b>
(f) Gearing Ratio (c/e)	<b>69.10%</b>	<b>69.20%</b>

### 46. RECENT ACCOUNTING PRONOUNCEMENT

- i) **Ind AS 116 – Leases** – On March 30, 2019, the Ministry of Corporate Affairs has notified Ind AS 116 – Leases which will replace existing Ind AS 17 – Leases.

The effective date of adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019.

However this will not have any impact on the company as the company does not have any leases transactions.

- ii) **Ind AS 12 – Appendix C – Uncertainty over Income Tax Treatments** - On March 30, 2019, the Ministry of Corporate Affairs has notified Ind AS 12 – Appendix C – Uncertainty over Income Tax Treatments. According to appendix, companies need to determine the probability of accepting tax treatment by tax authorities which are used by companies while computing income tax. The standard permits two possible methods of transition:

**Full retrospective approach** – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors.

**Cumulative catch-up approach** - Retrospectively with cumulative effect of initially applying Appendix-C recognised by adjusting equity on initial application without adjusting comparatives.

The effective date of adoption of Appendix-C is annual periods beginning on or after April 1, 2019.

Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

The company will adopt the appendix-C on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives. The effect on adoption of Appendix-C is under evaluation by the company.

- iii) **Amendment to Ind AS – 12 – Income Taxes**- On March 30, 2019, the Ministry of Corporate Affairs has issued amendments to the guidance in Ind AS 12 – Income Taxes in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

The effective date of adoption of amendments is annual periods beginning on or after April 1, 2019.

The effect on adoption of this amendment is under evaluation by the company.

- iv) **Amendment to Ind AS – 19 – Employee Benefits**- On March 30, 2019, the Ministry of Corporate Affairs has issued amendments to Ind AS 19 – Employee Benefits in connection with accounting for plan amendments, curtailments and settlements.

The effective date of adoption of amendments is annual periods beginning on or after April 1, 2019. The effect on adoption of this amendment is under evaluation by the company.

#### 47. APPROVAL OF FINANCIAL STATEMENTS

The financial statements of the Company for the year ended 31<sup>st</sup> March, 2019 are approved for issue by the Company's Board of Directors on 16<sup>th</sup> May, 2019.

#### 48. CONTINGENT LIABILITIES AND COMMITMENTS

(` in Lac)

S. Particulars No.	For the year ended	
	31.03.2019	31.03.2018
<b>(i) Contingent Liabilities</b>		
(a) Claims against the Company not acknowledged as debts	9.02	9.02
(b) Guarantees given by the Company's Bankers	138.72	56.30
(c) Excise duty demand disputed by the Company	7.95	7.95
<b>(ii) Commitments</b>		
(a) Estimated value of contracts remaining to be executed on Capital Accounts	5.49	29.10

#### 49. PAYMENT TO AUDITORS IN OTHER CAPACITY

(` in Lac)

Particulars	For the year ended	
	31.03.2019	31.03.2018
Certification	1.08	1.23
Reimbursement of Expenses	0.70	0.45
Tax Audit	0.75	-
<b>Total</b>	<b>2.53</b>	<b>1.68</b>

#### 50. VALUE OF IMPORTS CALCULATED ON CIF BASIS

(` in Lac)

Particulars	For the year ended	
	31.03.2019	31.03.2018
i) Capital Goods	59.60	256.11
ii) Spare Parts	251.29	150.18
iii) Raw Material	1194.42	1094.59
iv) Traded Goods	-	368.81
<b>Total</b>	<b>1505.31</b>	<b>1869.69</b>



## Notes to Financial Statements as at and for the Year Ended 31<sup>st</sup> March 2019

### 51. IMPORTED AND INDIGENOUS RAW MATERIAL, COMPONENTS AND SPARE PARTS CONSUMED

(` in Lac)

Particulars	For the year ended			
	31.03.2019		31.03.2018	
	(` in lac)	%	(` in lac)	%
(i) Raw materials				
-Imported	1425.83	7.12	1170.17	6.60
-Indigenous	18610.11	92.88	16559.86	93.40
	20035.94	100.00	17730.03	100.00
(ii) Components & Spare Parts				
-Imported	308.15	42.84	211.97	27.15
-Indigenous	411.22	57.16	568.81	72.85
	719.37	100.00	780.78	100.00

### 52. EXPENDITURE INCURRED IN FOREIGN CURRENCY

(` in Lac)

Particulars	For the year ended	
	31.03.2019	31.03.2018
(1) Travelling Expenses	120.36	121.91
(2) Commission on Export	733.83	501.22
(3) Other Expenses	87.20	86.80
<b>Total</b>	<b>941.39</b>	<b>709.93</b>

### 53. EARNING IN FOREIGN EXCHANGE

(` in Lac)

Particulars	For the year ended	
	31.03.2019	31.03.2018
Export on FOB value	21772.71	17623.59

### 54. REMITTANCES IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDENDS:

(` in Lac)

S. No.	Particulars	For the year ended	
		31.03.2019	31.03.2018
a)	Year to which Dividend relates	2017-18	2016-17
b)	No. of non-resident Shareholders to whom dividend remitted	145	131
c)	No. of shares on which remittance was made (in Lac)	3.93	3.71
d)	Amount remitted:		
	(i) Through NRE A/cs (` in lac)	1.06	0.98
	(ii) Remitted abroad in foreign Currency (` in lac)	2.87	3.48

As per our report of even date

For SSMS & Associates

Chartered Accountants

Firm Regd. No.: 019351C

(SATISH SOMANI)

Partner

Membership No.: 076241

Place: Kolkata (W.B.)

Date: 16<sup>th</sup> May, 2019

For and on behalf of Board

1) ARUN CHURIWAL  
Chairman & Managing Director  
DIN: 00001718

3) NIVEDAN CHURIWAL  
Joint Managing Director  
DIN: 00001749

5) AANCHAL PATNI  
Company Secretary  
Membership No.: A43134

2) AMAR NATH CHOUDHARY  
Director  
DIN: 00587814

4) PRAVEEN JAIN  
President & CFO  
PAN: ACYPJ2779D

## OTHER INFORMATIONS

Table 1: INSTALLED CAPACITY

Particulars	As at	
	31.03.2019	31.03.2018
Looms	174	178
Sythetic Spinning Spindles	19248	19248
Worsted Spinning Spindles	8768	8768
Vortex Spinning Rotors	400	400
Fabrics Processing (Mtrs. In Lac)	288	288
Top, Fibre & Yarn Dyeing (MT)	2352	2352

Table 2: SALES, PRODUCTION &amp; STOCKS

Particulars	Production		Purchase		Opening Stock		Closing Stock		Sale / Transfer	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
<b>A. Own Manufacturing</b>										
<b>i) Fabrics</b>										
Qty.- Lac Mtrs.	178.97	169.29	43.26	50.02	43.20	46.76	39.18	43.20	226.25	222.87
Value - Lac `	-	-	3221.93	3370.82	6892.01	5641.04	7306.34	6892.01	35393.16	31055.07
<b>ii) PV Yarn</b>										
Qty. - Lac Kgs.	27.92	27.46	1.34	2.72	1.24	1.73	0.64	1.24	29.86	30.67
Value - Lac `	-	-	93.49	420.68	261.06	377.49	165.10	261.06	6866.79	6886.65
<b>iii) Worsted Yarn</b>										
Qty. - Lac Kgs.	5.75	5.28	0.08	0.08	0.10	0.13	0.07	0.10	5.86	5.39
Value - Lac `	-	-	4.70	3.80	84.69	94.16	118.31	84.69	6216.18	4963.70
<b>iv) Vortex Yarn</b>										
Qty.- Lac Kgs.	15.44	14.35	-	-	0.19	0.29	0.46	0.19	15.17	14.45
Value - Lac `	-	-	-	-	45.09	62.06	109.87	45.09	3057.49	2942.50
<b>iv) Fibre</b>										
Qty.- Lac Kgs.	-	-	-	1.23	-	-	-	-	-	1.23
Value - Lac `	-	-	-	193.07	-	-	-	-	-	210.33
<b>v) Garments</b>										
Qty.- Lac Nos.	2.27	1.25	-	0.11	0.09	0.08	0.13	0.09	2.23	1.35
Value - Lac `	-	-	-	60.34	15.62	18.21	27.43	15.62	661.17	400.90
<b>vi) Wind Power</b>										
Qty.- Lac units	40.70	37.71	-	-	-	-	-	-	40.70	37.71
Value - Lac `	-	-	-	-	-	-	-	-	205.74	213.00

## OTHER INFORMATIONS

Particulars	Production		Purchase		Opening Stock		Closing Stock		Sale / Transfer	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
<b>vii) Others</b>										
Value - Lac `	-	-	36.05	40.52	4.28	4.89	3.65	4.28	36.68	44.48
<b>B. Job work</b>										
<b>i) Fabric Processing</b>										
Qty.- Lac Mtrs.	250.94	251.80	-	-	1.12	4.12	3.24	1.12	250.82	253.11
Value - Lac `	-	-	-	-	15.20	51.53	29.41	15.20	4318.79	4112.10
<b>ii) Dyeing Charges</b>										
Qty.- Lac Kgs.	18.57	20.50	-	-	-	0.03	0.10	-	18.39	20.62
Value - Lac `	-	-	-	-	-	0.05	0.69	-	736.97	815.98
<b>iii) Yarn Spinning</b>										
Qty.- Lac Kgs.	0.11	1.20	-	-	-	-	-	-	0.11	1.20
Value - Lac `	-	-	-	-	-	-	-	-	13.14	227.98

**NOTE:**

Sale/ Transfer include Inter division transfer for captive Consumption :

<b>i) PV Yarn</b>										
Qty. - Lac Kgs.									25.09	21.00
Value - Lac `									5935.34	4841.38
<b>ii) Worsted Yarn</b>										
Qty. - Lac Kgs.									4.47	3.79
Value - Lac `									3923.67	2928.28
<b>iii) Vortex Yarn</b>										
Qty. - Lac Kgs.									0.06	0.50
Value - Lac `									15.82	127.18
<b>iv) Wind Power CPP</b>										
Qty. - Lac Kgs.	11.75	17.52	-	-	-	-	-	-	11.75	17.52
Value - Lac `	-	-	-	-	-	-	-	-	92.25	133.86
<b>Inter - Division job charges :</b>										
<b>i) Fabrics Processing</b>										
Qty.- Lac Mtrs.									199.46	172.70
Value - Lac `									3666.72	3116.90
<b>ii) Dyeing Charges</b>										
Qty. - Lac Kgs.									16.93	18.01
Value - Lac `									684.87	725.76

TABLE 3 : LONG TERM LOANS, RECEIPTS AND REPAYMENTS

(₹ in lac)

LOANS FROM	TOTAL LOANS			TOTAL REPAYMENTS			OUTSTANDING
	Till	New Loans	Total	Till	Repayment	Total	As at
	31.03.2018	2018-19	31.03.2019	31.03.2018	2018-19	31.03.2019	31.03.2019
UCO Bank	1760.00	-	1760.00	1264.57	221.00	1485.57	274.43
Oriental Bank of Commerce	850.00	-	850.00	636.00	106.00	742.00	108.00
Union Bank of India	148.11	-	148.11	143.33	4.78	148.11	-
Punjab National Bank	1962.51	-	1962.51	1152.00	414.00	1566.00	396.51
Export Import Bank of India	3200.00	-	3200.00	800.00	640.00	1440.00	1760.00
State Bank of India	1954.77	13.88	1968.65	180.00	60.00	240.00	1728.65
<b>Grand Total</b>	9875.39	13.88	9889.27	6262.90	1445.78	5621.68	4267.59

TABLE 4 : RETURN OF NET WORTH

(₹ in lac)

Year Ended	31st March 2019	31st March 2018	31st March 2017	31st March 2016	31st March 2015
Net Worth	7674.94	7768.94	7903.56	7328.74	6717.12
Pre-tax Profit	115.84	175.39	907.05	1096.51	561.68
Ratio%	1.51	2.26	11.48	14.96	8.36

TABLE 5 : RETURN ON TURNOVER

Year Ended	31st March 2019	31st March 2018	31st March 2017	31st March 2016	31st March 2015
Sales	43730.68	40320.49	44220.62	37974.65	38068.67
Pre-depreciation Profit	1718.16	1878.51	2498.59	2540.51	2556.75
Ratio %	3.93	4.66	5.65	6.69	6.72





## European Vegetarian Label

Swissveg on behalf of the V-Label GmbH  
Niederfeldstr. 92, 8408 Winterthur



## V-Label-Certificate

Swissveg certifies herewith that the following product corresponds to the guidelines of the European V-label and may carry the European V-label.

Name of product: **Polyester blends with Viscose, Cotton and other cellulosic fabric**

Licensee: BSL LIMITED, Bhilwara

Product: none

V-Label-license-number: EU-P265001

After checking all ingredients, this product can be categorised in the following vegetarian category:

**Vegan**

Ingredients according to the specification of 28 June 2017.

This certificate is valid until 13 May 2020 and has to be renewed thereafter.

### Obligations:

The licensee is obliged to ensure that, other than the ones listed in the specification, no further ingredients and/or auxiliary ingredients will be added to the finished product. Each change of the composition or processing auxiliary materials makes this certificate invalid.

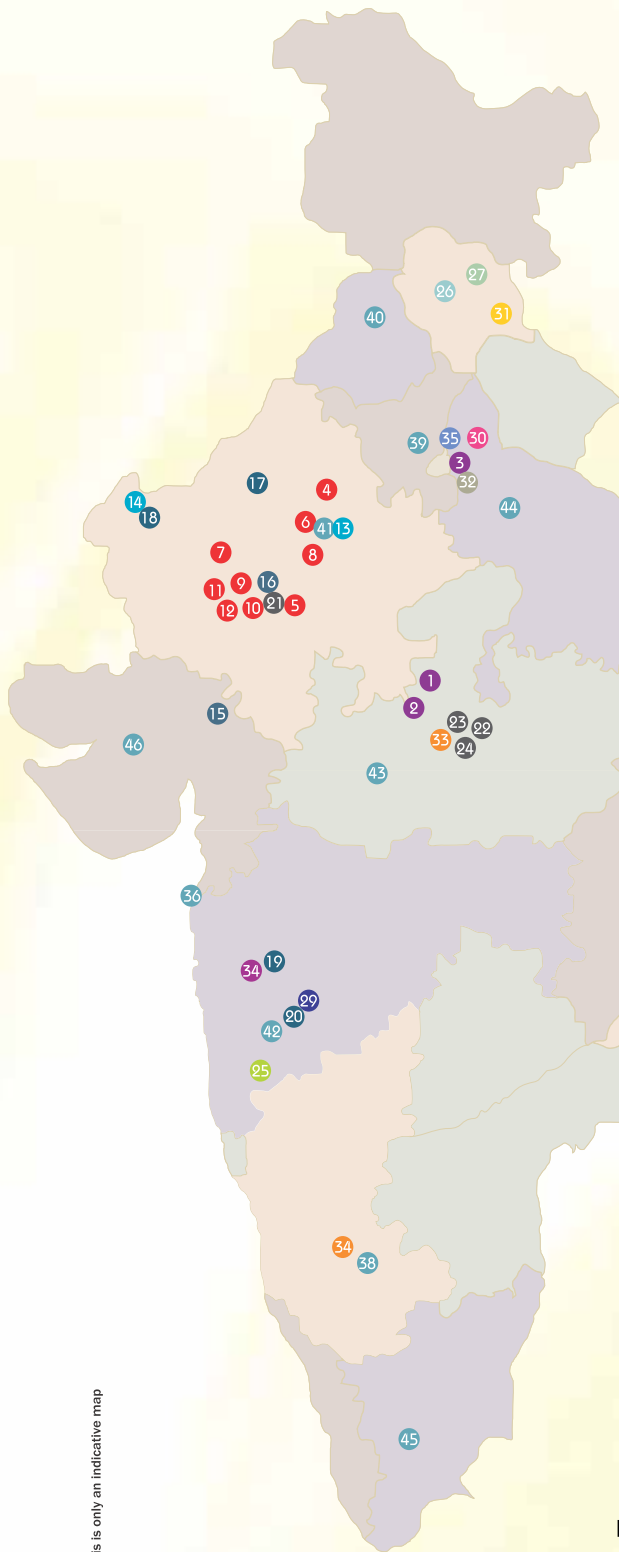
For the use of the V-label (design, colours etc.) regarding the product, the regulations specified in the form V19 apply.

Winterthur, 4 June 2019

Signature of Swissveg.:

(Marcel Bohnet)





This is only an indicative map

**TEXTILES**

● **Maral Overseas Ltd.**

1. Maral Sarovar
2. Maral Sarovar
3. Noida

Cotton Spinning, Yarn Dyeing, Knitting, Dyeing & Finishing  
Captive Thermal Power  
Knitted Garments

● **RSWM Limited**

4. Kharigram
5. Mayur Nagar, Banswara
6. Mandpam
7. Kanya Kheri
8. Rishabhdev
9. Ringas
10. LNJ Nagar, Mordi
11. LNJ Nagar, Mordi

Fibre Dyeing, Spinning Dyed & Grey Yarn  
Spinning PV Blended, Cotton & Open End Grey Yarn  
Melange Yarn, Fibre Dyed & Yarn Dyed  
Melange Yarn, Fibre Dyed  
Spinning PV Blended Grey Yarn  
Fibre Dyeing & Spinning Dyed Yarn, Green Polyester Fibre  
Spinning, Weaving, Processing & Finishing  
Cotton Ring & Open End Spinning, Weaving & Rope, Dyeing, Processing & Finishing Denim Fabric and Readymades  
Thermal Power Generation

● **BSL Ltd.**

13. Bhilwara
14. Jaisalmer

PV & Worsted Spinning, Weaving & Silk Fabric  
Wind Power Generation

● **BMD Pvt. Ltd.**

15. Himmatnagar
16. LNJ Nagar, Mordi

Automotive Furnishing Fabric, Dope Dyed Yarn  
Automotive Furnishing Fabric, Flame Retardant  
Fabric, Furnishing Fabric  
Solar Power Generation  
Wind Power Generation  
Wind Power Generation  
Wind Power Generation

● **Bhilwara Technical Textiles Ltd.**

21. LNJ Nagar, Mordi

Technical Textiles

**GRAPHITE**

● **HEG Ltd.**

22. Mandideep
23. Mandideep
24. Tawa

Graphite Electrodes  
Captive Thermal Power  
Captive Hydro Electric Power

**POWER**

● **Bhilwara Energy Ltd.**

25. Kolhapur (Maharashtra) 37

Wind Power Generation

● **Malana Power Company Ltd.**

26. Malana (Kullu)

Hydro Electric Power Generation

● **AD Hydro Power Ltd.**

27. Manali

Hydro Electric Power Generation

● **NJC Hydro Power Ltd.**

28. Tawang

Hydro Electric Power Generation

● **BMD Power Private Limited**

29. Vhaspeth (Maharashtra)

Wind Power Generation

● **Indo Canadian Consultancy Services Ltd.**

30. Noida

Power Engineering Consultancy Services

● **Chango Yangthang Hydro Power Ltd.**

31. Kinnaur

Hydro Electric Power Generation

● **BG Wind Power Ltd.**

32. Noida (NCR-Delhi)

Wind Power Generation

**INFORMATION TECHNOLOGY**

● **Bhilwara Infotechnology Ltd.**

33. Bhopal
34. Bengaluru

IT Services/Medical Transcription Services  
IT Services/Medical Transcription Services

**OFFICES**

● **Corporate Office**

35. Bhilwara Tower A-12, Sector-1, Noida-201301

● **Regional / Marketing :**

- |               |               |                  |               |
|---------------|---------------|------------------|---------------|
| 36. Mumbai    | 39. New Delhi | 42. Ichalkaranji | 45. Tirupur   |
| 37. Kolkata   | 40. Ludhiana  | 43. Indore       | 46. Ahmedabad |
| 38. Bengaluru | 41. Bhilwara  | 44. Kanpur       |               |

Registered Office:



**BSL Limited**

26, Industrial Area Gandhi Nagar,  
Bhilwara - 311 001 (Rajasthan) India  
Website: [www.bslltd.com](http://www.bslltd.com)/[www.lnjbhilwara.com](http://www.lnjbhilwara.com)

**BSL LIMITED**

CORPORATE IDENTITY NUMBER (CIN) L24302RJ1970PLC002266

Registered Office: 26, Industrial Area, Gandhi Nagar, Bhilwara – 311 001 (Rajasthan) Phone: + 91-1482-249101 to 249102, + 91-1482-245000

Corporate Office: Bhilwara Towers, A-12, Sector – 1, Noida – 201301 (U.P.) Phone: : +91-120-4390300 (EPABX), Fax: +91-120-4277841

E-mail: accounts@bslsuitings.com, Website: www.bslltd.com

**NOTICE** is hereby given that the 48<sup>th</sup> Annual General Meeting (“AGM”) of the members of BSL LIMITED will be held on Thursday, 12<sup>th</sup> September, 2019 at 11.00 A.M. at Registered Office of the Company at 26, Industrial Area, Gandhi Nagar, Bhilwara – 311 001 (Rajasthan) to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Shekhar Agarwal (DIN: 00066113) who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS**

3. To ratify the payment of Remuneration to the Cost Auditors for the Financial Year 2019-20 and in this regard, to consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 1,00,000/- (Rs. One Lakh only) plus tax, as applicable and reimbursement of actual out of pocket expenses, to be paid to M/s N. D. Birla & Co. (Firm Registration No 000028) Cost Accountants, as Cost Auditors to conduct the audit of the cost records maintained by the Company, for the financial year 2019-20, as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.”

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

4. To approve Material Related party transactions and in this regard, to consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to compliances of all other applicable laws and regulations, and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the Members of the Company do hereby ratify as also accord further approval to the Board of Directors of the Company (hereinafter referred to as the “Board” which term

shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/ or carrying out and/or continuing with contracts, arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with RSWM Limited, being a related party, whether by way of renewal(s) or extension(s) or modification(s) of earlier contract/arrangements/ transactions or otherwise, with respect to (i) Sales, purchase or supply of any goods, materials (ii) Availing or rendering of any services (iii) Leasing of Property of any kind (iv) Expenses Payable/ Receivable and (v) Group employees Mediclaim Policy premium payable/ receivable for the financial year 2019-20 and including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period.”

“**RESOLVED FURTHER THAT** the Members of the Company do hereby ratify as also accord further approval to the Board to sign and execute all such documents, agreements and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Company, to give effect to this resolution.”

5. To re-appoint Shri Sushil Jhunjunwala (DIN: 00082461) as an Independent Director for a second term of five years and in this regard, to consider and if thought fit, to pass following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called the Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 16<sup>th</sup> May, 2019, approval of the Members of the Company be and is hereby accorded for continuation of appointment of Shri Sushil Jhunjunwala (DIN: 00082461) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office

for a second term of 5 (five) years on the Board of the Company i.e. upto 31<sup>st</sup> March, 2024.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

6. To re-appoint Shri Amar Nath Choudhary (DIN: 00587814) as an Independent Director for a second term of five years and in this regard, to consider and if thought fit, to pass following resolutions as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 Regulation 17(1A) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 16<sup>th</sup> May, 2019, approval of the Members of the Company be and is hereby accorded for continuation of appointment of Shri Amar Nath Choudhary (DIN: 00587814) and who has attained the age limit of 75 years on 06/03/2019 who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (five) years on the Board of the Company i.e. upto 31<sup>st</sup> March, 2024.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

7. To re-appoint Smt. Abhilasha Mimani (DIN: 06932590) as an Independent Director for a second term of five years and in this regard, to consider and if thought fit, to pass following resolutions as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called the Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 16<sup>th</sup> May, 2019,

approval of the Members of the Company be and is hereby accorded for continuation of appointment of Smt. Abhilasha Mimani (DIN: 06932590) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (five) years on the Board of the Company i.e. upto 31<sup>st</sup> March, 2024.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

8. To re-appoint Shri Giriraj Prasad Singhal (DIN: 00331849) as an Independent Director for a second term of five years and in this regard, to consider and if thought fit, to pass following resolutions as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called the Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 16<sup>th</sup> May, 2019, approval of the Members of the Company be and is hereby accorded for continuation of appointment of Shri Giriraj Prasad Singhal (DIN: 00331849) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (five) years on the Board of the Company i.e. upto 31<sup>st</sup> March, 2024.”

“**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Listing Regulations”), Shri Giriraj Prasad Singhal on attaining the age of 75 (seventy five) years on 4<sup>th</sup> September, 2023, during the above term of re-appointment, the continuation of such appointment as an Independent Director of the Company on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the aforesaid Regulations.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

Place :Kolkata (W.B.)  
Date : 16<sup>th</sup> May, 2019

By order of the Board  
For **BSL Limited**

**Regd. Office:**  
26, Industrial Area,  
Gandhi Nagar,  
Bhilwara-311001 (Rajasthan)

**(AANCHAL PATNI)**  
Company Secretary  
M. No.: ACS-43134

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE DULY STAMPED, FILLED, SIGNED AND BE RECEIVED BY COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members/ Proxies/ Authorized representatives are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/ DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under the section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business under Item Nos. 3 to 8 and relevant details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard On General meetings are annexed hereto.

7. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 6<sup>th</sup> September, 2019 to Thursday, 12<sup>th</sup> September, 2019 (both days inclusive) for the purpose of AGM.

8. Members are requested to :

1. Quote their Identification number/ folio number in all correspondence with the Company/ Registrar & Share Transfer Agent (RTA).
2. Notify immediately and change in their address and their mandate, at the Registered Office of the Company / Registrar & Share Transfer Agent (RTA).

9. Members who hold shares in physical form in multiple folios, in identical names or joint holding in the same order of names are requested to send share certificates to Share Transfer Agent of the Company, for consolidation into a single folio.

10. **Request to update details of Bank Account, Email ID and PAN**

The members are hereby informed that SEBI vide their circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018 directed all Companies to make payment of dividend to the shareholders through approved electronic modes and also directed that updated Bank Details of the shareholders must be maintained by the Companies and if not available the same must be obtained from the concerned shareholders. Accordingly the Company had sent a mandate letter to all the shareholders whose bank details, PAN no., email id are not updated and further also sent two reminders thereof with the interval of 30 days to update the required details.

**Members holding shares in electronic form** are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

**Members holding shares in physical form** and receiving their dividends by Warrant/Demand Draft etc. are requested to submit the mandate letter along with an original Cheque, duly cancelled, to our Registrar and Share Transfer Agent (“RTA”) M/S MCS Share Transfer Agent Ltd., F-65, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi - 110020 to enable them to update record for payment of any future dividend.

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 form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company along with the mandate letter.

Members are requested to notify their E-mail address to Depository/ Company for mailing of all notices/ documents as per guidelines of Ministry of Corporate Affairs, to enable Company to send Communications electronically.



## 11. Request for Dematerialization of Physical Shares

The SEBI had vide their Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further PR No.: 51/2018 dated 3<sup>rd</sup> December, 2018, also mandated that with effect from 1<sup>st</sup> April, 2019, transfer of shares of a listed Company shall be in dematerialized form only. Hence, you are requested to get your physical shareholding dematerialized. The Company will not accept the request of physical transfer. However the said notification shall not affect the process of transmission and transposition of shares.

12. The members desirous of appointing their nominee as per section 72 of the Companies Act, 2013 for the Equity Shares held by them in physical, may apply in the nomination form (Form No SH 13), which can be procured from the Registrar and Share Transfer Agent, "M/s MCS SHARE TRANSFER AGENT LTD". The Members holding shares in demat form may contact their respective depository participants for making such nominations.
13. Members may avail the facility of Electronic Clearing Service (ECS) for receipt of dividends. The said facility is available at specified locations. Members holding shares in dematerialized mode are requested to contact their respective depository participants for availing ECS facility. Members holding shares in physical form and desirous of availing ECS facility are requested to write to the Company for details.
14. The Company has transferred the unpaid or unclaimed dividend declared for the financial years 2010-11 (final dividend) on the due date viz 06/11/2018 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, the company had transferred all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more in the name of designated demat account of the IEPF Authority. A notice for such transfer had been sent to all concerned shareholders at their registered address. The Company had also published such notice in English Newspaper i.e. 'The Financial Express' and in Hindi Newspaper i.e. 'Dainik Navjyoti' informing the concerned shareholders about the same. The company has uploaded the full details of such shareholders and shares transferred to IEPF account on its website at <https://www.bslltd.com/dividend-report.html>.
15. Members are hereby informed that all dividends which remain unclaimed/ unpaid over a period of 7 years from the date of transfer to the unpaid dividend account of the company have to be transferred by the Company to the Investor Education & Protection Fund (IEPF) constituted by the Central Government under Section 125(1) of companies Act, 2013. Accordingly, the shareholders who have not encashed the dividend warrants so far from the financial year 2013-2014 onwards are requested to make their claims to the Company. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company, and also on the website of the Ministry of Corporate Affairs.
16. The Notice of AGM and Annual Report of the Company will also be available on the website of the Company [www.bslltd.com](http://www.bslltd.com).

17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. Members seeking any information/clarification with regard to accounts and audit are requested to write to the Company in advance and their queries should reach the registered office of the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information/clarification ready.
19. The Notice of the Meeting along with the Annual Report for the financial year 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
20. The route map showing the direction to reach the venue of AGM is attached at the end of the Notice of AGM.
21. **Voting through electronic means**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be considered at the 48<sup>th</sup> Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on Sunday, 8<sup>th</sup> September, 2019 (9:00 am) and ends on Wednesday, 11<sup>th</sup> September, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of i.e. Thursday, 5<sup>th</sup> September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - V. A person who has acquired shares & become a member of the company after the dispatch of notice of AGM & holding shares as of cut-off date, may obtain the login ID & password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) with

a copy mark to [accounts@bslsuitings.com](mailto:accounts@bslsuitings.com). However, if the person is already registered with the NSDL for remote e-voting then the existing user ID & password can be used for casting vote.

- VI. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- VII. CS Manoj Maheshwari (FCS 3355), Practicing Company Secretary, Jaipur has been appointed as the scrutinizer for the conduct of e-voting and polling process to be carried out at the AGM of the Company in a fair and transparent manner.

**VIII. How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

**4. Your User ID details are given below :**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

**5. Your password details are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

**c) How to retrieve your ‘initial password’?**

- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
- (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

- 6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer Shri Manoj Maheshwari by e-mail to [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries/grievances pertaining to e-voting, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the downloads section of <http://www.evoting.nsdl.com>. or may contact on the NSDL toll free no.: 1800-222-990 or may contact to Mr. Rajiv Ranjan, Assistant Manager, National Securities Depository Limited, Trade World, A Wing, 4th and 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai - 400 013, Maharashtra at the designated email ids: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in) or at telephone nos. (022) 2499 6000/ (022) 2499 4738. Alternatively, Members may also write to Ms. Aanchal Patni, Company Secretary, BSL Limited, 26, Industrial Area, Gandhi Nagar, Bhilwara-311001 (Rajasthan) or at the email id: [accounts@bssluitings.com](mailto:accounts@bssluitings.com).

(9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

#### **ANNEXURE –I:**

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No. 3**

The Board of Directors in their meeting held on 16<sup>th</sup> May, 2019, approved the appointment and remuneration of **M/s N. D. Birla & Co.** Cost Accountants, (Firm Registration No 000028) as Cost Auditor of the Company on recommendations of the Audit Committee as per Section 148 of the Companies Act, 2013 and rules made thereunder. The appointment has been made to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2020.

Pursuant to the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 1,00,000/- (One Lakh Rupees Only) plus applicable GST and reimbursement of out of pocket expenses at actual payable to the Cost Auditors as approved by Board of Directors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2020.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

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

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") requires shareholders' approval by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

A transaction with a related party shall be considered material under the Listing Regulations, if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company.

The Company enters into various transactions with RSWM Limited disclosed in the notes forming part of the financial statements. In the financial year 2018-19, the aforementioned transactions in terms of aggregate value, have exceeded 10% of the Company's annual consolidated turnover for the relevant year. The transactions have been continued so far in the financial year 2019-20 and are expected to exceed the prescribed threshold limits under the Listing Regulations so as to qualify as material related party transactions. Going forward, the Company intends to continue such transactions with RSWM Limited.

All prescribed disclosures as required to be given under the provisions of Regulation 23 of SEBI (Listing Regulations and Disclosure

22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours

Requirements) Regulations, 2015, are given herein below in a tabular format for kind perusal of the members.

PARTICULARS OF THE PROPOSED TRANSACTIONS FOR THE PURPOSE OF APPROVAL UNDER REGULATION 23 OF SEBI (LISTING REGULATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015					
Name and Nature of Related Parties	Sales, purchase or supply of any goods, materials*	Availing or rendering of any services *	Leasing of Property of any kind*	Expenses Payable/ Receivable*	Group employees Mediclaim Policy premium payable/ receivable*
RSWM LIMITED (A Group Company)	₹ 120 Crore	₹ 20.50 Crore	₹ 0.25 Crore	₹ 2.00 Crore	₹ 0.12 Crore

\* In Ordinary course of Business and on Arm's length basis.

As per this estimates, the above transactions (maximum limit) would qualify as material related party transactions as they are likely to exceed 10% of the Annual turnover of the Company for the financial year 2018-2019.

The details of related party contracts are as under:

- Name of Related party and nature of relationship: As provided in table above.
- Nature of Contract, material terms, monetary value and Particulars of the contract or arrangement: Purchase/Sale of Yarn and Fibre, Services received or rendered having value of ₹142.87 Crores per Annum in the ordinary course of Business and at Arm's Length Prices.
- Name of the Directors who are related: Shri Arun Churiwal, Chairman & Managing Director of the Company as well as Director of RSWM Ltd. and Shri Ravi Jhunjhunwala, Shekhar Agarwal (Promoter- Non-Executive Director), Shri Amar Nath Choudhary (Independent Director) are also Directors in RSWM Ltd and Shri Nivedan Churiwal, Joint Managing Director of Company who is son of Shri Arun Churiwal.
- Any advance paid or received for the contract or arrangement, if any: NIL
- Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: All proposed transactions would be carried out as part of the business requirements of the Company and are ensured to be on Arm's length basis.
- Whether all factors relevant to the contract have been considered, if not the details of factors not considered with the rationale for not considering those factors: All factors have been considered.
- Any other information relevant or important for the Board to take a decision on the proposed transaction: NIL.

Accordingly, as per Regulation 23 of the Listing Regulations, approval of the Members is sought for ratification of the arrangements/ transactions undertaken whether by way of continuation/ extension/ renewal/ modification of earlier arrangements/ transactions. Accordingly, the Company proposes to obtain approval of its Members for ratifying as also for giving further approval to the

Board for carrying out and/or continuing with the arrangements and transactions with RSWM Limited.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party/ies shall vote to approve on the resolution under Item No. 4.

None of the Directors & Key Managerial Personnel of the Company including their relatives except as mentioned above are, in any way concerned or interested, financially or otherwise in the Resolution set out at Item No.4.

#### Item No. 5, 6, 7 and 8

Shri Sushil Jhunjhunwala, Shri Amar Nath Choudhary, Smt. Abhilasha Mimani and Shri Giriraj Prasad Singhal were appointed as an Independent Director on the Board of the Company in accordance with the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the erstwhile Clause 49 of the Listing Agreement for a term of 5 (five) consecutive years. Since, they shall complete their initial term as an Independent Director of the Company; they are eligible for re-appointment for one more term.

Pursuant to Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Regulations"), Shri Amar Nath Choudhary has attained the prescribed age limit of 75 years on 06/03/2019 and the approval of his continuation of his directorship has been taken from the members in the Extra-Ordinary General meeting held on 10/04/2019 upto his initial term.

Further Shri Giriraj Prasad Singhal will attain the age of 75 years on 4<sup>th</sup> September, 2023 and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

The Nomination and Remuneration Committee of the Board of Directors in its meeting held on 16<sup>th</sup> may, 2019, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Shri Sushil Jhunjhunwala, Shri Amar Nath Choudhary, Smt. Abhilasha Mimani and Shri Giriraj Prasad Singhal as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board considers the recommendations of Nomination and Remuneration Committee and accordingly pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on their skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by them during their tenure and outcome of performance evaluation of the Independent Directors, consent of the Members is sought for continuation of appointment of Shri Sushil Jhunjhunwala, Shri Amar Nath Choudhary, Smt. Abhilasha Mimani and Shri Giriraj Prasad Singhal as Independent Directors of the Company for the second term of 5 (five) years i.e. upto



31<sup>st</sup> March, 2024 and they shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Shri Sushil Jhunjunwala, Shri Amar Nath Choudhary, Smt. Abhilasha Mimani and Shri Giriraj Prasad Singhal, being eligible for re-appointment as Independent Director for the second term providing their consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Shri Sushil Jhunjunwala, Shri Amar Nath Choudhary, Smt. Abhilasha Mimani and Shri Giriraj Prasad Singhal confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(b) of the Listing Regulations, as amended from time to time. Further, they are not debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. In the opinion of the Board, they fulfill the conditions specified in the Companies Act, 2013 and are independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received notices in writing from members for proposing their candidature to be re-appointed as Independent Directors of the Company as per the provisions of the Companies Act, 2013. Copy of the draft letter for re-appointment of Shri Sushil Jhunjunwala, Shri Amar Nath Choudhary, Smt. Abhilasha Mimani and Shri Giriraj Prasad Singhal setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Shri Sushil Jhunjunwala, Shri Amar Nath Choudhary, Smt. Abhilasha Mimani and Shri Giriraj Prasad Singhal are interested in the resolutions set out respectively at Item Nos. 5, 6, 7 and 8 of the Notice with regard to their respective re-appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the special resolutions set out at Item No.5, 6, 7 & 8 of the Notice for approval by the shareholders.

**PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:**

• **Re-appointment of Shri Shekhar Agarwal (Item No. 2)**

In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013, for the purpose of determining the Directors liable to retire by rotation, the Independent Directors shall not be included in the total number of Directors of the Company.

Shri Shekhar Agarwal shall accordingly retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

Brief resume of Shri Shekhar Agarwal is as follow:

Name of Director	Shri Shekhar Agarwal
Date of Birth	9 <sup>th</sup> October, 1952
Date of Appointment	23 <sup>rd</sup> May, 2002
Qualification	B. Tech (Mech)- IIT Kanpur, M.Sc. (Chicago)
Expertise in specific functional area	Industrialist with diversified business experience
List of Listed Companies in which Directorships held	1. HEG Limited 2. RSWM Limited 3. Maral Overseas Limited 4. Bhilwara Technical Textiles Limited
Relationship with other Directors, Manager and KMP of the Company	Nil
Chairman / Member of the Committee of the Board of Directors of this Company/ Committee Membership in other Companies	Refer to Report on Corporate Governance
Number of Shares held in the Company	Nil

• **Re-appointment of Shri Sushil Jhunjunwala, Shri Amar Nath Choudhary, Smt. Abhilasha Mimani and Shri Giriraj Prasad Singhal (Item No. 5, 6, 7 and 8)**

Name of Director	Shri Sushil Jhunjunwala	Shri Amar Nath Choudhary	Smt. Abhilasha Mimani	Shri Giriraj Prasad Singhal
Date of Birth	23.08.1950	06.03.1944	08.01.1973	04.09.1948
Age	69 Years	75 years	46 Years	71 Years
DIN	00082461	00587814	06932590	00331849
Nationality	Indian	Indian	Indian	Indian
Qualification	B.com	B.Com., LLB, FCA, FCS	B.Com, FCA	B.Com, FCA
Date of first appointment on the Board	19.12.2000	30.07.2009	02.08.2014	26.09.2014
Date of Re-Appointment	19.09.2014	19.09.2014	-	-

Name of Director	Shri Sushil Jhunjunwala	Shri Amar Nath Choudhary	Smt. Abhilasha Mimani	Shri Giriraj Prasad Singhal
<b>Experience and Expertise</b>	50 Years, Industrialist with rich business experience in glass and textile industry	40 Years, Rich & diversified techno - commercial experience in textile industry	13 years, Rich business experience in field of Finance	35 Years, Rich experience in field of Finance & Taxation
<b>Directorship held in other Companies</b>	<ul style="list-style-type: none"> <li>• La Opala RG Ltd.</li> <li>• Genesis Exports Ltd.</li> <li>• SKJ Estate Private Limited</li> <li>• Ishita Housing Private Limited</li> <li>• SKJ Investment Private Limited</li> <li>• GDJ Housing Pvt. Ltd.</li> <li>• Braham Dutt Jhunjunwala Charitable Trust</li> <li>• Calcutta Chamber of Commerce Foundation</li> <li>• All India Glass MFRS Federation</li> </ul>	<ul style="list-style-type: none"> <li>• Vitarich Agro Food (India) Limited</li> <li>• RSWM Ltd.</li> <li>• Tinsukia Estate Private Limited</li> <li>• Elapara Investment Private Limited</li> <li>• Tirupati Meal Producers Private Limited</li> <li>• Hooghly Chamber of Commerce &amp; Industry</li> <li>• Texmart Creations Private Limited</li> </ul>	Nil	<ul style="list-style-type: none"> <li>• Padmini Builders Private Limited</li> </ul>
<b>Relationship with other Directors, Manager and KMP of the Company</b>	Nil	Nil	Nil	Nil
<b>Terms and conditions of appointment/ continuation of Directorship/ re-appointment</b>	Terms and Conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company website i.e.www.bslltd.com	Terms and Conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company website i.e.www.bslltd.com	Terms and Conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company website i.e.www.bslltd.com	Terms and Conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company website i.e.www.bslltd.com
<b>Details of last Remuneration drawn (F.Y. 18-19)</b>	Rs. 0.90 Lacs as sitting fees	Rs. 2.20 Lacs as sitting fees	Rs. 0.60 Lacs as sitting fees	Rs. 1.40 Lacs as sitting fees
<b>Details of proposed Remuneration</b>	Sitting fees as may be approved by the Board, in accordance with the applicable provisions of law.	Sitting fees as may be approved by the Board, in accordance with the applicable provisions of law.	Sitting fees as may be approved by the Board, in accordance with the applicable provisions of law.	Sitting fees as may be approved by the Board, in accordance with the applicable provisions of law.
<b>Number of Meetings of the Board attended during the year</b>	2 out of 4	4 out of 4	3 out of 4	4 out of 4
<b>Chairman / Member of the Committee of the Board of Directors of this Company/ Committee Membership in other Companies</b>	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance
<b>Shareholding in the Company as on March 31, 2019</b>	20,000 Shares	Nil	Nil	Nil

Place :Kolkata (W.B.)  
Date : 16<sup>th</sup> May, 2019

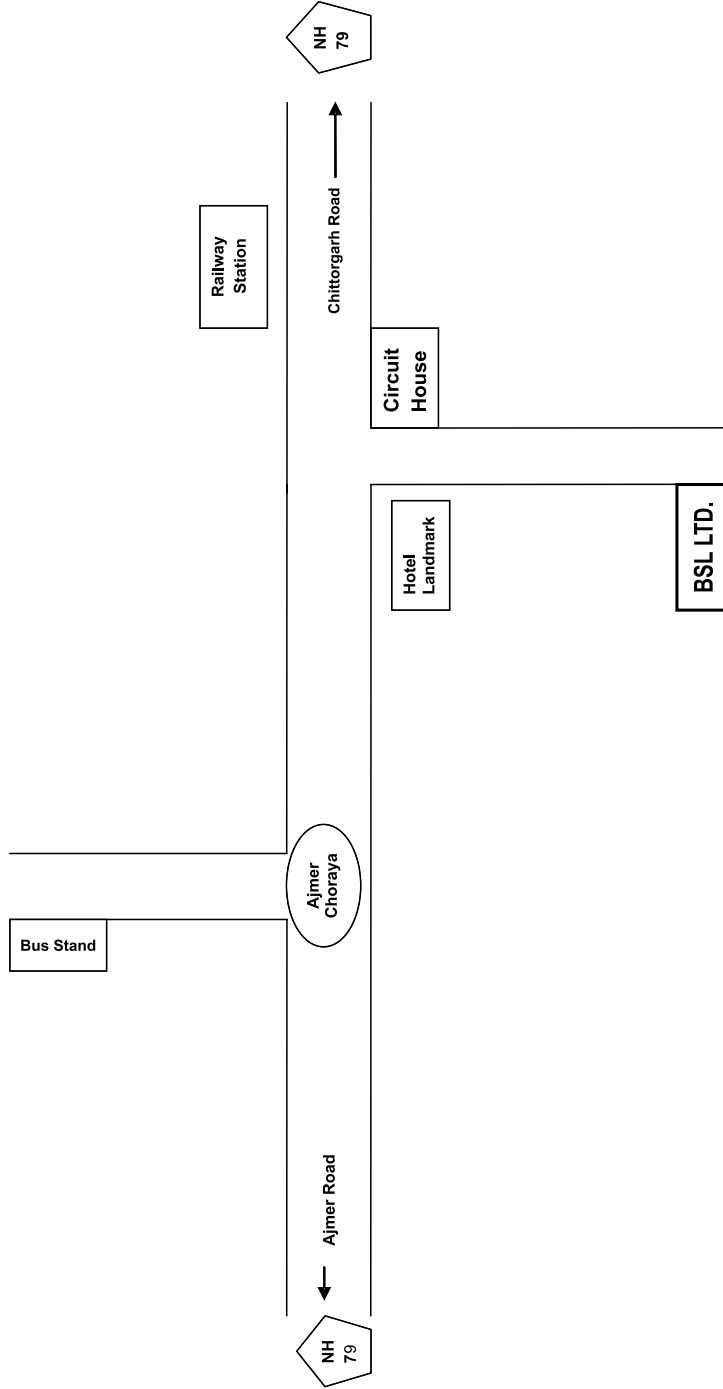
**Regd. Office:**  
26, Industrial Area,  
Gandhi Nagar,  
Bhilwara-311001 (Rajasthan)

By order of the Board  
For **BSL Limited**

**(AANCHAL PATNI)**  
Company Secretary  
M. No.: ACS-43134

**ROUTE MAP TO THE VENUE OF THE AGM**

**BSL LTD. 26, INDUSTRIAL AREA, GANDHI NAGAR, BHILWARA-311001**





**BSL LIMITED**

CIN: L24302RJ1970PLC002266

Registered Office: 26, Industrial Area, Gandhi Nagar, Bhilwara – 311 001 (Rajasthan)

**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL  
Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id\* .....

Folio No. ....

Client Id\* .....

No. of Shares .....

Name and address of the Shareholders :

I hereby record my presence at the **48th ANNUAL GENERAL MEETING** of the Company held on Thursday, 12th September, 2019 at 11.00 A.M. at Registered Office of the Company at 26, Industrial Area, Gandhi Nagar, Bhilwara – 311 001 (Rajasthan).

\*Applicable for investors holding Shares in electronic form  
\*\* Strike out whichever is not applicable

Signature of the Shareholder/Proxy/Representative\*\*



**BSL LIMITED**

CIN: L24302RJ1970PLC002266

Registered Office: 26, Industrial Area, Gandhi Nagar, Bhilwara – 311 001 (Rajasthan)

**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):**

**E mail id:**

**Registered Address:**

**Folio No/ \*Client Id:**

**\*DP Id:**

I/We, being a member/members of .....shares of BSL Ltd., hereby appoint:

1).....of.....having e-mail id.....or failing him

2).....of.....having e-mail id.....or failing him

3).....of.....having e-mail id.....

and 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 **48th Annual General Meeting** of the Company, to be held on Thursday, 12th September, 2019 at 11.00 A.M. at Registered Office of the Company at 26, Industrial Area, Gandhi Nagar, Bhilwara – 311 001 (Rajasthan)

and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

S. No.	Resolution	For	Against
1.	To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon		
2.	To Re appoint Shri Shekhar Agarwal, (DIN: 00066113) who retires by rotation being eligible, offers himself for reappointment		
3.	To ratify the Remuneration of Cost Auditors		
4.	Approval for Material Related party transactions		
5.	To re-appoint Shri Sushil Jhunjhunwala (DIN: 00082461) as an Independent Director for a second term of five consecutive years		
6.	To re-appoint Shri Amar Nath Choudhary (DIN: 00587814) as an Independent Director for a second term of five consecutive years		
7.	To re-appoint Smt. Abhilasha Mimani (DIN: 06932590) as an Independent Director for a second term of five consecutive years		
8.	To re-appoint Shri Giriraj Prasad Singhal (DIN: 00331849) as an Independent Director for a second term of five consecutive years		

\*Applicable for investors holding shares in electronic form.

Signed this.....day of .....2019

Signature of Shareholder

Affix Re. 1.00 Revenue Stamp
---------------------------------------

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

**Notes:**

- (1) **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.**
- (2) **A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.