

INNOVATIVE.
QUALITATIVE.
COMPETITIVE.



C O M P E T I T I V E

O M P E T I T I V E

C O M P E T I T I V E

C O M P E T I T I V E

Q U A L I T A T I V E

C O M P E T I T I V E

I N N O V A T I V E

BSL LIMITED
ANNUAL REPORT
2013-14

Q U A L I T I

I N N

E Q U

Q U A L



ACROSS THE PAGES

01

[Corporate information](#)

02

[Financial Highlights](#)

03

[Management Discussion & Analysis](#)

05

[Director's Report \(English\)](#)

07

[Director's Report \(Hindi\)](#)

09

[Annexure to the Directors' Report](#)

11

[Report on Corporate Governance](#)

21

[Independent Auditor's Report](#)

24

[Balance Sheet](#)

25

[Statement of Profit & Loss](#)

26

[Cash Flow Statement](#)

27

[Notes to Financial Statements](#)

43

[Other Informations](#)



CORPORATE INFORMATION

BOARD OF DIRECTORS

Arun Churiwal	Chairman & Managing Director
Ravi Jhunjhunwala	Director
Shekhar Agarwal	Director
Salil Bhandari	Director (upto 23rd April 2014)
Sushil Jhunjhunwala	Director
A. N. Choudhary	Director
Nivedan Churiwal	Joint Managing Director

ADVISOR

R. N. Gupta

BUSINESS HEAD

J. C. Soni

CFO & COMPANY SECRETARY

Praveen Jain

KEY EXECUTIVES

M. C. Maheshwari	Vice – President (Export Marketing)
S. Sen Gupta	Vice – President (Spinning)
A. K. Mehta	Vice – President (Processing)
R. K. Katyal	Vice – President (Weaving)

BANKERS

State Bank of India
IDBI Bank Ltd.
Oriental Bank of Commerce
Punjab National Bank
State Bank of Bikaner & Jaipur
Union Bank of India

AUDITORS

M/s A. L. Chechani & Co.

REGISTERED OFFICE

26, Industrial Area, Post Box No. 17,
Gandhi Nagar, Bhilwara – 311 001 (Rajasthan)

WORKS

Mandpam, Distt. Bhilwara–311001 (Rajasthan)

WIND ENERGY PLANT

Village Gorera, Jaisalmer – 345001 (Rajasthan)
Village Ola, Jaisalmer – 345001 (Rajasthan)

FINANCIAL HIGHLIGHTS

FINANCIAL HIGHLIGHTS

(` in Crore)

PARTICULARS	2011-12	2012-13	2013-14
Turnover	305.53	295.93	338.90
Exports	169.43	161.53	189.62
PBIDT	32.99	33.10	35.83
Financial Expenses	18.60	18.15	16.68
PBDT	14.39	14.95	19.15
Depreciation & Amortisation Expense	13.75	14.68	15.30
PBT	0.64	0.27	3.85
Taxation	0.51	(0.08)	0.49
PAT	0.13	0.35	3.36
Gross Block	298.15	311.12	304.32
Less : Depreciation	180.30	192.49	196.72
Net Block	117.85	118.63	107.60
Net Worth	61.77	63.61	66.86

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURES & DEVELOPMENTS :

The Indian Textiles Industry has an overwhelming presence in the economic life of the country. Apart from providing one of the basic necessities of life, the textiles industry also plays a vital role through its contribution to industrial output, employment generation, and the export earnings of the country.

The sector contributes about 14 per cent to industrial production; 4 per cent to the country's gross domestic product (GDP); 17 per cent to export earnings. It is the second largest provider of employment after agriculture and provides direct employment to over 35 million people. Thus, the growth and all round development of this industry has a direct bearing on the improvement of the economy of the nation. India has the potential to increase its textile and apparel share in the world trade from the current level of 4.5 percent to 8 percent and reach US \$ 80 billion by 2020. The most significant change in the Indian textile industry has been the advent of man-made fibres (MMF). India has successfully placed its innovative range of MMF textiles in almost all the countries across the globe.

OPPORTUNITIES AND THREATS:

The potential size of the Indian textile industry is expected to reach US\$220 Billion by 2020. A strong raw material production base, a vast pool of skilled and unskilled personnel, cheap labour, good export potential and low import content are some of the salient features of the Indian textile industry. We expect a huge growth in demand for our products in the upcoming years owing to the total Indian urban population which currently stands at 307 million which will provide huge growth opportunities. The Company predicts good market demand for the products which shall improve the margins of the Company substantially.

On the flip side, the Indian textile industry faces a host of constraints such as Fragmented structure with the dominance of the small scale sector, high power costs, higher interest rates and transaction costs and unfriendly labour laws. India's textile industry urgently needs to diversify beyond its traditional markets to remain competitive in the wake of the global economic downturn. Additionally, the industry is vulnerable to its over dependence on western markets and had not sufficiently embraced new technology to remain competitive against China, Korea and Indonesia. Moreover the textile industry is fiercely competitive and this remains as one of the major concerns as the threat of competition arises from organized as well as disorganized sector.

PRODUCT WISE PERFORMANCE:

BSL is one of the leading manufacturers of Fashion Fabrics and Yarns in India. The Company produces a wide range of polyester viscose fabrics and premium range of Worsted suitings, including Cashmere, Mohair, Angora and Camelhair blends. For the production of special furnishing fabrics, the company uses imported Silk material.

To improve the operational and financial performance the company has:

- Implemented various energy-saving initiatives.
- Introduced new, high-value fabric collections in the market.

The Product wise performance during the year is as under :

(` in Crore)

Particulars	This Year		Previous Year	
	Qty.	Value	Qty.	Value
a) Fabrics (Lac Mtrs.)	165.72	251.43	146.12	216.49
b) Yarn (MT)	3498.99	69.98	3103.67	61.66
c) Readymade Garments (No. of Pcs.)	26464	1.09	19756	0.85
d) Wind Power (Lac Units)	28.86	1.13	28.41	1.11
e) Job Work		9.86		11.37
f) Others: Export Incentives		5.41		4.45
Grand Total		338.90		295.93

OUTLOOK:

The outlook for textile industry is very optimistic. It is expected that Indian textile industry would continue to grow at an impressive rate. Assuming the inflation is brought under control and input prices revert to a more moderate level, the domestic market is expected to continue to deliver a healthy growth. The raw material prices are expected to stabilize. The demand growth is likely to push up due to overall economic recovery. The government is also very optimistic of the textile trade and with the pro-active government policies, the Indian textile industry can have a dominant share in the world trade after China. We are also taking a long term view of the industry and hope to increase turnover and margins from the current position. Simultaneously the company is strengthening the quality of its products and reduces the conversion cost. These initiatives are expected to positively influence the working of the company. However rising energy prices and increase in labour costs due to hike in minimum wages will lead to increase in manufacturing costs.

RISKS AND CONCERNS

The Company continuously monitors and revisits the risks associated with its business. It has institutionalized the procedure for identifying, minimizing and mitigating risks and the same are reviewed periodically.

Your company has identified the following aspects as the major risks for its operations :-

1. COMPETITIVE RISK

The market is highly competitive with no barriers for entry of new players. Your company is always exposed to competition risk. The increase in competition can create pressure on margins, market share etc.

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.

MANAGEMENT DISCUSSION AND ANALYSIS

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. Interest rates also vary from time to time as per RBI policies, which could enhance cost of borrowings

3. FOREIGN EXCHANGE RISK

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 AS-30.

4. COMPLIANCE

The level of compliance is increasing day by day and any default can attract penal provisions. Your 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

Attrition and non-availability of required talent resources can affect the performance of the company. 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.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY :

The Company has proper Internal Controls in place for safeguarding all its assets from unauthorized use or disposal. Adherence to Internal

Control Systems is ensured by detailed Internal Audit program so that the assets are correctly accounted for and the business operations are conducted as per laid down policies and procedures. The Company has an Audit Committee of the Board of Directors, which meets regularly to review, inter alia, risk management policies, adequacies of internal controls and the audit findings on the various functions of different segments of the business.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

This part has been discussed in Board's Report.

HUMAN RESOURCE AND INDUSTRIAL RELATION :

Your Company recognizes human assets as a primary source of its growth & competitiveness. Your 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.

Your Company continues to emphasize on the development and up-gradation of knowledge and skills of employees by conducting training encompassing behavioral management along with ongoing e-learning initiatives which encourage self-development and knowledge sharing.

CAUTIONARY STATEMENT :

Statements in this Management Discussion and Analysis Report describing the Company's objectives, estimates etc. may be "Forward Looking Statements" within the applicable laws and regulations. Actual results may vary from these expressed or implied. Several factors that may affect Company's operations include Raw material prices, Government policies, Cyclical demand and pricing in the Company's main market and economic developments within India and countries in which the Company conducts its business and several other factors. The Company takes no responsibility for any consequence of decisions made based on such statements and holds no obligation to update these in the future.

DIRECTORS' REPORT

To The Members,

The Board of Directors have pleasure to present the 43rd Annual Report and Statement of Accounts for the financial year ended 31st March, 2014.

1. FINANCIAL RESULTS

Particulars	(` in Crore)	
	This Year	Previous Year
Turnover – a) Domestic	149.28	134.40
– b) Exports	189.62	338.90
Profit before interest and Depreciation	35.83	33.10
Less : Financial Expenses	16.68	18.15
Profit before Depreciation	19.15	14.95
Less : Depreciation & Amortisation	15.30	14.68
Profit before Tax	3.85	0.27
Taxation – Current year	1.08	0.22
– Deferred Tax	(0.59)	(0.30)
Profit after Tax	3.36	0.35

2. OPERATIONS

The Division wise performance is as under :-

Particulars	Value (` in Crore)			
	This Year		Previous Year	
	Qty.	Value	Qty.	Value
a) Fabrics (Lac Mtrs.)				
- Domestic	71.29	87.75	65.49	81.87
- Exports	94.43	163.68	80.63	134.62
Total	165.72	251.43	146.12	216.49
b) Yarn (MT)				
- Domestic	2565.66	49.45	2002.49	39.20
- Exports	933.33	20.53	1101.18	22.46
Total	3498.99	69.98	3103.67	61.66
c) Job Work				
Job Fabric Processing (Lac Mtrs.)	75.39	8.97	95.37	10.53
Top, Fibre and Yarn Dyeing (MT)	117	0.30	238	0.56
Job Spinning (MT)	44	0.59	23	0.28
Total		9.86		11.37
d) Readymade Garments				
- Domestic (No. of Pcs.)	26464	1.09	19756	0.85
e) Wind Power				
Generation (Lac Units)	28.86	1.13	28.41	1.11
f) Export Incentives		5.41		4.45
Grand Total		338.90		295.93

3. EXPORTS

The Company's Export turnover during the year was ` 189.62 Crores as against previous year ` 161.53 crores. During the year, Company was awarded Gold Trophy by Synthetic &

Rayon Export Promotion Council for highest export of fabrics during 2012-13 to "Focus LAC" countries.

The export of fabrics to Focus LAC countries during current year continues to be on increasing trend particularly in Peru & Mexico. However the market in Middle East and Far East countries continues to be sluggish.

4. EXPANSIONS

The Company is installing 8 Nos. Airjet Looms during current year. The latest technology high speed looms will increase productivity of fabrics.

5. OUT LOOK FOR COMPANY'S ACTIVITIES

In Exports, Company is exploring new markets in Africa, Australia, Europe and other Latin American countries and increasing the volumes in existing markets.

In Domestic, Company is focusing on Retail markets and RMG/ Institutional segment. Company is also exploring new markets for sale of worsted yarn.

6. WIND POWER PROJECT

The Company's Wind Power Projects at Jaisalmer had generated 57.03 Lac units during the year, as against 28.41 Lac units last year. The newly installed 2 MW Wind Power Project during previous year is running satisfactory.

7. DIVIDEND

Your Directors are pleased to recommend a dividend @ 10% i.e. ` 1.00 per Equity Share of ` 10/- each for the year ended the 31st March, 2014. This will absorb an amount of ` 120.41 lacs (inclusive of distribution tax). A proposal for confirmation of the dividend for the year ended 31st March, 2014 will be placed before the shareholders at the ensuing Annual General Meeting.

From the amount available for appropriation, ` 9.00 lacs is proposed to be transferred to General Reserve.

The balance amount of ` 207.03 lacs has been carried over to next year.

8. CONTRIBUTION TO EXCHEQUER

Your Company has contributed an amount of ` 6.56 Crores in terms of Taxes & Duties to the Exchequer.

9. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 217 (2AA) of the Companies Act, 1956, your Directors Confirm:-

- That in the preparation of the Annual Accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures;
- That they have selected such Accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;

DIRECTORS' REPORT

- iii) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) That they have prepared the Annual Accounts on a going concern basis.

10. PARTICULARS AS PER SECTION 217 OF THE COMPANIES ACT, 1956

a) Energy Conservation, Technology Absorption, Foreign Exchange Earning & Outgo

Information required under section 217 (1) (e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of particulars in the report of Board of Directors) Rules 1988, the relevant data pertaining to conservation of energy and technology absorption and foreign exchange earnings and outgo are given in **Annexure-I** of this report.

b) Particulars of Employees

There was no employee who was in receipt of remuneration in excess of the ceiling prescribed under section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

11. INTERNAL CONTROL SYSTEMS

The company has adequate Internal Control Systems through Internal and Management Audit of all the units of the Company regularly conducted by Independent auditors.

12. HUMAN RESOURCE DEVELOPMENT

The Company's relations with the employees and workers at all levels have been cordial. Regular orientation and development courses for various disciplines are conducted by in-house as well as outside experts. The company endeavors to care for all its employees by providing medical and welfare facilities way beyond its statutory requirements.

13. CORPORATE SOCIAL RESPONSIBILITY

The Company has upgraded classrooms of two Government Secondary Schools at Village Antali and Motras Dist. Bhilwara during the year for providing better education facilities to students.

The Company has been regularly organizing Blood donation camp of its employees. This year 211 units were collected and donated to BSL Blood Bank at Bhilwara Hospital.

The Company also organizes Annual Fair on the occasion of Janmashmi, in which about one lac people of Bhilwara city and nearby villages participates with active interest. This function is being organized since last so many years.

14. DIRECTORS

- a) Shri Ravi Jhunjunwala retire by rotation at the ensuing Annual General Meeting and is eligible for reappointment.

- b) During the year, Shri M.K. Doogar has resigned from the Board. Board expresses its sincere gratitude to Shri M.K. Doogar for his valuable services rendered during his tenure as Director.
- c) Shri Nivedan Churiwal, Executive Director is being elevated as Joint Managing Director on existing terms & conditions of his appointment subject to approval of members in ensuing Annual General Meeting.
- d) In accordance with the requirements of section 149 and other applicable provisions of the Companies Act, 2013, your Directors are seeking appointment of Shri A.N. Choudhary, and Shri Sushil Jhunjunwala as independent Directors for a term of five(5) consecutive years up to the Annual General Meeting of the calendar year 2019. Details of the proposal for appointment of Shri A.N. Choudhary and Shri Sushil Jhunjunwala are mentioned in the Explanatory statement under section 102 of the Companies Act, 2013 of the Notice of the Annual General Meeting.

15. STATUTORY AUDITORS

The Statutory Auditors of the company M/s A.L. Chechani & Company, Chartered Accountants, Bhilwara, retire at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. There are no reservations, qualifications or adverse remarks contained in the Auditors' Report attached to Balance Sheet as at 31st March, 2014. Informations referred in Auditors' Report are self explanatory and don't call for any further comments.

The Audit committee and the Board of Directors recommend the reappointment of M/s A.L. Chechani & Co., Chartered Accountants as Statutory Auditors of the company.

16. CORPORATE GOVERNANCE

Report on Corporate Governance along with the Certificate of Auditors M/s A.L. Chechani & Co., Chartered Accountants, 17, Heera Panna Market, Pur Road, Bhilwara (Rajasthan) confirming compliance to conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, form part of the Annual Report.

17. APPRECIATION

The Board records its grateful appreciation for the sincere co-operation and valuable guidance from Financial Institutions, Banks and Central and State Government Authorities.

For and on behalf of the Board

(ARUN CHURIWAL)
CHAIRMAN &
MANAGING DIRECTOR
DIN: 00001718

Place : Noida (U.P.)
Date : 23rd April, 2014

निदेशकों का प्रतिवेदन

सदस्यगण,

निदेशक मंडल आपके समक्ष 43वीं वार्षिक रिपोर्ट एवं 31, मार्च, 2014 को समाप्त हुए वर्ष का लेखा विवरण सहर्ष प्रस्तुत कर रहे हैं।

1. वित्तीय परिणाम

मद	इस वर्ष		गत वर्ष	
	परिमाण	मूल्य	परिमाण	मूल्य
कुल बिक्री – घरेलू	149.28		134.40	
निर्यात	189.62	338.90	161.53	295.93
ब्याज व मूल्यहास पूर्व लाभ		35.83		33.10
घटाया: ब्याज		16.68		18.15
मूल्यहास पूर्व लाभ		19.15		14.95
घटाया: मूल्यहास		15.30		14.68
कर पूर्व लाभ		3.85		0.27
कराधान – आयकर		1.08		0.22
– विलम्बित कर		(0.59)		(0.30)
कर पश्चात् लाभ		3.36		0.35

2. संचालन

विभागानुसार विक्रय की स्थिति इस प्रकार है:-

मद	मूल्य (₹ करोड़ में)			
	इस वर्ष		गत वर्ष	
	परिमाण	मूल्य	परिमाण	मूल्य
(अ) वस्त्र (लाख मीटर में)				
घरेलू	71.29	87.75	65.49	81.87
निर्यात	94.43	163.68	80.63	134.62
कुल	165.72	251.43	146.12	216.49
(ब) धागा (टनों में)				
घरेलू	2565.66	49.45	2002.49	39.20
निर्यात	933.33	20.53	1101.18	22.46
कुल	3498.99	69.98	3103.67	61.66
(स) उपकार्य				
वस्त्र प्रक्रियांकन उपकार्य (लाख मीटर में)	75.39	8.97	95.37	10.53
टोप, फाईबर और धागा डाईंग (टनों में)	117	0.30	238	0.56
स्पिनिंग उपकार्य (टनों में)	44	0.59	23	0.28
कुल		9.86		11.37
(द) पोशाक (संख्या)				
घरेलू	26464	1.09	19756	0.85
(य) पवन ऊर्जा				
ऊर्जा उत्पादन (लाख ईकाई)	28.86	1.13	28.41	1.11
(र) निर्यात प्रोत्साहन				
कुल		5.41		4.45

3. निर्यात

कम्पनी का निर्यात चालु वर्ष के दौरान ₹ 189.62 करोड़ रहा। जो कि गत वर्ष ₹ 161.53 करोड़ था। वर्ष के दौरान कम्पनी को सिन्थेटिक एवं रेयान एक्सपोर्ट प्रमोशन काउन्सिल द्वारा वर्ष 2012-13 में “फोकस एल. ए. सी.” देशों को सर्वाधिक निर्यात करने के लिए गोल्ड ट्रॉफी से सम्मानित किया गया।

चालु वर्ष के दौरान भी “फोकस एल. ए. सी.” देशों को निर्यात में वृद्धि हो रही है, विशेष रूप से पेरू और मेक्सिको के अंतर्गत। परन्तु मध्यपूर्वी देशों एवं सुदूरपूर्वी देशों में बाजार में कमी हुई है।

4. विस्तारीकरण

कम्पनी की चालु वर्ष दौरान 8 एयरजेट विविंग मशीन स्थापित करने की योजना है, जिससे नवीनतम प्रौद्योगिकी एवं उच्च गति के विविंग मशीन से कपड़े की उत्पादकता में वृद्धि होगी।

5. कम्पनी की गतिविधियों पर दृष्टिकोण

निर्यात क्षेत्र में कम्पनी अफ्रिका, आस्ट्रेलिया, यूरोप और अन्य लैटिन अमेरिकी देशों में नये बाजार के विकास एवं स्थापित बाजार में बढ़ोतरी पर ध्यान दे रही है। घरेलू बाजार में, कम्पनी की खुदरा बाजारों और पौशाक निर्माताओं एवं संस्थागत खण्ड पर अधिक ध्यान दे रही है। कम्पनी वर्स्टेड धागों की बिक्री के लिए नये बाजार विकसित कर रही है।

6. पवन ऊर्जा परियोजना

इस वर्ष कम्पनी के जैसेलमेर स्थित पवन ऊर्जा उत्पादक संयंत्र का उत्पादन 57.03 लाख यूनिट रहा, गत वर्ष यह उत्पादन 28.41 लाख यूनिट था। गत वर्ष के दौरान नव स्थापित 2 मेगावाट पवन उर्जा परियोजना संतोषजनक चल रहा है।

7. लाभांश

निदेशक मण्डल 10% की दर से (1 रुपये प्रति साधारण अंश) 10 रुपये के साधारण अंश पर 31 मार्च 2014 को समाप्त हुए वर्ष के लिए लाभांश घोषित करने की अनुशंसा करता है। इस प्रकार कुल ₹ 120.41 लाख (लाभांश वितरण कर सहित) का भुगतान होगा। लाभांश की घोषणा का प्रस्ताव आगामी वार्षिक साधारण सभा में रखा जायेगा।

विनियोजन के लिए उपलब्ध राशि से ₹ 9.00 लाख सामान्य संचय में हस्तांतरित करने का प्रस्ताव है। तथा शेष ₹ 207.03 लाख को अगले वर्षों के लिए हस्तान्तरित किये जायेंगे।

8. राजकोषीय अंशदान

आपकी कम्पनी ने कर एवं शुल्क के रूप में ₹ 6.56 करोड़ की धन राशि का राजकोष में अंशदान दिया।

9. निदेशकों के उत्तरदायित्व का वर्णन

धारा 217 (2ए) के अनुपालना में आपके निदेशक सुनिश्चित करते हैं –

- कि वार्षिक खातों की तैयारी में यथोचित लेखांकन सिद्धांतों का पालन किया गया है, साथ ही महत्वपूर्ण विचलनों की दशा में उपयुक्त स्पष्टीकरण भी दिये हैं।

निदेशकों का प्रतिवेदन

2. कि निदेशकों ने ऐसी लेखांकन नीतियों का चयन कर उन पर लगातार अमल किया और उपयुक्त निर्णय और अनुमान लगायें, जो कि कम्पनी के वित्तीय वर्ष की समाप्ति 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 वर्णित नियमों का पालन करते हुए योग्य लेखांकन पुस्तकों के रखरखाव के लिए यथोचित व पर्याप्त सावधानी का पालन किया।
4. निदेशकों ने वार्षिक खाते, व्यवसाय की निरन्तरता के सिद्धान्त को ध्यान में रखते हुए तैयार किये।

10. कम्पनी अधिनियम 1956 की धारा 217 का विवरण

(अ) ऊर्जा संरक्षण, तकनीक समावेशन एवं विदेशी मुद्रा आय व्यय

कम्पनी नियम, 1988 (निदेशक मंडल की रिपोर्ट में विवरणों का प्रकटन) के तहत ऊर्जा, संरक्षण, तकनीक समावेशन एवम् विदेशी मुद्रा आय व्यय का विवरण इस प्रतिवेदन की परिशिष्ट-1 में दर्शाया गया है।

(ब) कर्मचारियों का विवरण

कम्पनी अधिनियम 1956 की धारा 217(2ए) तथा कम्पनीज (कर्मचारियों का विवरण) नियम 1975 के अन्तर्गत वर्णित सीमा से अधिक पारिश्रमिक प्राप्त करने वाले कोई भी कर्मचारी नहीं था।

11. आन्तरिक नियन्त्रण पद्धति

कम्पनी के पास योग्य आन्तरिक नियन्त्रण पद्धति है जिससे आन्तरिक एवं प्रबन्धक अंकेक्षण, स्वतंत्र अंकेक्षक द्वारा नियमित रूप से किया जाता है।

12. मानव संसाधन विकास

कम्पनी का कर्मचारियों एवम् श्रमिकों से सभी स्तर पर सौहार्दपूर्ण सम्बन्ध रहा है। कम्पनी में विभिन्न विषयों के लिए नियमित अभिविन्यास और विकास के पाठ्यक्रम आंतरिक एवं बाहरी विशेषज्ञों द्वारा आयोजित किए जाते हैं। कम्पनी अपने सभी कर्मचारियों की देखभाल के लिए वैधानिक आवश्यकताओं से अधिक चिकित्सा और कल्याण सुविधाएँ प्रदान करने के प्रयास करती है।

13. सामाजिक उत्तरदायित्व

कम्पनी द्वारा छात्रों को बेहतर शिक्षा सुविधाएँ उपलब्ध कराने के लिए वर्ष के दौरान भीलवाड़ा जिले के गाँव अंटाली और मोटरास में सरकारी माध्यमिक स्कूलों की कक्षाओं में उन्नयन किया गया है।

कम्पनी अनेक वर्षों से अपने कर्मचारियों के रक्तदान शिविर का आयोजन कर रही है। इस वर्ष कम्पनी ने 211 युनिट रक्त स्थानीय अस्पताल में बीएसएल रक्त बैंक के नाम से जमा कराया है।

कम्पनी हर वर्ष की भांति जन्माष्टमी के अवसर पर वार्षिक मेले का भी आयोजन करती है, जिनमें भीलवाड़ा शहर एवं आस-पास के गाँवों से लगभग 1 लाख निवासी सक्रिय रुचि के साथ भाग लेते हैं।

14. निदेशक

- (अ) श्री रवि झुंझुनवाला आगामी वार्षिक साधारण सभा में क्रमानुसार अवकाश ग्रहण करेंगे, व पुनः नियुक्ति के योग्य है।
- (ब) वर्ष के दौरान श्री एम. के दुग्गड़ निदेशक मण्डल से त्यागपत्र दे दिया है। मण्डल श्री एम. के दुग्गड़ को अपनी अपने कार्यकाल के दौरान प्रदान की गई उनकी बहुमूल्य सेवाओं के लिए आभार व्यक्त करता है।
- (स) श्री निवेदन चुड़ीवाल कार्यकारी निदेशक को आगामी वार्षिक आम सभा में सदस्यों के अनुमोदन के अधीन उनकी नियुक्ति की मौजूदा नियम व शर्तों पर सयुक्त प्रबन्ध निदेशक के रूप में पदोन्नत किया जा रहा है।
- (द) कम्पनी अधिनियम 2013 को धारा 149 के प्रावधानों एवं अन्य प्रावधानों की अनुपालना में निदेशक मण्डल श्री ए. एन. चौधरी तथा श्री सुशील झुंझुनवाला को स्वतंत्र निदेशक के रूप में 5 वर्षों की नियुक्ति हेतु प्रस्तावित करते हैं। यह नियुक्ति वर्ष 2019 में होने वाली वार्षिक साधारण सभा तक मान्य होगी।
श्री ए. एन. चौधरी एवं श्री सुशील झुंझुनवाला की नियुक्ति के प्रस्ताव का विवरण साधारण सभा के नोटिस के अन्तर्गत, कम्पनी अधिनियम 2013 के अन्तर्गत धारा 102 में दिये गये व्याख्यात्मक विवरण में वर्णित है।

15. सांविधिक अंकेक्षक

सर्व श्री ए. एल. चेचाणी एण्ड कम्पनी, भीलवाड़ा आगामी वार्षिक साधारण सभा में अवकाश ग्रहण करेंगे व पुनः नियुक्ति के योग्य है। वार्षिक चिट्ठे के साथ संलग्न अंकेक्षण रिपोर्ट में किसी प्रकार की पूर्व धारणा, मान्यता एवं विपरित वर्णन नहीं है। अंकेक्षण रिपोर्ट में दी गई सूचनाएं स्व-व्याख्यात्मक है तथा अन्य किसी टिप्पणी की आवश्यकता नहीं है।

लेखा परीक्षा समिति और निदेशक मण्डल कम्पनी के सांविधिक लेखा परीक्षक के रूप में सर्व श्री ए. एल. चेचाणी एण्ड कम्पनी भीलवाड़ा की पुनः नियुक्ति की सिफारिश करता है।

16. निगमित प्रशासन

लेखा परीक्षक सर्व श्री ए. एल. चेचाणी एण्ड कम्पनी, चार्टर्ड अकाउन्टेन्ट द्वारा निगमित प्रशासन पर दी गयी रिपोर्ट एवं प्रमाण-पत्र, सूचीयन अनुबन्ध के खण्ड 49 में वर्णित अनुपालना को सुनिश्चित करते हैं।

17. 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।

निदेशक मंडल की ओर से

अरुण चूड़ीवाल

अध्यक्ष व प्रबन्ध निदेशक

नि. प. सं. 00001718

स्थान : नोएडा (उ.प्र.)

तारीख : 23 अप्रैल, 2014

ANNEXURE - I TO DIRECTORS' REPORT

1. STATEMENT OF PARTICULARS RELATED TO ENERGY CONSERVATION PURSUANT TO COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES 1988 AND FORMING PART OF DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2014.

A) POWER & FUEL CONSUMPTION

	Current Year	Previous Year
1) Electricity		
a) <u>Purchased</u>		
Units (Lac)	389.39	475.60
Total Amount (Lac `)	1779.97	2390.02
Rate/Unit	4.57	5.03
b) <u>Own Generation</u>		
(i) Through Diesel Generator		
Units(Lac)	1.20	1.07
Units per litre of Diesel oil	2.84	2.59
Cost/Unit	15.41	13.05
(ii) Through HFO Generator		
Units (Lac)	-	3.65
Units per litre of HFO / Diesel	-	3.85
Cost/Unit	-	21.42
2) Coal		
Quantity (MT)	7315	7401
Total Amount (Lac `)	597.12	568.24
Average Rate (` / MT)	8163.00	7677.84
3) Furnace Oil		
Qty. in Kilo Litres	55	95
Total amount (Lac `)	8.34	24.77
Average Rate (` / Ltr.)	15.12	26.16
4) Other/Integral Generation	N.A.	N.A.

B) CONSUMPTION PER UNIT OF PRODUCTION

A. Weaving:-		
Electricity Unit per Mtr.		
- Weaving	0.64	0.65
- Others	0.02	0.03
	0.66	0.68

ANNEXURE - I TO DIRECTORS' REPORT

	Current Year	Previous Year
B. Spinning:-		
Electricity Unit per Kg.	4.12	4.47
C. Processing:-		
i) Electric Unit		
– Per Mtr. of Fabric	0.26	0.28
– Per Kg. of Top, Fibre & Yarn Dyeing	0.62	0.65
ii) Coal		
– Per Mtr. Of Fabric	0.27	0.28
– Per Kg. of Top, Fibre & Yarn Dyeing	0.45	0.37
2. TECHNOLOGY ABSORPTION		
Details of Expenditure incurred on Research and Development during the year is as follows :		
		(` in lac)
Capital	1.10	5.77
Recurring	212.63	186.10
Total Expenditure as % of total turnover	0.63	0.65
3. FOREIGN EXCHANGE EARNINGS AND OUTGO		
The details of foreign exchange earning and outgo during the year are as under :		
	2013-14	2012-13
Earning	18105.11	15352.41
Outgo :		
(Revenue A/c)	2164.59	2698.11
(Capital A/c)	-	103.70
	2164.59	2801.81

REPORT ON CORPORATE GOVERNANCE

The Company complies with the requirements regarding Corporate Governance as stipulated in clause 49 of the listing agreement of the stock exchanges as follows :-

1) Company's Philosophy on Corporate Governance :

The Company firmly believes that good Corporate Governance is key element in improving efficiency and growth and investor confidence. The long term corporate goals, plans can be successfully achieved by adopting good corporate governance. The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, professionalism and accountability, in all facets of its operations, and in all its interactions with its stake holders including shareholders, employees, the government and lenders.

The Company, while conducting its business has been upholding the core values i.e. transparency, integrity, honesty, accountability and compliance of laws. The Company's governance process and practice has ventured to achieve a transparency and professionalism in action as well as the implementation of policies and procedure to ensure ethical standards.

The Company not only adheres to the prescribed corporate practices as per Clause 49 of the Listing Agreement but has also undertaken several initiatives towards maintaining the highest standards of Governance. The company continuously endeavors to improve on these aspects on an ongoing basis.

2) Board of Directors

The Board of Directors of the Company as on 31st March 2014 comprise of Seven Directors out of which Five are Non-Executive. The Chairman & Managing Director and the Executive Director fall in the category of Executive Directors. Three Directors are 'Independent' Directors. One Independent Director Shri M. K. Doogar resigned w.e.f. 6th Feb 2014 and filling of vacancy is under process.

Board Meetings & Annual General Meeting (AGM):

During the year under review, Four Board meetings were held, the dates being 1st May, 2013, 24th July, 2013, 13th November, 2013 and 6th February, 2014. The last AGM was held on 19th September, 2013. Details of Attendance during 2013-2014 and other particulars are as given below:-

S. No.	Name	Title	Category	Directorship in Other Companies			No. of Board meetings for 2013-14		Whether Attended Last AGM
				Member of Board *	Board Committees #		Total Held	Attended	
					Chairman	Member			
1.	Shri Arun Churiwal (DIN00001718)	Chairman & Managing Director	Promoter – Executive	3	-	3	4	3	No
2.	Shri Nivedan Churiwal (DIN00001749)	Executive Director	Promoter Executive	--	--	--	4	4	Yes
3.	Shri Ravi Jhunjhunwala (DIN00060972)	Director	Promoter – Non Executive	12	2	1	4	4	No
4.	Shri Shekhar Agarwal (DIN00066113)	Director	Promoter – Non Executive	5	-	3	4	4	No
5.	Shri Sushil Jhunjhunwala (DIN00082461)	Director	Independent – Non executive	3	--	-	4	2	No
6.	Shri Salil Bhandari (DIN00017566)	Director	Independent – Non executive	6	1	3	4	3	Yes
7.	Shri Amar Nath Choudhary (DIN00587814)	Director	Independent – Non executive	2	--	1	4	4	No

Notes: * Excludes Directorship in Private limited companies, foreign companies, memberships of management committees of various chambers, bodies and Section 25 Companies.

Includes Audit and Shareholders' / Investors' Grievance Committees only.

REPORT ON CORPORATE GOVERNANCE

Shareholding of Non-Executive Directors:

Equity Shares held by Non-Executive Directors as on 31st March, 2014:

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	--
Shri Salil Bhandari	Independent Non Executive	100
Shri Amar Nath Choudhary	Independent Non Executive	--

3) Audit Committee

The Audit Committee of the Board of Directors has been constituted in accordance with the prescribed guidelines. The Audit committee comprises of Four Directors as on 31st March 2014, all of whom are non-executive and majority of them are independent directors. Shri Salil Bhandari is its Chairman. The Audit Committee comprises of following directors:

1. Shri Salil Bhandari, Chairman
2. Shri Shekhar Agarwal
3. Shri Sushil Jhunjunwala
4. Shri Amar Nath Choudhary

The broad terms of reference of Audit Committee are in accordance with the prescribed guidelines, as set out in the Listing Agreement. During the year under review, four meetings of the Audit committee were held, the dates being 1st May, 2013, 24th July, 2013, 13th November, 2013 and 5th February, 2014.

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

S No.	Name	No. of Audit committee meetings attended
1.	Shri Salil Bhandari	3
2.	Shri Shekhar Agarwal	4
3.	Shri Sushil Jhunjunwala	3
4.	Shri Amar Nath Choudhary	4

The Company Secretary acts as the Secretary to the committee.

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
- The uses/applications of funds raised through public issues, rights issues, preferential issues by major category (capital expenditure, sales and marketing, working capital among others), as part of the quarterly declaration of financial results whenever applicable.

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.

4) Remuneration Committee

The Remuneration Committee of the Board of Directors has been constituted in accordance with the prescribed guidelines. The committee comprises of Three Directors as on 31st March 2014, all of whom are Non Executive and Independent. The Remuneration Committee comprises of following Directors:-

- 1) Shri Sushil Jhunjunwala , Chairman
- 2) Shri Salil Bhandari

REPORT ON CORPORATE GOVERNANCE

3) Shri Amar Nath Choudhary

The Company pays remuneration only to Executive Directors. The Company does not pay any remuneration to its Non-Executive directors, apart from sitting fees to them for attending the meetings of the Board or any Committee thereof. No Meeting of Committee was held during the year.

Remuneration paid to Whole time Directors during 2013-14:-

(` in lac)

S No.	Name of executive	Salary	Perquisites, Allowances & Retiral Benefits	Total
i)	Shri Arun Churiwal Chairman & Managing Director Service Contract – 1st September, 2012 to 31st August, 2017	22.05	20.65	42.70
ii)	Shri Nivedan Churiwal Executive Director Service Contract- 26th July, 2012 to 25th July, 2017	17.43	13.42	30.85

Remuneration paid to Non-Executive Directors during 2013-2014:-

(` in lac)

S No.	Non Executive Directors	Share Transfer Committee fees	Board fees	Committee fees	Total
1.	Shri Ravi Jhunjunwala	-	0.24	-	0.24
2.	Shri Shekhar Agarwal	-	0.24	0.24	0.48
3.	Shri Salil Bhandari	-	0.18	0.18	0.36
4.	Shri Sushil Jhunjunwala	0.24	0.12	0.18	0.54
5.	Shri Amar Nath Choudhary	0.12	0.24	0.24	0.60

There are no stock option plans of the company.

The Board of Directors of the Company at their meeting held on 23/04/2014 renamed the Remuneration Committee to Nomination and Remuneration Committee as per Section 178 of the Companies Act 2013.

5) Shareholders' Committees

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

I. The shareholder's / investor's grievance redressal committee has following members:-

- 1) Shri Salil Bhandari, Chairman (Non-Executive)
- 2) Shri Ravi Jhunjunwala, Member (Non-Executive)
- 3) Shri Arun Churiwal, Member (Chairman & Managing Director)

This committee is looking into shareholders / investors' complaints regarding transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividends etc. The committee met 4 times during the year. The meetings were held on 01/05/2013, 24/07/2013, 13/11/2013 and 06/02/2014.

The composition and attendance of the members at the Shareholder's / investor's grievance redressal Committee Meetings are as follows:-

Name of the Director	No. of meetings attended
1. Shri Salil Bhandari	3
2. Shri Ravi Jhunjunwala	4
3. Shri Arun Churiwal	4

REPORT ON CORPORATE GOVERNANCE

II. The second committee is Share Transfer Committee, which has following members :-

- 1) Shri Arun Churiwal
- 2) Shri Nivedan Churiwal
- 3) Shri Sushil Jhunjhunwala
- 4) Shri Amar Nath Choudhary

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, transmission of shares etc. The committee met 14 times during the year. The meetings were held on 01/05/2013, 31/05/2013, 29/06/2013, 24/07/2013, 24/08/2013, 12/09/2013, 30/09/2013, 13/11/2013, 10/12/2013, 31/12/2013, 30/01/2014, 21/02/2014, 18/03/2014 and 31/03/2014.

The No. of meetings attended by each of the members is as under :-

<u>Name of the Director</u>	<u>No. of meetings attended</u>
1. Shri Arun Churiwal	14
2. Shri Nivedan Churiwal	14
3. Shri Sushil Jhunjhunwala	4
4. Shri Amar Nath Choudhary	2

The details of complaints received & resolved during the year 2013-2014 are as under :-

No. of complaints / grievances received from shareholders / Stock Exchange / SEBI – 26.

No. of complaints not resolved – NIL

Shri Praveen Jain, Company Secretary, is the Compliance Officer of the Company.

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

The Board of Directors of the Company at their meeting held on 23/04/2014 renamed the Shareholder's / Investor's Grievance Redressal Committee to Stakeholders Relationship Committee as per Section 178 of the Companies Act 2013.

6) General Body Meetings

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

<u>Date of AGM</u>	<u>Relevant Financial year</u>	<u>Venue / Location where held</u>	<u>Time of Meeting</u>
10th September 2011	2010-2011	26, Industrial Area, Gandhi Nagar, Bhilwara (Rajasthan)	11.00 A.M.
18th September 2012	2011-2012	26, Industrial Area, Gandhi Nagar, Bhilwara (Rajasthan)	11.00 A.M.
19th September 2013	2012-2013	26, Industrial Area, Gandhi Nagar, Bhilwara (Rajasthan)	04.00 P.M.

- No special resolution requiring postal ballot is being placed before the shareholders for approval at this meeting.

- No special resolution through postal ballot was passed in the last AGM.

7) 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.

8) Code of Conduct:

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.

9) Disclosures

- a) **Material related party transactions:** During the financial year 2013-2014, 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. Transactions with related parties as per requirements of AS-18 – "Related party disclosures" issued by ICAI are disclosed in Note No. 30 of "Notes to Financial Statements for the year ended 31st March, 2014, in the Annual Report.
- b) **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 31st March, 2014, in the Annual Report.

REPORT ON CORPORATE GOVERNANCE

- c) **Risk Management:** Business Risk evaluation and its management is an ongoing process within the Company. During year under review, regular exercise on "Risk Assessment and Management" was carried out covering all the areas of business, and the Board was informed of the same.
- d) **Details of Non-Compliance:** There were no penalties or structures 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.
- e) **Compliance with Clause 49:** The Company has complied with all mandatory requirements of Clause 49. A Certificate from Statutory Auditors to this effect is enclosed in Annual Report. Adoption of non-mandatory requirements of clause 49 of the Listing Agreement, are being reviewed by the Board from time to time.
- f) **Initiatives on Prevention of Insider Trading Practices**

In terms of SEBI (Prohibition of Insider Trading) Regulations, 1992, Company has framed a Code of Conduct for prevention of Insider Trading, in relation to the securities of the Company.

10) Means of Communication

- a) No half yearly report is sent to each shareholder.
- b) Quarterly results and the half yearly results are published in leading newspapers. The annual audited results, on approval by Board are also published within sixty days of the close of the financial year.
- c) Company's website: - www.bslltd.com. The results are also sent to the Stock Exchanges for incorporation in their website.
- d) The Management discussion and Analysis Report forms part of the Annual Report.

11) Detail of the Directors Seeking/ Appointment/ Re-appointment in Forthcoming Annual General Meeting:

The same is given in the Notice of forthcoming Annual General Meeting as given along with Annual Report.

12) General Shareholder Information:

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

13) CEO / CFO Certificate:

The CEO / CFO Certificate, as required under clause 49, is enclosed with this report.

14) Compliance Certificate of The Auditors:

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance, as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges, and the same is annexed to this report.

The certificate from the Statutory Auditors will be sent to the listed stock exchanges.

SHAREHOLDERS INFORMATION

1. Annual General Meeting

- Day, Date and Time : Friday, 19th September, 2014
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, 2014 : Upto 15th August, 2014
- Financial reporting for the half year ending September 30, 2014 : Upto 15th November, 2014
- Financial reporting for the quarter ending December 31, 2014 : Upto 15th February, 2015
- Financial reporting for the year ending March 31, 2015 : Upto 15th May, 2015
- Annual General meeting for the year ended March 31, 2015. : September, 2015.

- 3. **Dates of Book Closure** : 15th September, 2014 to 19th September, 2014

REPORT ON CORPORATE GOVERNANCE

4. **Registered Office** : 26, Industrial Area
Gandhi Nagar
Bhilwara (Rajasthan)
Pin- 311001
Tel : (01482) 246801
Fax : (01482) 246807
E-mail:accounts@bslsuitings.com

5. **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 2014-15 has been paid to NSE & BSE.

6. **Stock Code :-**

ISIN No. : INE 594B01012

BSE, Mumbai : 514045

National Stock Exchange : BSL

7. **Stock market data** : Monthly high low values (in Rs.) at BSE and NSE of Company's share and BSE Sensex are as follows :

	High(°)		Low(°)		BSE Sensex
	BSE	NSE	BSE	NSE	
April-2013	17.30	15.45	12.50	11.40	19504.18
May-2013	14.90	14.40	11.50	10.40	19760.30
June-2013	14.00	13.45	09.70	10.00	19395.81
July-2013	14.35	14.45	10.62	10.35	19345.70
August-2013	13.20	13.45	10.05	10.00	18619.72
September-2013	15.80	16.20	09.70	12.00	19379.77
October-2013	16.09	16.00	12.05	13.20	21164.52
November-2013	16.65	17.00	13.41	13.25	20791.93
December-2013	18.45	17.90	14.00	14.00	21170.68
January-2014	20.20	19.80	15.00	14.75	20513.85
February-2014	17.65	17.45	13.33	13.75	21120.12
March-2014	17.70	17.40	14.01	13.65	22386.27

8. **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 : mcsdel@vsnl.com

REPORT ON CORPORATE GOVERNANCE

9. Share Transfer System :

Share transfers are registered and returned within a period of 30 days from the date of receipt, if the documents are clear in all respects. The Share Transfer Committee meets at least 1 or 2 times in a month.

10. i) Distribution of shareholding as on 31st March, 2014:

No. of shares	2013-2014			
	No. of share holders	% of share holders	No. of share held	% of share holding
1-100	5498	56.21	369392	3.59
101-200	2304	23.55	383761	3.73
201-500	1156	11.82	415620	4.04
501-1000	429	4.39	344061	3.34
1001-5000	280	2.86	624784	6.07
5001-10000	37	0.38	253893	2.47
10001 and above	78	0.80	7900657	76.76
Total :	9782	100.00	10292168	100.00

ii) Shareholding pattern as at 31st March, 2014:

Category	No. of shares held	Percentage of holding
A. Promoter's Holding		
1. Indian Promoters including corporates	5522072	53.65%
2. Persons acting in concert – OCB's	287000	2.79%
Sub Total	5809072	56.44%
B. Non-promoters Holding		
(i) Institutional Investors		
1. Mutual Funds & UTI	450	–
2. Banks/ Financial Institutions	467861	4.55%
Sub Total (i)	468311	4.55%
(ii) Others		
3. Private Corporate Bodies	813146	7.90%
4. Indian Public	3120843	30.32%
5. NRI's / OCB's	80796	0.79%
Sub Total (ii)	4014785	39.01 %
Grand Total (A + B)	102,92,168	100%

11. Dematerialisation of shares and liquidity : 95,59,721 shares were dematerialized till 31/03/2014 which is 92.88 % of the total paid up Equity share capital of the Company.

There are no outstanding GDRS / ADRS / Warrants or any convertible instruments.

12. Plant Location : Mandpam, Bhilwara (Rajasthan)

Tel : (01482) (249101)

Fax : (01482) (249110)

REPORT ON CORPORATE GOVERNANCE

13. Address for correspondence:

Investor Correspondence should be addressed to : Company Secretary
BSL Limited
26, Industrial Area
Gandhi Nagar, Bhilwara (Raj.) 311001
Tel : (01482) (246801)
Fax : (01482) (246807)
E-mail : accounts@bslsuitings.com

14. 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.

15. 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 of Directors

Place: Noida (U.P.)
Date: 23rd April, 2014

(ARUN CHURIWAL)
Chairman & Managing Director
DIN: 00001718



REPORT ON CORPORATE GOVERNANCE

AUDITORS' 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, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The Compliance of condition 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 Listing Agreement.

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 **A.L. Chechani & Co.**
Chartered Accountants

(SUNIL SURANA)

Partner

Membership No.- 036093

Firm No.- 05341C

Place : Noida (U.P.)
Date : 23rd April, 2014

REPORT ON CORPORATE GOVERNANCE

**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, 2014 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.
We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- 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, based on our most recent evaluation, wherever applicable, 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 : Noida (U.P.)
Date : 23rd April 2014

(PRAVEEN JAIN)
CFO & COMPANY SECRETARY

(ARUN CHURIWAL)
CHAIRMAN & MANAGING DIRECTOR
DIN-00001718



INDEPENDENT AUDITORS' REPORT

To,
The Members,
BSL Limited

Report on Financial Statements

We have audited the accompanying financial statements of BSL Limited, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management Responsibility for the financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal & Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For **A.L. CHECHANI & CO.**
Chartered Accountants

(SUNIL SURANA)
Partner

Place: Noida (U.P.)
Date: 23rd April, 2014

Membership No. 36093
Firm No.: 005341C

The Annexure referred to in our report of even date to the members of BSL Limited on the accounts of the company for the year ended 31st March, 2014. We report that:

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets
- (b) The Fixed Assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- (c) During the year, the company has not disposed off any major part of fixed assets.

INDEPENDENT AUDITORS' REPORT

- (ii) (a) The inventory has been physically verified during the year by the Management. In our opinion, the frequency of verification is reasonable.
- (b) The procedure of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the books records were not material.
- (iii) (a) The Company has not granted any loan to companies, firms or other parties covered in the register maintained under section 301 of the companies Act 1956.
- (b) As the company has not granted any loan to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956, the provisions of clause 4 (iii) (d) of the companies(Auditors Report) order 2003 are not applicable to the company.
- (c) The Company has not taken any loans from the parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- (d) As the company has not taken any loan from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956, the provisions of clause 4 (iii) (f) & clause 4 (iii) (g) of the companies(Auditors Report) order 2003 are not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system.
- (v) (a) According to the information and explanation given to us, we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Companies Act,1956, have been entered into the register required to be maintained under that section.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of rupees five lacs, in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits during the year from the public within the meaning of the provision of section 58A and 58 AA of the Companies Act, 1956 and the rules made there under. Hence, the provisions of clause 4 (vi) of the Companies (Auditors report) order, 2003 are not applicable to the company.
- (vii) In our opinion, the Company has an Internal Audit System commensurate with its size and nature of its business.
- (viii) We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956, and we are of the opinion that prima-facie the prescribed accounts and records have been made and maintained.
- (ix) (a) the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
- (b) According to the records of the Company, the dues of the sales tax, income tax, customs, wealth tax, excise duty, Cess which have not been deposited on account of disputes and the forum where the dispute is pending are as under:

Name of the Statute	Nature of the due	Amount (Rs in lacs)	Forum where dispute is pending
Central Excise Act	Duty Penalty	4.81	CESTAT, New Delhi
Sales Tax Act	Penalty	3.56	Commissioner (Appeals)
		17.79	High court of Rajasthan

- (x) There are no accumulated losses in the Company as on March 31, 2014. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- (xii) Based on our examination of records and the information and explanations given to us the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The Company is not a chit fund or nidhi/mutual benefit fund/society. Therefore, the provisions of clauses 4(xiii) of the Companies (Auditor`s Report) Order, 2003 are not applicable to the Company.
- (xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditors Report) order, 2003 are not applicable to the companies.
- (xv) In our opinion, the terms and conditions on which the Company has given guarantee for loans taken by others from banks or financial institutions are not prejudicial to the interest of the Company.



INDEPENDENT AUDITORS' REPORT

- (xvi) In our opinion, the term loans raised during the year have been applied for the purpose for which they are raised.
- (xvii) According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long term investment.
- (xviii) The Company has not made any preferential allotment of shares during the year.
- (xix) The Company has not issued any debentures during the year.
- (xx) The Company has not raised any money by public issue during the year.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For **A. L. CHECHANI & CO.**
Chartered Accountants

(SUNIL SURANA)
Partner

Membership No.36093
Firm. No.:005341C

Place: Noida (U.P.)
Date: 23rd April, 2014

BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	NOTE	(` in Lac)	
		As at 31.03.2014	As at 31.03.2013
I. EQUITY & LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	1029.22	1029.22
(b) Reserves and Surplus	3	5657.08	5331.33
(c) Money Received Against Share Warrants		-	-
		6686.30	6360.55
(2) Share Application Money Pending Allotment			
		-	-
(3) Non-Current Liability			
(a) Long-Term Borrowings	4	5421.44	6560.07
(b) Deferred Tax Liabilities (Net)	5	966.54	1025.43
(c) Other Long Term Liabilities	6	307.13	295.32
(d) Long-Term Provisions		-	-
		6695.11	7880.82
(4) Current Liabilities			
(a) (a) Short-Term Borrowings	7	7154.49	7477.06
(b) (b) Trade Payables	8	2465.25	2239.17
(c) (c) Other Current Liabilities	9	2905.97	2693.89
(d) (d) Short-Term Provisions	10	228.08	21.69
		12753.79	12431.81
TOTAL		26135.20	26673.18
II. ASSETS			
(1) Non - Current Assets			
(a) Fixed Assets	11		
(i) Tangible Assets		10682.48	11816.36
(ii) Intangible Assets		52.62	32.75
(iii) Capital Work-In-Progress		25.43	13.37
(iv) Intangible Assets Under Development		-	-
		10760.53	11862.48
(b) Non-Current Investments		-	-
(c) Deferred Tax Assets		-	-
(d) Long-Term Loans & Advances	12	158.77	217.30
(e) Other Non-Current Assets	13	153.53	153.53
		312.30	370.83
		11072.83	12233.31
(2) Current Assets			
(a) Current Investments		-	-
(b) Inventories	14	7903.53	7908.69
(c) Trade Receivables	15	4927.91	4772.51
(d) Cash & Cash Equivalents	16	33.63	33.82
(e) Short-Term Loans & Advances	17	312.26	281.62
(f) Other Current Assets	18	1885.04	1443.23
		15062.37	14439.87
TOTAL		26135.20	26673.18

See accompanying notes no. 1 to 40 to the financial statements

As per our Report of even date

For A. L. CHECHANI & CO.
Chartered Accountants

(SUNIL SURANA)

Partner
Membership No. 036093
Firm No.: 05341C

For and on behalf of the Board

ARUN CHURIWAL
Chairman & Managing Director
DIN: 00001718A.N. CHOUDHARY
Director
DIN: 00587814NIVEDAN CHURIWAL
Joint Managing Director
DIN: 00001749PRAVEEN JAIN
CFO & Company SecretaryPlace : Noida (U.P.)
Date : 23rd April, 2014



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lac)

Particulars	NOTE	This Year	Previous Year
I. Revenue from Operations (Gross)	19	33889.56	29592.85
Less: Excise duty		75.76	77.72
Revenue from Operations (Net)		33813.80	29515.13
II. Other Income	20	149.75	98.69
III. Total Revenue (I + II)		33963.55	29613.82
IV. Expenses:			
Cost of Materials Consumed	21	17137.61	13800.53
Purchases of Stock-in-Trade	22	1111.57	905.34
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	23	(586.30)	(617.83)
Employee Benefit Expenses	24	4387.06	3980.67
Financial Costs	25	1668.14	1814.49
Depreciation and Amortization Expenses	26	1529.45	1468.41
Other Expenses	27	8330.80	8235.54
Total Expenses		33578.33	29587.15
V. Profit before exceptional and extraordinary items and tax (III - IV)		385.22	26.67
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		385.22	26.67
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		385.22	26.67
X. Tax expense:			
(1) Current tax		107.67	21.69
(2) Deferred tax		(58.89)	(29.63)
XI. Profit/(Loss) for the period from continuing operations (IX-X)		336.44	34.61
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		336.44	34.61
XVI. Earning per equity share (Basic and Diluted)	31	3.27	0.34

See accompanying notes no. 1 to 40 to the financial statements

As per our Report of even date

For A. L. CHECHANI & CO.
Chartered Accountants

(SUNIL SURANA)
Partner
Membership No. 036093
Firm No.: 05341C

For and on behalf of the Board

ARUN CHURIWAL
Chairman & Managing Director
DIN: 00001718

A.N. CHOUDHARY
Director
DIN: 00587814

NIVEDAN CHURIWAL
Joint Managing Director
DIN: 00001749

PRAVEEN JAIN
CFO & Company Secretary

Place : Noida (U.P.)
Date : 23rd April, 2014

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	(₹ in Lac)	
	2013-14	2012-13
A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before tax	385.22	26.67
Adjustments for:		
Depreciation and Amortisation	1529.45	1468.41
Interest	1419.57	1557.13
Foreign Exchange Fluctuation	109.72	148.27
Loss / (Profit) on sale of Fixed Assets	(5.03)	11.19
Operating profit before working capital change	3438.93	3211.67
Adjustments for:		
Increase/(Decrease) in Trade payable	226.08	(318.26)
Increase/(Decrease) in Other Current Liability	60.57	137.64
Increase/(Decrease) in Short Term Provisions	-	(143.79)
Increase/(Decrease) in other Long Term Liabilities	11.81	(1.05)
(Increase)/Decrease in Inventories	5.16	(532.35)
(Increase)/Decrease in Trade Receivable	(155.40)	379.14
(Increase)/Decrease in Short Term Loan and Advances	23.15	(32.25)
(Increase)/Decrease in Other Current Assets	(441.81)	44.55
(Increase)/Decrease in Other Non-Current Assets	-	(153.53)
(Increase)/Decrease in Long Term Loan & Advances	58.53	(16.13)
Cash Generated from operations	3227.02	2575.64
Direct Taxes paid	(75.48)	(27.27)
Net cash from operating activities (A)	3151.54	2548.37
B) CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(659.40)	(1600.62)
Sale/Decrease of Fixed Assets	236.93	43.50
Net cash from investing activities (B)	(422.47)	(1557.12)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from long term borrowings	481.82	850.93
Repayment of Long Term Borrowings	(1468.94)	(975.41)
Proceeds/(Repayment) of bank borrowings & short term borrowings	(322.57)	686.70
Interest paid	(1419.57)	(1557.13)
Net cash from financing activities (C)	(2729.26)	(994.91)
Net increase in cash and cash equivalents (A + B + C)	(0.19)	(3.66)
Cash and cash equivalents as at(Opening Balance)	33.82	37.48
Cash and cash equivalents as at(Closing Balance)	33.63	33.82

As per our Report of even date

For A. L. CHECHANI & CO.
Chartered Accountants

(SUNIL SURANA)
Partner
Membership No. 036093
Firm No.: 05341C

Place : Noida (U.P.)
Date : 23rd April, 2014

For and on behalf of the Board

ARUN CHURIWAL
Chairman & Managing Director
DIN: 00001718

A.N. CHOUDHARY
Director
DIN: 00587814

NIVEDAN CHURIWAL
Joint Managing Director
DIN: 00001749

PRAVEEN JAIN
CFO & Company Secretary

Notes to Financial Statements for the Year Ended 31st March, 2014

1. ACCOUNTING POLICIES

i) General

- a) These accounts are prepared on historical cost basis and on the accounting principles of the going concern.
- b) Accounting policies not specifically referred to otherwise, are consistent and in consonance with generally accepted accounting principles(GAAP) comprising of mandatory Accounting Standards, Guidance notes, etc. issued by ICAI.

ii) Revenue recognition

- a) Sales comprise, sale of goods and is inclusive of excise duty and export incentives and after deduction of usual trade discount.
- b) Income, Expenditure and Export Incentives/Benefits are accounted for on accrual basis.
- c) Claims lodged with insurance companies are recognised as income on recognition by the Insurance Company.

iii) Government Capital Grant

The Capital Subsidy under TUFS from Ministry of Textiles on specified textile machinery is shown as a deduction from the gross value of the assets concerned in arriving at its book value by adopting 'Income approach' as defined in AS-12.

iv) Inventory Valuation

- a) Inventories are valued at cost or net realizable value whichever is lower.
- b) Cost is determined on FIFO / weighted average method as considered to the relevant stage of production.
- c) Cost of finished goods and process stock include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.
- d) Processed value of goods on job is valued at contract rate.

v) Fixed Assets, Intangible Assets and Capital Work-in progress.

- a) Fixed assets are valued at cost with subsequent improvements thereto, except fixed assets of processing division existed on 30.09.2006, which are stated at revalued amount. Cost includes taxes (Net of VAT), duties (Net of Cenvat), inward freight and installation expenses.
- b) Expenditure incurred on intangible assets, on or after 1st April'2003, being the date when AS-26 became mandatory, has been accounted for as intangible assets, at their acquisition cost.

vi) Preoperative Expenses

Trial run costs and other preoperative expenses incurred during construction / implementation period, including interest on borrowings (Net of subsidy) to finance qualifying assets as per AS-16, are capitalized upto the date of commissioning of the respective asset.

vii) Depreciation and Amortization

- a) Depreciation for the year on fixed assets other than revalued assets has been provided on straight line method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956 as amended vide Notification No. GSR 756(E) dated 16th December, 1993 issued by the Department of Company Affairs.
- b) Depreciation for the year on revalued assets of processing division has been provided on revalued amount on the basis of remaining useful life of the assets considered by the valuer.
- c) Incremental carrying amounts on account of exchange fluctuation on foreign currency loans for acquisition of fixed assets are depreciated over the residual life of the related fixed asset.
- d) Assets costing upto ` 5000/- are fully depreciated in the year of purchase.
- e) Acquired Intangible assets are amortized over their estimated useful life as determined by the management at following rates on straight-line basis.
 - i) Computer Software : 16.21%
 - Enabling assets : 4.75%

viii) Foreign Exchange Transaction/Translation

- a)
 - (i) Transactions in foreign currency are accounted for at the prevailing conversion rates, on the transaction date.
 - (ii) Monetary items denominated in Foreign Currency (except financial instruments designated as Hedge Instruments) are translated at year end conversion rates, in financial statement.
 - (iii) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the statement of profit & loss.
- b) The Company had adopted the AS-30 "Financial Instruments: Recognition and Measurement" for accounting of financial instruments, to the extent that such adoption does not conflict with existing mandatory accounting standards and other authoritative pronouncements, Company law and other regulatory requirements.

Notes to Financial Statements for the Year Ended 31st March, 2014

The Company uses various financial instruments to hedge its exposure to movements in foreign exchange rates. A financial instrument is designated as an effective hedge after the management objectively evaluates at the inception of each contract as to whether the instrument is effective in offsetting the cash flows attributable to the hedged risk.

Hedge effectiveness of financial instruments designated as Hedging instruments is evaluated at the end of each financial reporting period.

In the absence of such hedge being identified or being continued to be identified as an effective hedge, the value thereof is taken to statement of Profit & Loss.

The effective portion of change in spot component of such forward contracts is taken into hedging reserve and ineffective portion, not designated as hedge is taken into statement of profit & Loss.

Amounts from hedging reserve account are transferred to Statement of Profit & Loss when-

- i) The forecast transaction materializes,
- ii) The hedging instrument expires or is sold, terminated or exercised (except for the replacement or rollover of a hedging instrument into another hedging instrument where such replacement or rollover is part of the Company's hedging strategy),
- iii) The hedge no longer meets the criteria for hedge accounting in AS 30,
- iv) The Company revokes the designation.

ix) Research and Development

Revenue expenditure on research and development is charged against the profit of the year in which it is incurred. Capital expenditure is shown as addition to fixed assets.

x) Employee Benefits

a) Defined Contribution Plan :

The Company makes defined contribution to Provident fund and Superannuation schemes in the statement of Profit & Loss on accrual basis, based on actual liability.

b) Defined Benefit Plan :

The Company's Liabilities on account of Gratuity fund and Leave encashment fund for benefit on retirement of employees are determined at the end of each Financial Year on the basis of actuarial valuation certificates obtained from Registered Actuary in accordance with the measurement procedure as per revised AS-15. These liabilities are funded on year-to-year basis by contribution to respective funds.

xi) Prior year Adjustments

Besides the debit/credit in previous year adjustment account, amounts related to previous year, arised / settled during the year have been debited / credited to respective heads of accounts.

xii) Replenishment

In respect of exports, indigenous raw material had to be used on occasions to be replenished subsequently by quantities allowed to be imported, under Duty Exemption scheme of the Government of India. Therefore, the cost of indigenous raw material consumed for export has been stated at its estimated import/duty free prices.

xiii) Impairment of Assets

Impairment of assets is being measured on factors giving rise to any indication of impairment, by comparing the recoverable amount, higher of value in use and net selling price of an asset, with carrying amount of an asset as per the Accounting Standard 28 "Impairment of Assets" issued by ICAI.

xiv) Taxes on Income

- a) The Tax payable method is followed for providing current tax liability. The difference between provision and payments, if any, are recognised in the year in which assessment is completed.
- b) Credit available for Minimum Alternative Tax (MAT) of earlier years are adjusted against Income Tax payable for current year as per provisions of the Income Tax Act, 1961.
- c) Deferred taxation liabilities are measured in respect of taxable temporary differences, calculated at prevailing enacted or substantially enacted regulations at the Balance Sheet date. Deferred tax assets are recognised subject to prudence only, if there is reasonable certainty that they will be realized.

xv) Contingent Liabilities/Assets

- a) Provisions are recognized when the present obligation or past event gives rise to a probable outflow embodying economic benefits on settlement and the amount of obligation can be reliably estimated.
- b) Contingent liabilities are disclosed after a careful evaluation of facts and legal aspects of the matter involved.
- c) Provisions and contingent liabilities/assets are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Notes to Financial Statements for the Year Ended 31st March, 2014

2. SHARE CAPITAL

(` in lac)

Particulars	As at	
	31.03.2014	31.03.2013
Authorised:		
2,90,00,000 (Previous year : 2,90,00,000) equity shares of ` 10 each	2900.00	2900.00
5,00,000 (Previous year: 5,00,000) redeemable Cumulative preference shares of ` 100 each	500.00	500.00
Total	3400.00	3400.00
Issued, Subscribed & Paid-up:		
1,02,92,168 (Previous year: 1,02,92,168) equity shares of ` 10 each	1029.22	1029.22
Total	1029.22	1029.22

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.

During the year ended 31st March, 2014 the amount per share of proposed dividend to equity shareholder is ` 1.00 (Previous year: ` Nil Per Share)

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) Equity Share Capital includes 29,57,469 Shares issued for consideration other than Cash, pursuant to Scheme of Amalgamation of erstwhile Bhilwara Processors Limited with the Company as approved by the Hon'ble High Court Rajasthan at Jodhpur.

iii) Detail of Shares held by Shareholders holding more than 5% shares of the company

Name of Shareholders	As at			
	31.03.2014		31.03.2013	
	No. of Shares	%	No. of Shares	%
LNJ Financial Services Ltd.	708890	6.89	708890	6.89
Investors India Ltd.	690814	6.71	690814	6.71
Raghav Commercial Ltd.	668337	6.49	668337	6.49
Nivedan Vanijya Niyojan Ltd.	620450	6.03	620450	6.03

3. RESERVES AND SURPLUS

(` in lac)

Particulars	As at	
	31.03.2014	31.03.2013
i) Capital Reserve	1015.97	1015.97
ii) Capital Redemption Reserve	30.00	30.00
iii) Security Premium Account	1925.69	1925.69
iv) General Reserve		
Balance at the beginning of the year	1548.00	1548.00
Additions during the year	9.00	-
Balance at the end of the year	1557.00	1548.00
v) Hedging Reserve		
Balance at the beginning of the year	(1.73)	(150.00)
Additions during the year	109.72	148.27
Balance at the end of the year	107.99	(1.73)
(vi) Surplus in Statement of Profit & Loss		
Balance as at the beginning of the year	813.40	778.79
Profit for the year	336.44	34.61
Total surplus	1149.84	813.40
Less : Appropriations		
Transfer to General Reserve	9.00	-
Proposed Equity Share Dividend	102.92	-
Provision for Dividend Tax	17.49	-
Balance as at the end of the year	1020.43	813.40
Total	5657.08	5331.33

Notes to Financial Statements for the Year Ended 31st March, 2014

4. LONG-TERM BORROWINGS

(₹ in lac)

Particulars	As at	
	31.03.2014	31.03.2013
Secured Borrowing		
Term Loans from Banks	5421.44	6560.07
Total	5421.44	6560.07

- 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 pari passu 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/ monthly installments and having floating interest rates ranging from Base Rate + spread (1.25% to 2.25% as on 31.03.2014 and 1.60% to 2.25% as on 31.03.2013). Period of maturity and installments outstanding as on 31.03.2014 are as under:-

(₹ in lac)

Name of Banks	Date of Maturity	No. of Installments Outstanding as on 31.03.2014	As at 31.03.2014			As at 31.03.2013		
			Total Outstanding	Current Maturities	Long Term Borrowings	Total Outstanding	Current Maturities	Long Term Borrowings
UCO Bank	30.06.2020	25	1374.93	220.00	1154.93	1594.46	220.00	1374.46
Oriental Bank of Commerce	31.12.2015	7	513.93	295.00	218.93	767.74	253.75	513.99
Oriental Bank of Commerce	31.03.2017	12	1099.73	300.00	799.73	1399.80	300.00	1099.80
Oriental Bank of Commerce	31.03.2017	12	876.00	160.00	716.00	1036.04	160.00	876.04
Oriental Bank of Commerce	31.03.2020	24	638.00	106.00	532.00	743.99	106.00	637.99
Union Bank of India	31.03.2015	4	18.00	18.00	-	38.00	20.00	18.00
Union Bank of India	30.06.2018	17	79.69	18.75	60.94	98.43	18.75	79.68
IDBI Bank Ltd.	01.12.2017	15	87.65	23.37	64.28	111.03	23.38	87.65
IDBI Bank Ltd.	01.01.2018	16	1280.00	320.00	960.00	1600.00	320.00	1280.00
Punjab National Bank	31.03.2020	24	846.38	144.00	702.38	622.99	36.00	586.99
State Bank of Bikaner & Jaipur	01.03.2020	20	209.43	0.00	209.43	-	-	-
HDFC Bank (Vehicle Loan)	05.11.2014	8	5.47	5.47	-	12.99	7.52	5.47
AXIS Bank (Vehicle Loan)	01.09.2015	17	9.14	6.32	2.82	-	-	-
TOTAL			7038.35	1616.91	5421.44	8025.47	1465.40	6560.07

- iii) No term loan is guaranteed by Directors or Others.

5. DEFERRED TAX LIABILITIES (NET)

- i) The company has recognized reversal of deferred tax liability of ₹ 58.89 Lac (P.Y. liability of ₹ 29.63 Lac) determined on account of timing differences in accordance with Accounting Standard-22 "Accounting for Taxes on Income" as under :-

(₹ in lac)

Particulars	As at	
	31.03.2014	31.03.2013
A. Deferred Tax Liability		
Depreciation on Fixed Assets	1026.51	1205.01
B. Deferred Tax Assets		
Disallowed u/s 43B	59.97	56.79
Deferred Tax Liability (A-B)	966.54	1148.22
Less: Mat Credit	-	122.79
Net Deferred Tax Liability	966.54	1025.43

- ii) Deferred Tax Assets and Deferred Tax Liabilities have been offset as they relate to the same governing taxation laws.

6. OTHER LONG TERM LIABILITIES

(₹ in lac)

Particulars	As at	
	31.03.2014	31.03.2013
Agent & Dealers Deposits	123.59	124.34
Staff Deposits	78.88	78.10
Other Liabilities	104.66	92.88
Total	307.13	295.32

Notes to Financial Statements for the Year Ended 31st March, 2014

7. SHORT-TERM BORROWINGS

(` in lac)

Particulars	As at	
	31.03.2014	31.03.2013
SECURED:		
Working Capital Loans from Banks Repayable on Demand	7154.49	7477.06
Total	7154.49	7477.06

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 10.45% to 13.10% (P.Y. 9.70% to 13.25%)

ii) No Working Capital loan is guaranteed by Directors or Others

8. TRADE PAYABLES

(` in lac)

Particulars	As at	
	31.03.2014	31.03.2013
Trade Payable	2465.25	2239.17
Total	2465.25	2239.17

There are no Micro, small and medium enterprises to whom the company owes dues, which are outstanding for more than 45 days as at 31st March, 2014. This information as required to be disclosed under the Micro-small and medium enterprises development Act,2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

9. OTHER CURRENT LIABILITIES

(` in lac)

Particulars	As at	
	31.03.2014	31.03.2013
Current Maturities of Long-Term Debt (Refer Note no. 4)	1616.91	1465.40
Un-Paid Dividend	14.18	16.52
Statutory dues including Provident Fund and Tax deducted at Source	117.68	106.46
Liability Towards Staff & Worker	221.12	198.84
Sundry Creditors For Capital Goods	24.40	221.42
Other Deposits	22.12	23.02
Other Liabilities	889.56	662.23
Total	2905.97	2693.89

There is no amount of Un-paid dividend, due for payment to the Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 as at the year end.

10. SHORT-TERM PROVISIONS

(` in lac)

Particulars	As at	
	31.03.2014	31.03.2013
Provision for current tax	107.67	21.69
Proposed equity share dividend	102.92	–
Provision for dividend tax	17.49	–
Total	228.08	21.69

Notes to Financial Statements for the Year Ended 31st March, 2014

11. FIXED ASSETS

(` in lac)

Particulars	Gross Block				Depreciation / Amortization				Net Carrying Value	
	As at 01.04.13	Additions	Disposals	As at 31.03.14	Up to 01.04.13	Deductions	For the Year 2013-14	Total Up to 31.03.14	As at 31.03.14	As at 31.03.13
A) Tangible Assets										
Free Hold Land	28.13	-	-	28.13	-	-	-	-	28.13	28.13
Lease Hold Land	190.06	-	-	190.06	16.92	-	2.56	19.48	170.58	173.14
Buildings (Including Roads)	3615.30	54.13	-	3669.43	1172.21	-	100.82	1273.03	2396.40	2443.09
Plant and Equipment	25873.78	438.32	1293.05	25019.05	17318.36	1108.14	1359.66	17569.88	7449.17	8555.42
Electrical Installation	114.14	2.46	-	116.60	40.00	-	3.39	43.39	73.21	74.14
Water Supply Installation	37.61	-	-	37.61	34.97	-	1.27	36.24	1.37	2.64
Furniture and Fixtures	376.33	12.78	1.49	387.62	245.18	1.17	12.29	256.30	131.32	131.15
Vehicles	307.43	40.87	36.13	312.17	78.99	12.85	27.46	93.60	218.57	228.44
Office Equipments	439.60	60.81	7.92	492.49	259.39	4.81	24.18	278.76	213.73	180.21
Total (A)	30982.38	609.37	1338.59	30253.16	19166.02	1126.97	1531.63	19570.68	10682.48	11816.36
B) Intangible Assets (Acquired)										
Computer Software	98.87	37.97	-	136.84	79.79	-	17.30	97.09	39.75	19.08
Enabling Assets	16.95	-	-	16.95	3.28	-	0.80	4.08	12.87	13.67
Total (B)	115.82	37.97	-	153.79	83.07	-	18.10	101.17	52.62	32.75
C) Capital Work in Progress :										
Plant & Machinery Under Erection	-	-	-	-	-	-	-	-	18.99	13.37
Building Under Construction	-	-	-	-	-	-	-	-	6.44	-
Total (C)	-	-	-	-	-	-	-	-	25.43	13.37
Grand Total (A+B+C)	31098.20	647.34	1338.59	30406.95	19249.09	1126.97	1549.73	19671.85	10760.53	11862.48
Previous Year	29789.05	1612.68	303.53	31098.20	18029.52	248.84	1468.41	19249.09	11862.48	11784.96

- i) Disposal from Gross Block represents sale / transfer / discard of fixed assets/ capital grant receipt and adjustment of lease rent.
- ii) Deduction in depreciation is on account of Sale / Transfer / discard of Fixed Assets.
- iii) Gross block and Net Block of fixed assets includes ` 1016.00 Lac (P.Y. ` 1094.35 Lac) and ` 462.64 Lac (P.Y. ` 563.87 Lac) respectively on account of revaluation of fixed assets carried out in past by erstwhile Bhilwara Processors Limited. Depreciation of ` 78.99 Lac (P.Y. ` 81.74 Lac) on revaluation amount has been charged to statement of Profit & Loss.
- iv) No provision is required for impairment of assets according to AS-28 'Impairment of Assets' as the value in use as estimated by the management, is higher than the carrying amount of the assets as on Balance Sheet date. In order to arrive at the value in use, the company has reviewed the future earnings of the remaining useful life of all its cash generating units as at Balance Sheet date which has been discounted at the average long term lending rate of the Company.

12. LONG-TERM LOANS & ADVANCES

(` in lac)

Particulars	As at	
	31.03.2014	31.03.2013
A. Capital Advances		
Unsecured, Considered Good	14.53	31.02
Total (A)	14.53	31.02
B. Security Deposit		
Unsecured, Considered Good	98.13	114.61
Total (B)	98.13	114.61
C. Other loans and Advances		
Prepaid Expenses	3.69	4.87
Loan to Employees	26.93	36.85
Others	15.49	29.95
Total (C)	46.11	71.67
Total (A+B+C)	158.77	217.30

Notes to Financial Statements for the Year Ended 31st March, 2014

13. OTHER NON-CURRENT ASSETS

(` in lac)

Particulars	As at	
	31.03.2014	31.03.2013
SHIS Incentives Receivable	153.53	153.53
Total	153.53	153.53

Based on expert opinion obtained by the company, SHIS scripts have been carried over at face value on the basis of ascertaining its probable use in the normal course of business, based on expansion plans prepared by the company.

14. INVENTORIES

(` in lac)

Particulars	As at	
	31.03.2014	31.03.2013
Raw Materials (includes in transit: ` 5.10 Lacs (P.Y. ` 152.85 Lacs)	2281.03	2731.58
WIP (includes in transit: ` 15.43 Lacs (P.Y. ` 2.72 Lacs)	2181.87	1717.45
Finished Goods	3055.15	3029.26
Traded Goods	134.33	38.34
Stores & Spares	251.15	392.06
Total	7903.53	7908.69

Details of Inventory

(` in lac)

Particulars	As at	
	31.03.2014	31.03.2013
(i) Raw Material		
Fibre	900.10	1298.11
Yarn	1380.93	1433.47
Total	2281.03	2731.58
(ii) Work in Progress		
Fibre	239.70	195.69
Yarn	873.54	737.57
Fabrics	1068.63	784.19
Total	2181.87	1717.45
(iii) Finished Goods		
Yarn	734.30	508.51
Fabrics	2320.85	2520.75
Total	3055.15	3029.26
(iv) Traded Goods		
Fabrics	94.55	32.00
Others	39.78	6.34
Total	134.33	38.34

15. TRADE RECEIVABLES

(` in lac)

Particulars	As at	
	31.03.2014	31.03.2013
UN SECURED, CONSIDERED GOOD:		
(a) Outstanding for a period exceeding 6 months from the date they are due for payment	238.18	394.77
(b) Others	4689.73	4377.74
Total	4927.91	4772.51

Trade Receivable includes ` Nil (Previous year ` Nil) receivables from related parties.

Notes to Financial Statements for the Year Ended 31st March, 2014

16. CASH AND CASH EQUIVALENTS

(` in lac)

Particulars	As at	
	31.03.2014	31.03.2013
Balance with banks		
- Current account	15.99	12.99
- Unpaid dividend account	14.18	16.52
Cash in hand	3.46	4.31
Total	33.63	33.82

17. SHORT-TERM LOANS & ADVANCES

(` in lac)

Particulars	As at	
	31.03.2014	31.03.2013
Unsecured ,considered good		
Advance Income Tax	125.32	71.53
Prepaid Expenses	70.29	77.74
Others	116.65	132.35
Total	312.26	281.62

Short term loans and advances includes ` Nil (Previous year ` Nil) receivables from Directors/ officers/ Companies and firms under same management.

18. OTHER CURRENT ASSETS

(` in lac)

Particulars	As at	
	31.03.2014	31.03.2013
Unsecured, considered good		
Interest Subsidy Receivable	298.62	262.13
Sundry Claim & Other Receivable	673.37	592.72
Export Incentives Receivable	752.59	572.43
Forward Contract	160.46	15.95
Total	1885.04	1443.23

19. REVENUE FROM OPERATIONS (GROSS)

(` in lac)

Particulars	This Year	Previous Year
(a) Sale of Products - Domestic	13942.52	12302.22
- Export	18420.43	15708.08
(b) Sales of Services	985.36	1137.25
(c) Other Operating Revenue	541.25	445.30
Total	33889.56	29592.85

Details of Revenue :-

(` in lac)

Particulars	This Year	Previous Year
a) Sale of Products		
Fabrics	25142.36	21648.58
Yarn	6998.36	6165.79
Others	222.23	195.93
Total	32362.95	28010.30
b) Sale of Services		
Job Receipt	985.36	1137.25
Total	985.36	1137.25
c) Other Operating Revenue		
Export Incentives	541.25	445.30
Total	541.25	445.30

Notes to Financial Statements for the Year Ended 31st March, 2014

20. OTHER INCOME

(` in lac)

Particulars	This Year	Previous Year
(a) Interest Income	73.14	70.69
(b) Exchange Gain	59.39	15.07
(c) Rent Receipt	4.08	4.46
(d) Net Gain/Loss on sale of Assets	5.03	-
(e) Misc. Income	8.11	8.47
Total	149.75	98.69

21. COST OF MATERIALS CONSUMED

(` in lac)

Particulars	This Year	Previous Year
Opening inventory	2731.58	2762.10
Add : Purchases (net)	15959.51	13035.72
Less : Inventory at the end of the year	2281.03	2731.58
	16410.06	13066.24
Add: Consumption of Dyes & Chemicals	727.55	734.29
Total	17137.61	13800.53

Detail of Materials Consumed

Particulars	2013-2014		2012-13	
	Quantity (in lac)	(in lac)	Quantity (in lac)	(in lac)
i) Wool (Kgs.)	3.14	2405.27	2.99	2153.94
ii) Polyester & other Synthetic fibre (Kgs.)	33.65	3607.91	29.46	3114.89
iii) Viscose (Kgs.)	23.44	3149.14	24.85	3384.08
iv) Fabrics(Mtrs.)	1.14	80.24	0.53	60.91
v) Yarn (Kgs.)	33.59	7070.80	22.70	4283.85
vi) Dyes & Chemicals		727.55		734.29
vii) Job Spinning		96.70		68.57
Total		17137.61		13800.53

22. PURCHASE OF STOCK-IN-TRADE

(` in lac)

Particulars	This Year	Previous Year
Fabrics	1028.17	864.98
Yarn	41.85	20.99
Others	41.55	19.37
Total	1111.57	905.34

23. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE

(` in lac)

Particulars	This Year	Previous Year
Stock at the end of the year:		
- Work-in progress	2181.87	1717.45
- Finished Goods	3055.15	3029.26
- Stock in trade	134.33	38.34
Total (A)	5371.35	4785.05
Less : Stock at the beginning of the year:		
- Work-in progress	1717.45	1667.86
- Finished Goods	3029.26	2455.99
- Stock in trade	38.34	43.37
Total (B)	4785.05	4167.22
(Increase) / Decrease in Stocks (A-B)	(586.30)	(617.83)

Notes to Financial Statements for the Year Ended 31st March, 2014

24. EMPLOYEE BENEFIT EXPENSE

(` in lac)

Particulars	This Year	Previous Year
Salaries, Wages and Bonus	3741.96	3423.93
Contribution to Provident, Gratuity and Other Funds	556.01	489.15
Workmen and Staff Welfare	89.09	67.59
Total	4387.06	3980.67

25. FINANCIAL COSTS

(` in lac)

Particulars	This Year	Previous Year
Interest on Term Loan	606.78	653.90
Interest on Others	812.79	903.23
Cash and Prompt Payment Discount	127.13	156.99
Bank Charges	121.44	100.37
Total	1668.14	1814.49

26. DEPRECIATION AND AMORTIZATION EXPENSE

(` in lac)

Particulars	This Year	Previous Year
Depreciation on Tangible assets	1531.63	1453.15
Amortization on Intangible assets	18.10	15.26
	1549.73	1468.41
Less: Written back on Capital Grant Received	20.28	–
Total	1529.45	1468.41

27. OTHER EXPENSES

(` in lac)

Particulars	This Year	Previous Year
A. MANUFACTURING		
Weaving Charges	509.64	321.33
Processing Charges	6.14	2.04
Combing Charges	85.52	136.26
Garment Making Expenses	17.99	15.67
Embroidery Charges	2.56	50.83
Top & Fibre Dyeing Charges	167.67	5.22
Stores & Spare parts (Net)	849.64	790.94
Power, Fuel & Water	2410.34	2692.57
Freight, Cartage etc.	87.21	68.21
Repairs to : Plant & Machinery	187.58	141.45
Building	59.94	79.80
Others	25.62	21.38
Total (A)	4409.85	4325.70
B. ADMINISTRATIVE		
Rent	42.17	42.88
Rates & Taxes	4.52	6.33
Insurance	47.49	36.32
Directors' Fees	2.44	2.04
Audit Fees	4.00	3.44
Directors' Travelling	6.01	4.96
Miscellaneous Expenses (Printing & Stationery, Travelling, Conveyance, Telephone, Consultancy, Legal & Professional Expenses etc.)	654.42	620.55
Total (B)	761.05	716.52

Notes to Financial Statements for the Year Ended 31st March, 2014

Particulars		This Year	Previous Year
C.	SELLING		
	Commission	182.38	180.17
	Sales Incentives & Claims	408.90	630.32
	Packing	905.76	791.55
	Advertisement & Sales Promotion	116.19	155.09
	Others	56.99	53.18
	Foreign Travelling expenses	184.42	188.07
	Expenses on Export Sales		
	- Commission	564.79	491.65
	- Overseas Freight	290.31	326.15
	- Others	450.16	365.95
	Total (C)	3159.90	3182.13
D.	OTHERS		
	Net (Gain)/ Loss on sale of Assets	-	11.19
	Total (D)	-	11.19
	Total (A+B+C+D)	8330.80	8235.54

28. EMPLOYMENT BENEFIT PLANS

The Company has complied with Accounting Standard 15 (Revised 2005) and the required disclosure are given here under:

(a) Defined Benefit Plans:

(` in lac)

Particulars		This Year		Previous Year	
		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	753.41	162.99	654.31	141.73
b)	Current Service Cost	67.34	29.18	58.99	25.49
c)	Interest Cost	60.27	13.04	52.50	11.39
d)	Actuarial (Gain) Loss	74.44	5.73	54.26	4.66
e)	Benefits paid	(109.08)	(23.25)	(66.65)	(20.28)
f)	Defined Benefits Obligation at year end	846.38	187.69	753.41	162.99
ii)	Reconciliation of opening and closing balances of fair value of plan assets				
a)	At beginning of the year	753.41	162.99	656.21	150.47
b)	Expected Return on plan assets	65.92	14.26	57.42	13.17
c)	Actuarial Gain / (Loss)	1.64	0.25	6.21	0.49
d)	Employer Contributions	97.93	12.34	34.92	11.24
e)	Benefits paid	(72.52)	(2.15)	(1.35)	(12.38)
f)	Fair Value of the plan assets at the year end	846.38	187.69	753.41	162.99
iii)	Reconciliation of fair value of obligation and Assets				
a)	Present value of obligation as at year end	846.38	187.69	753.41	162.99
b)	Fair value of plan assets as at year end	846.38	187.69	753.41	162.99
c)	Amount recognized in Balance Sheet (a-b)	-	-	-	-
iv)	Expense recognized during the year:				
a)	Current Service Cost	67.34	29.18	58.99	25.49
b)	Interest Cost	60.27	13.04	52.50	11.39
c)	Expected return on plan assets	(65.92)	(14.26)	(57.42)	(13.17)
d)	Actuarial (gain) / loss	72.80	5.48	48.05	4.17
e)	Net Cost (a+b+c+d)	134.49	33.44	102.12	27.88

Notes to Financial Statements for the Year Ended 31st March, 2014

v)	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	GG(CA) 303366	LIC of India		
2)	Earned Leave	–	GLS 311744 GLS 311724	LIC of India		
vi)	There are no amount included in the fair value of plan assets for					
	i)	Company's own financial instruments.				
	ii)	Property occupied by or other assets used by the Company.				
vii)	Principal Actuarial Assumptions at the Balance Sheet date					
			This Year	Previous Year		
	i)	Discount Rate	8.00% per annum	8.00% per annum		
	ii)	Expected Rate of return on plan assets	8.75% per annum	8.75% per annum		
	iii)	Future Salary Increase	5.00% 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	₹ 67.56 lac	₹ 86.83 lac		
	b)	Earned Leave	₹ 14.51 lac	₹ 18.99 lac		
viii)	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.					
ix)	Experience Adjustment:					
	Gratuity	March'14	March'13	March'12	March'11	March'10
	Defined Benefits Obligation	846.38	753.41	654.31	571.17	476.47
	Plan assets	846.38	753.41	656.21	571.17	476.47
	Surplus/(deficit)	–	–	1.90	–	–
	Experience adjustment on plan Liabilities (loss)/ gain	(126.41)	(50.98)	(51.31)	(43.60)	(173.43)
	Experience adjustment on plan Assets (loss)/ gain	1.64	6.21	(0.98)	(2.51)	(3.47)
	Earned Leave					
	Defined Benefits Obligation	187.69	162.99	141.73	138.50	117.24
	Plan assets	187.69	162.99	150.47	138.50	117.24
	Surplus/(deficit)	–	–	8.74	–	–
	Experience adjustment on plan Liabilities (loss)/ gain	(17.97)	(4.11)	16.34	6.71	(33.28)
	Experience adjustment on plan Assets (loss)/ gain	0.25	0.49	(0.15)	(0.29)	–
(b)	Defined Contribution Plans					
	Amount recognized as an expense and also included in the Note no. 24					
				This Year	Previous Year	
	i)	Employers Contribution to Provident Fund		251.82	230.97	
	ii)	Employers Contribution to Superannuation Fund		56.14	50.44	

29. SEGMENT REPORTING

The Company's operation predominantly relates to Textile & Generation of Wind power. On the basis of assessment of the risk and return differential in terms of AS-17, 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.

Notes to Financial Statements for the Year Ended 31st March, 2014

The revenue and expenditure in relation to the respective segment have been identified and allocated to the extent possible. Other items i.e. interest expenses, income tax, etc. not allocable to specific segments are disclosed separately as unallocated and adjusted directly against the total income of the Company.

A. Business Segments

(` in lac)

Particular	2013-14			2012-13		
	Textile	Wind Power	Total	Textile	Wind Power	Total
(i) Segment Revenue						
External Sales / Other Income	33777.28	113.13	33890.41	29431.84	111.29	29543.13
Inter Segment Transfer	–	165.92	165.92	–	0.01	0.01
Total Revenue	33777.28	279.05	34056.33	29431.84	111.30	29543.14
(ii) Segment Result						
Segment Result	1913.34	66.88	1980.22	1731.52	38.95	1770.47
Add: Interest Income			73.14			70.69
Less: Financial Expenses			1668.14			1814.49
Profit before Tax			385.22			26.67
Less : Taxation						
- Income Tax			107.67			21.69
- Deferred Tax liability			(58.89)			(29.63)
Net Profit for the year			336.44			34.61
(iii) Other Information						
Segment Assets	24066.86	1644.40	25711.26	24519.60	1819.92	26339.52
Segment Liabilities	5027.97	–	5027.97	4566.99	221.42	4788.41
Capital Employed	19038.89	1644.40	20683.29	19952.61	1598.50	21551.11
Capital Exp. Incurred during the year	659.40	–	659.40	473.12	1127.50	1600.62
Depreciation	1356.46	172.99	1529.45	1411.86	56.55	1468.41
Other Non Cash Expenses	–	–	–	–	–	–

B. Geographical Segment

(` in lac)

Particulars	2013-14			2012-13		
	Domestic	Export	Total	Domestic	Export	Total
Segments Revenue (Based on location of the customers) – Textiles	15356.85	18420.43	33777.28	13723.76	15708.08	29431.84
– Wind Power	279.05	–	279.05	111.30	–	111.30
	In India	Outside India	Total	In India	Outside India	Total
Segment Assets (Based on location of the assets)	21563.43	4147.83	25711.26	22873.13	3466.39	26339.52
Capital Exp. Incurred during the year	659.40	–	659.40	1600.62	–	1600.62

30. RELATED PARTY TRANSACTIONS

- Enterprises that directly, or indirectly through one or more intermediaries, control or are controlled by or are under common control with the reporting enterprise (this includes holding companies, subsidiaries and fellow subsidiaries) – None
- Associates and joint ventures – None
- Individuals owning directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual. – None
- Key management Personnel and their relatives - Shri A.K.Churiwal
Shri Nivedan Churiwal
- Enterprises over which any person described in (c) or (d) is able to exercise significant influence. – RSWM Limited

Notes to Financial Statements for the Year Ended 31st March, 2014

f) Transactions with Related Parties

The following transactions were carried out with the related parties in the ordinary course of business:

(` in lac)

S.No.	Particulars	This Year	Previous Year
1)	With the parties referred in (d) above		
	Directors remunerations	73.55	59.07
2)	With the parties referred in (e) above		
	Purchases of Raw Material	2176.87	1234.51
	Sales	126.03	299.54
	Services received	218.06	49.26
	Services rendered	14.49	18.85
	Purchase of Stores & Consumables	4.69	1.25
	Rent Paid	3.38	11.60
	Interest Paid (Net)	30.36	7.28
	Outstanding Payable	35.48	21.58

31. EARNING PER SHARE

The basic and diluted earnings per share have been calculated as per AS-20 by dividing net profit for the year attributable to equity shareholders by the weighted average number of equity shares as under:

(` in lac)

S.No.	Particulars	This Year	Previous Year
a)	Net Profit after tax	336.44	34.61
b)	Net profit available to equity shareholders	336.44	34.61
c)	Average No. of Equity shares outstanding during the year (Nos).	10292168	10292168
d)	Basic & Dilutive earnings per share (b)/(c) (Rupees per share)	3.27	0.34

32. FOREIGN CURRENCY EXPOSURE

- (a) The Company hedges its export realizations 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) According to AS 30 "Financial Instruments: Recognition and Measurement" The effective portion of such forward contracts is taken into hedging reserve for ` 107.99 Lac (P.Y. ` -1.73 Lac) and profit on ineffective portion, not designated as hedge is taken into statement of profit & loss for ` 59.39 Lac (P.Y. ` 15.07 Lac).
- (c) 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	Purpose	Amount in Lac (FC)	As at	
			31.03.2014	31.03.2013
Forward Contracts				
1. Sell	Hedging	USD	49.65	32.43
		EURO	7.30	4.00
2. Buy	Hedging	USD	5.27	4.32

- (d) The periods during which the cash flows from the cash flow hedges outstanding as at March 31, 2014 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 lacs)					
		Sell USD		Sell EURO		Buy USD	
		This Year	Prev. Year	This Year	Prev. Year	This Year	Prev. Year
1	Quarter ending June 30, 2014	23.87	14.60	6.40	4.00	5.27	4.32
2	Quarter ending September 30, 2014	20.28	7.83	0.90	-	-	-
3	Quarter ending December 31, 2014	5.50	10.00	-	-	-	-
	Total	49.65	32.43	7.30	4.00	5.27	4.32

Notes to Financial Statements for the Year Ended 31st March, 2014

- (e) The movement in hedging reserve during the year ended 31.03.2014 for forward contract designated as cash flow hedge is as follows:

(` in lac)

Particulars	This Year	Previous Year
Balance at the beginning of the year	(1.73)	(150.00)
Additions on account of Changes in the fair value of effective portion cash flow hedge	109.72	148.27
Amount transferred to Statement of P&L	-	-
Balance at the end of the year	107.99	(1.73)

- (f) The foreign currency exposures that are not hedged by forward contract instruments or otherwise are as under:-

(` in lac)

Particulars	As at			
	31.03.2014 (FC)	31.03.2013 (FC)	31.03.2014 (`)	31.03.2013 (`)
(a) Trade Receivables				
USD	-	-	-	-
EURO	0.23	1.52	19.30	105.30
GBP	0.07	0.14	7.03	11.69
(b) Trade Payables				
USD	3.88	6.10	232.45	311.13
(c) Commission Payable				
USD	5.25	4.52	314.76	245.13
EURO	0.20	0.36	16.65	25.30
GBP	0.01	0.01	0.31	0.40

33. CONTINGENT LIABILITIES AND COMMITMENTS

(` in lac)

S.No.	Particulars	This Year	Previous Year
(i)	Contingent Liabilities		
(a)	Claims against the Company not acknowledged as debts	15.52	15.52
(b)	Guarantees given by the Company's Bankers	195.86	149.19
(c)	Others		
	(i) Bills discounted with Banks	1600.29	937.18
	(ii) Excise duty demand disputed by the Company	9.81	13.37
	(iii) Sales Tax demand of Erstwhile BSL Wulfing Ltd., disputed by the company	31.64	31.64
(ii)	Commitments		
(a)	Estimated value of contracts remaining to be executed on Capital Accounts	329.21	84.75

34. PAYMENT TO AUDITORS IN OTHER CAPACITY

(` in lac)

Particulars	This Year	Previous Year
Taxation matters	0.48	0.48
Tax & Vat Audit	1.00	1.00
Certification	1.01	1.05
Reimbursement of Expenses	0.37	0.39
Total	2.86	2.92

Notes to Financial Statements for the Year Ended 31st March, 2014

35. VALUE OF IMPORTS CALCULATED ON CIF BASIS

(₹ in lac)

Particulars		This Year	Previous Year
i)	Capital Goods	-	103.70
ii)	Spare Parts	178.30	172.78
iii)	Raw Material -Wool	459.75	1546.93
	- Fibre	85.29	69.55
	- Silk Yarn	678.70	224.92
	- Fabrics	3.47	-
	Total	1405.51	2117.88

36. IMPORTED & INDIGENOUS RAW MATERIAL, COMPONENTS AND SPARE PARTS CONSUMED

Particulars		This Year		Previous Year	
		(₹ in lac)	%	(₹ in lac)	%
(i)	Raw materials				
	- Imported	1696.88	9.90	2090.33	15.15
	- Indigenous	15440.73	90.10	11710.20	84.85
		17137.61	100.00	13800.53	100.00
(ii)	Components & Spare Parts				
	- Imported	220.07	25.90	222.27	28.10
	- Indigenous	629.57	74.10	568.67	71.90
		849.64	100.00	790.94	100.00

37. EXPENDITURE INCURRED IN FOREIGN CURRENCY

(₹ in lac)

Particulars		This Year	Previous Year
(1)	Travelling Expenses	110.72	117.28
(2)	Commission on Export	564.79	491.65
(3)	Other Expenses	83.58	75.00
	Total	759.09	683.93

38. EARNING IN FOREIGN EXCHANGE

(₹ in lac)

Particulars		This Year	Previous Year
	Export on FOB value	18105.11	15352.41

39. REMITTANCES IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDENDS:

- NIL -

40. PREVIOUS YEAR FIGURES

The figures of the previous year have been regrouped/ recast wherever found necessary.

As per our Report of even date

For A. L. CHECHANI & CO.
Chartered Accountants(SUNIL SURANA)
Partner
Membership No. 036093
Firm No.: 05341CPlace : Noida (U.P.)
Date : 23rd April, 2014

For and on behalf of the Board

ARUN CHURIWAL
Chairman & Managing Director
DIN: 00001718A.N. CHOUDHARY
Director
DIN: 00587814NIVEDAN CHURIWAL
Joint Managing Director
DIN: 00001749PRAVEEN JAIN
CFO & Company Secretary

OTHER INFORMATIONS

Table 1: INSTALLED CAPACITY

(` in lac)

Particulars	This Year	Previous Year
Looms	168	168
Worsted Spinning Spindles	8768	8768
Sythetic Spinning Spindles	18192	18192
Vortex Spinning Rotors	400	400
Fabrics Processing (Mtrs. In Lac)	264	264
Top, Fibre & Yarn Dyeing (MT)	1382	1382

Table 2: SALES, PRODUCTION & STOCKS

Particulars	Production		Purchase		Opening Stock		Closing Stock		Sale / Transfer	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
A. Own Manufacturing										
i) Fabrics										
Qty.- Lac Mtrs.	152.63	135.79	18.61	13.25	26.10	23.18	31.62	26.10	165.72	146.12
Value - Lac `	-	-	1133.62	883.78	3249.45	2675.71	3403.43	3249.45	25142.36	21648.56
ii) PV Yarn										
Qty. - Lac kg.	35.23	32.64	0.66	0.63	1.37	1.87	2.86	1.37	34.40	33.77
Value - Lac `	-	-	78.78	63.70	234.33	332.94	490.09	234.33	6635.46	6469.95
iii) Worsted Yarn										
Qty. - Lac Kgs.	6.77	6.72	-	0.04	0.38	0.39	0.25	0.38	6.90	6.77
Value - Lac `	-	-	-	20.99	181.38	205.91	194.32	181.38	4579.61	4251.61
iv) Vortex Yarn										
Qty.- Lac kg.	14.88	15.12	-	-	0.50	0.06	0.27	0.50	15.11	14.68
Value - Lac `	-	-	-	-	92.80	9.30	49.89	92.80	2972.94	2778.52
v) Garments										
Qty.- Lac Nos.	0.31	0.21	0.01	0.01	0.10	0.08	0.18	0.10	0.24	0.20
Value - Lac `	-	-	1.14	2.63	16.15	11.49	35.94	16.15	70.36	61.68
vi) Wind Power										
Qty.- Lac units	28.86	28.41	-	-	-	-	-	-	28.86	28.41
Value - Lac `	-	-	-	-	-	-	-	-	113.13	111.29
vii) Others										
Value - Lac `	-	-	10.09	16.06	6.34	4.16	5.74	6.34	38.74	22.98
B. Job work										
i) Fabric Processing										
Qty.- Lac Mtrs.	228.03	231.80	-	-	4.78	6.29	4.42	4.78	228.39	233.31
Value - Lac `	-	-	-	-	47.39	53.08	46.38	47.39	2953.91	3040.52
ii) Dying Charges										
Qty.- Lac Kgs.	18.87	17.44	-	-	0.01	0.01	0.02	0.01	18.86	17.44
Value - Lac `	-	-	-	-	0.32	0.44	0.36	0.32	565.12	348.38
iii) Yarn Spinning										
Qty.- Lac Kgs.	0.44	0.23	-	-	-	-	0.01	-	0.43	0.23
Value - Lac `	-	-	-	-	-	-	0.52	-	58.82	24.42
iv) Others										
Value - Lac `	-	-	-	-	-	-	-	-	-	3.41

OTHER INFORMATIONS

Sale/ Transfer include Inter division transfer for captive Consumption

i) Worsted Yarn		
Qty. - Lac kg.	6.00	5.66
Value - Lac `	3945.00	3518.10
ii) PV Yarn		
Qty. - Lac kg.	15.40	18.47
Value - Lac `	3239.62	3807.88
iii) Vortex Yarn		
Qty. - Lac kg.	0.02	0.04
Value - Lac `	5.03	8.31
Inter Division job charges :		
i) Fabrics Processing		
Qty.- Lac Mtrs.	152.99	137.95
Value - Lac `	2056.70	1987.20
ii) Dying Charges		
Qty. - Lac kg.	17.69	15.06
Value - Lac `	535.79	292.28

TABLE 3 : LONG TERM LOANS, RECEIPTS AND REPAYMENTS

(` in lac)

LOANS FROM	TOTAL LOANS			TOTAL REPAYMENTS			OUTSTANDING
	Till	New	Total	Till	Repayment	Total	as at
	31/03/2013	Loans	31/03/2014	31/03/2013	2013-14	31/03/2014	31/03/2014
IDBI Bank Ltd.	2087.00	-	2087.00	375.97	343.38	719.35	1367.65
Uco Bank	1760.00	-	1760.00	165.54	219.52	385.06	1374.94
Oriental Bank of Commerce	6033.82	-	6033.82	2086.25	819.91	2906.16	3127.66
Union Bank of India	308.11	-	308.11	171.68	38.75	210.43	97.68
Punjab National Bank	622.99	259.39	882.38	-	36.00	36.00	846.38
State Bank of Bikaner & Jaipur	-	209.43	209.43	-	-	-	209.43
Grand Total	10811.92	468.82	11280.74	2799.44	1457.56	4257.00	7023.74

TABLE 4: RETURN OF NET WORTH

(` in lac)

Year Ended	31st March, 2014	31st March, 2013	31st March, 2012	31st March, 2011	31st March, 2010
Net Worth	6686.30	6360.55	6177.67	6314.97	5928.67
Pre-tax Profit	385.22	26.67	63.49	951.43	614.30
Ratio%	5.76	0.42	1.03	15.07	10.36

TABLE 5: RETURN ON TURNOVER

(` in lac)

Year Ended	31st March, 2014	31st March, 2013	31st March, 2012	31st March, 2011	31st March, 2010
Sales	33889.56	29592.85	30553.43	27177.59	21801.99
Pre-depreciation Profit	1914.67	1495.08	1438.56	2221.48	1851.85
Ratio %	5.65	5.05	4.71	8.17	8.49



NOTICE

BSL LIMITED

CORPORATE IDENTITY NUMBER (CIN) L24302RJ1970PLC002266
Registered Office: 26, Industrial Area, Gandhi Nagar, Bhilwara – 311 001 (Rajasthan)
Phone: + 91-1482-246801 to 246806, Fax: + 91-1482-246807, 246157
E-mail: accounts@bslsuitings.com, Website: www.bslltd.com

NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting of the members of BSL LIMITED will be held on Friday, 19th September, 2014 at 11.00 A.M. at Registered Office of the company at 26, Industrial Area, Gandhi Nagar, Bhilwara – 311 001 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Statement of Profit & Loss for the year ended on 31st March, 2014 and the Reports of Directors and Auditors thereon
2. To declare a Dividend on Equity Shares.
3. To appoint a Director in place of Shri Ravi Jhunjhunwala (DIN 00060972) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, M/s A. L. Chechani & Co., Chartered Accountants (Firm Registration No. 005341C), be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION

“RESOLVED THAT pursuant to 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 Clause 49 of the Listing Agreement, Shri Sushil Jhunjhunwala (DIN 00082461), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of Five (5) consecutive years up to the Annual General Meeting of the calendar year 2019.”

6. To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION

“RESOLVED THAT pursuant to 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 Clause 49 of the Listing Agreement, Shri A. N. Choudhary (DIN 00587814), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of Five (5) consecutive years up to the Annual General Meeting of the calendar year 2019.”

7. To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION

“RESOLVED THAT pursuant to 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 Clause 49 of the Listing Agreement, Mrs. Abhilasha Mimani (DIN 06932590), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of Five (5) consecutive years up to the Annual General Meeting of the calendar year 2019.”

8. To consider and if thought fit to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT in supersession of the resolution passed at the Annual General Meeting of the Company held on 14th September, 2006 under Companies Act, 1956, the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorized, in accordance with Section 180(1) (c) and Section 180(2) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of

Association of the Company, to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed upto a sum of ₹ 250 Crores (Rupees Two Hundred Fifty Crores) over and above the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board of Directors be and is hereto empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution".

9. To consider and if thought fit to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT in supersession of the resolution passed at the Annual General Meeting of the Company held on 14th September, 2006 and pursuant to provisions of section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 the Board of Directors of the Company (hereinafter referred to as the 'Board') be and is hereby authorised, subject to requisite approvals, to mortgage and / or charge and / or hypothecate any or all of the present and / or future immovable and / or movable properties in favour of Bank(s) and / or financial institution(s) or Trustee(s) of the debenture / bond holders and / or any other institution(s) or bodies corporate in such form and manner and on such basis, terms and conditions as the Board may determine from time to time for the purpose of securing, if required, any debt(s) that may be raised by the Company from time to time, by issue(s) of Non-convertible Debentures / Bonds and / or external commercial borrowings and / or any other form(s) of debt or any combination thereof within the overall borrowing powers of ₹ 250 Crores (Rupees Two Hundred Fifty Crores) over and above aggregate of the paid up capital of the Company and its free reserves (that is to say reserve not set apart for any specific purpose) together with interest thereon further interest, premium on prepayment or redemption, liquidated damages, remuneration and any other costs, charges and expenses in connection therewith."

"RESOLVED FURTHER that the Board be and is hereby authorized to finalize ranking of Mortgages / charges whether pari-passu or otherwise margin of security and documents for creating mortgages / charges and to do all such acts, deeds, matters and things whatsoever as the Board may consider necessary, expedient, usual or proper in the matter."

10. To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 188 and

other applicable provisions of the Companies Act, 2013, if any, and as per Clause 49 of Listing Agreement (including any statutory modifications or re-enactments thereof for the time being in force) and subject to compliances of all applicable laws and regulations, consent of the Company be and is hereby accorded for entering into related party transactions by the Company during the year 2014-2015 and for subsequent years upto the maximum per annum amounts as appended below:

(₹ in Lacs)

MAXIMUM VALUE OF CONTRACT/ TRANSACTION (PER ANNUM) WEF 1ST APRIL 2014				
	Transactions defined u/s 188(1) of Companies Act, 2013			
Name of Related Parties	Sales, purchase or supply of any goods, materials*	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind*	Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services or property*
RSWM LIMITED	3315.00	-	10.00	357.00

* In Ordinary Course of Business and on Arm's length basis.

"RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors and / or any committee thereof be and is hereby authorised to settle any question, difficulty, or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things as may be necessary, proper desirable and to finalise any documents and writings related thereto."

11. To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956), Shri Nivedan Churiwal, Executive Director of the company be elevated as Joint Managing Director on existing terms & conditions of his appointment."

"RESOLVED FURTHER THAT Board of Directors and/or any committee thereof be and is hereby authorised to take all such steps and actions as may be considered necessary for the purpose of giving effect of this resolution."

12. To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 148, if applicable and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any modification(s) or re-enactment thereof), M/s N. D. Birla & Co. (Firm

Registration No 000028) Cost Accountants ,appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

By order of the Board
For **BSL Limited**

Place : Bhilwara
Date : 02/08/2014

(PRAVEEN JAIN)
CFO & Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The relevant details in respect of Items No. 3 pursuant to clause 49 of the Listing Agreement and the relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business under Item Nos. 5, 6, 7, 8, 9, 10, 11 & 12 and relevant details are annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 15th September 2014 to 19th September 2014(both days inclusive).
4. Members are requested to :
 - i) Quote their Identification number/ folio number in all correspondence with the Company/ Registrar & Share Transfer Agent (RTA).
 - ii) Notify immediately and change in their address and their mandate, at the Registered Office of the Company / Registrar & Share Transfer Agent (RTA).
 - iii) Notify their E-mail address to Depository/ Company for mailing of all notices/ documents as per guidelines of Ministry of Corporate Affairs.
5. A Dividend on Equity Share @ ` 1/- per Equity Share has been recommended by the Board of Directors for the year ended 31st March, 2014 and subject to the approval of the shareholders at the ensuing Annual General Meeting, is proposed to be paid from 23rd September 2014.
6. 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 desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
7. Pursuant to Section 124A(5) of the Companies Act, 2013 (corresponding to the Sec. 205A(5) and 205C of the Companies Act, 1956), all unclaimed/unpaid dividends up to the financial year ended 31st March, 2006 have been transferred to the Investor Education and Protection Fund established by Central Government as per section 125(1) of companies Act, 2013 (corresponding to the Section 205C of companies Act, 1956).

Members are hereby informed that all dividends which remain unclaimed/ unpaid over a period of 7 years have to be transferred by the Company to the Investor Education & Protection Fund constituted by the Central Government under Section 125(1) of companies Act, 2013 (corresponding to the Section 205C of companies Act, 1956). Accordingly, the shareholders who have not encashed the dividend warrants so far from the financial year 2006-2007 onwards are requested to make their claims to the company.
8. The members desirous of appointing their nominee for the Equity Shares held by them may apply in the revised nomination form (Form No SH 13) as per Company Act 2013.
9. 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.
10. As per SEBI Guidelines, Company has appointed M/s MCS SHARE TRANSFER AGENT LTD, Sri Venkatesh Bhawan, F-65, Okhla Industrial Area, Phase- I, New Delhi-110020 as its Registrar & Share Transfer Agent (RTA).
11. The Annual Report of the Company will also be available on the website of the Company www.bslltd.com . Document on physical form shall be sent to members upon request.
12. 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.
13. 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.
14. 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.

15. Members holding shares in physical form are requested to dematerialise their holdings in their own interest.

16. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 43rd Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- i. Members whose shareholding is in the dematerialised form and whose email addresses are registered with the Company/Depository Participant(s) will receive an email from NSDL informing the User-ID and Password.

1. Open email and open PDF file viz.; "BSLLTD e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 3. Click on Shareholder – Login.
 4. Put user ID and password as initial password noted in step (i) above. Click Login.
 5. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 6. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 7. Select "EVEN" (E Voting Event Number) of BSL Limited.
 8. Now you are ready for e-voting as Cast Vote page opens.
 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 10. Upon confirmation, the message "Vote cast successfully" will be displayed.
 11. Once you have voted on the resolution, you will not be allowed to modify your vote.
 12. Institutional Members (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. together with Name and specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to cs.vmanda@gmail.com or accounts@bslsuitings.com with a copy marked to evoting@nsdl.co.in.
- ii. For Members holding shares in dematerialised form whose email IDs are not registered with the Company/Depository

Participants, Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:

1. The **EVEN** (E Voting Event Number), **USER ID**, **PASSWORD** will be mailed separately by Registered Post at registered address with the Company.
 2. Please follow all steps from Sr. No. 1 to Sr. No. 12 of (i) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at downloads section of www.evoting.nsdl.com.
- III. 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 Password' option available on the site to reset the password.
- IV. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VI. The e-voting period commences on Thursday, September 11, 2014 (9:00 A.M.) and ends on Saturday, September 13, 2014 (6:00 P.M.). During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the cutoff date of Friday, August 8th, 2014, may cast their vote electronically. The 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.
- VII. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cutoff date of Friday, August 8th, 2014.
- VIII. Mr. Manoj Maheshwari (Membership No. FCS 3355), M/s V. M. & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IX. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- X. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bslltd.com and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the stock exchanges.
17. 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 (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.

I. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5 & 6

Shri Sushil Jhunjunwala and Shri A. N. Choudhary are Independent Directors of the Company. Shri Sushil Jhunjunwala was appointed on 19/12/2000 and Shri A. N. Choudhary was appointed on 30/07/2009.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement and as per Section 149 of the Companies Act 2013 inter alia stipulating the conditions for the appointment of Independent directors by a listed company.

It is proposed to appoint Shri Sushil Jhunjunwala and Shri A. N. Choudhary as Independent Directors under Section 149 and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term up to the Annual General Meeting of the Calendar year 2019.

The Company has received notices in writing from members' alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each Shri Sushil Jhunjunwala and Shri A. N. Choudhary for the office of Directors of the Company.

The Company has also received declarations from Shri Sushil Jhunjunwala and Shri A. N. Choudhary that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Sushil Jhunjunwala and Shri A. N. Choudhary fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri Sushil Jhunjunwala and Shri A. N. Choudhary are independent of the management.

Brief resume of Shri Sushil Jhunjunwala and Shri A. N. Choudhary, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided hereunder.

Copy of the draft letters for respective appointments of Shri Sushil Jhunjunwala and Shri A. N. Choudhary as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

The Board of Directors accordingly recommends the resolution for your approval.

Except Mr. Sushil Jhunjunwala and Amar Nath Choudhary, None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in the Resolution set out at Item No. 5 & 6.

ITEM NO. 7

The Board of Directors of the Company at its meeting held on 2nd August 2014, appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mrs. Abhilasha Mimani as an Additional Director of the Company.

In terms of the provisions of Section 161(1) of the Act, Mrs. Abhilasha Mimani would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Abhilasha Mimani for the office of Director of the Company.

Mrs. Abhilasha Mimani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and she shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mrs. Abhilasha Mimani that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mrs. Abhilasha Mimani possesses appropriate skills, experience and knowledge, inter alia, in the field of finance.

In the opinion of the Board, Mrs. Abhilasha Mimani fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Mrs. Abhilasha Mimani is independent of the management.

Brief resume of Mrs. Abhilasha Mimani, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided hereunder.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Abhilasha Mimani is appointed as an Independent Director.

Copy of the draft letter for appointment of Mrs. Abhilasha Mimani as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. In the opinion of the Board, Mrs. Abhilasha Mimani fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Mrs. Abhilasha Mimani is independent of the management.

Save and except Mrs. Abhilasha Mimani and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

DETAILS OF THE INDEPENDENT DIRECTORS SEEKING APPOINTMENT IN ANNUAL GENERAL MEETING ARE AS FOLLOW:

(In pursuance of Section 149 of the companies Act, 2013 read with Schedule IV)

Name of Director	Shri Sushil Jhunjunwala	Shri Amar Nath Choudhary	Mrs. Abhilasha Mimani
Date of Birth	23rd August, 1950	6th March, 1944	08th January, 1973
Date of Appointment	19th December, 2000	30th July, 2009	02th August, 2014
Qualification	B.Com.	B.Com., LLB, FCA, FCS	CA (Chartered Accountant)
Expertise in specific functional area	Industrialist with rich business experience	Rich Expertise in Textile Industry	Rich Industrial Experience
List of Public Companies in which Directorships held	1. La Opala RG LTD. 2. Genesis Exports Ltd. 3. RSWM Ltd.	1. Vitarich Agro Food (India) Limited 2. RSWM Limited	None
Chairman/ Member of the Committees of Board of Directors of the Company	Audit Committee- Member	Audit Committee- Member	None
Chairman/ Member of the Committees of Directors of other Companies a) Audit Committee b) Shareholders/ Investors Grievances Redressal Committee (Stakeholders Relationship Committee)	- -	1. RSWM Limited- Member (a)	None

ITEM NO. 8

Section 180 of the Companies Act, 2013 (the Act) (corresponding to Section 293 of the Companies Act, 1956) has been notified by Ministry of Corporate Affairs (MCA) with effect from September 12, 2013. In terms of Section 180(1)(c) which corresponds to Section 293(1)(d) of the Companies Act, 1956 read with Articles 59 of the Articles of Association of the Company, borrowings by the Company (apart from the deposits accepted in the ordinary course of business by the Company, temporary loans repayable on demand or within six months from the date of the loan, and temporary loans, if any, obtained from the Company's bankers, other than loans raised for the purpose of financing expenditure of a capital nature), in excess of the paid-up capital of the Company and its free reserves, require the approval of the Members by way of special resolution.

The Members at the Annual General Meeting held on 14th September, 2006 had approved the borrowing of sums not exceeding ` 250 Crores (Rupees Two Hundred Fifty Crores) over and above the Paid up Share Capital and Free Reserve of the Company under Section 293(1)(d) of the Companies Act, 1956 by Ordinary Resolution.

As per Companies Act, 2013, Special Resolution is required to be passed in the said matter.

Pursuant to the same, it is proposed to seek a fresh approval of the Members by special resolution under Section 180(1)(c) of the Companies Act, 2013. Keeping in view the Company's business requirements and its growth plans, it is considered to keep borrowing limits at present limit of ` 250 Crores (Rupees Two Hundred Fifty Crores) over and above the Paid up Share Capital and Free Reserve of the Company.

The Board of Directors accordingly recommends the resolution for your approval.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in the Resolution set out at Item No. 8.

ITEM NO. 9

Presently company is having approval from shareholders by ordinary resolution passed at the Annual General Meeting of the Company held on 14th September, 2006 under section 293(1)(a) of the Companies Act, 1956, but due to enactment of new Companies Act, 2013, under its Section 180(1)(a) consent of shareholders by special resolution is required for creation of mortgage / charge / hypothecate any or all of the present and future immovable and movable properties of the company in favour of Banks / Financial Institutions / Trustees of the debentures/ Bond holders etc.

Since the Company may take major expansion plan in the coming years, therefore it is proposed to empower Board of Directors to mortgage or to create charge in favour of Banks / Financial Institutions etc up to the borrowing powers of ` 250 Crores (Rupees Two Hundred Fifty Crores) over and above Paid up Share Capital and Free Reserve of the Company as proposed in this notice at Item No.9. Moreover, Special Resolution is required to be passed in this regard.

The Board of Directors accordingly recommends the resolution for your approval.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in the Resolution set out at Item No. 9.

ITEM NO. 10

The provisions of Section 188(1) of the Companies Act 2013 that govern the Related Party Transactions require a Company to obtain

prior approval of the Board of Directors and in case the paid up share capital of a company is Rs. 10 Crores or more, the prior approval of shareholders by way of a Special Resolution.

Further, third proviso to section 188(1) provides that nothing shall apply to any transaction entered into by the company in its ordinary course of business other than transactions which are not on Arm's length basis.

Further as per Clause 49 of Listing Agreement Approval of shareholders is required by special resolution if this falls under definition of Material related party transactions.

In the light of provisions of the Companies Act 2013, and Clause 49 of the Listing Agreement, the Board of Directors of your Company in its Board Meeting held on 23rd April, 2014, has approved the proposed transactions along with annual limits that your Company may enter into with its Related Party (as defined under the Companies Act 2013) for the financial year 2014-15 and for subsequent years, for such amount as Board of Directors of the Company may from time to time determine in the interest of the Company, thinks proper and fit in the ordinary course of Business and on Arm's length Basis.

All prescribed disclosures as required to be given under the provisions of the Companies Act 2013 and Companies (Meetings of Board and its Powers) Rules, 2014 and as per Clause 49 of Listing Agreement, are given herein below in a tabular format for kind perusal of the members.

PARTICULARS OF THE PROPOSED TRANSACTIONS FOR THE PURPOSE OF APPROVAL U/S 188 OF THE COMPANIES ACT, 2013 AND CLAUSE 49 OF LISTING AGREEMENT				
MAXIMUM VALUE OF CONTRACT/ TRANSACTIONS (PER ANNUM) WEF 1ST APRIL 2014				
	Transactions defined u/s 188(1) of Companies Act, 2013			
	(` in Lacs)			
Name and Nature of Related Parties	Sales, purchase or supply of any goods, materials*	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind*	Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services or property*
RSWM LIMITED				
(A Group Company)	3315.00	-	10.00	357.00

* In Ordinary course of Business and on Arm's length basis.

The details of related party contract are as under:

- Name of Related party and nature of relationship: As provided in table above.
- Nature of Contract and Particulars of the contract or arrangement: Purchase/Sale of Yarn and Fibre, Services received or rendered having value of ` 36.82 Crores per Annum in the ordinary course of Business and at Arm's Length Prices.
- Name of the Directors who are related : Shri A. K. Churiwal, Chairman & Managing director of the company as well as Managing Director of RSWM Ltd. and Shri Ravi Jhunjhunwala, Shekhar Agarwal (Promoter- Non-Executive Director), Shri Sushil Jhunjhunwala, Shri A.N. Choudhary (Independent Directors)

are also Directors in RSWM Ltd and Shri Nivedan Churiwal, Joint Managing Director of company who is son of Shri A. K. 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.

The Board of Directors of your Company recommends the resolution as set out in the accompanying notice for the approval of the members of the Company as a Special Resolution.

None of the Directors & Key Managerial Personnel of the Company including their relatives except as mentioned above are, in any way concerned or interested in the Resolution set out at Item No. 10.

ITEM NO. 11

Shri Nivedan Churiwal, was re-appointed as Executive Director of the company in Annual General Meeting held on 18th September, 2012 for the period of five years from 26th July, 2012 to 25th July, 2017.

Looking to his vast experience and expertise in textile industry, Board of Directors at its meeting held on 23rd April 2014 have elevated him as Joint Managing Director of the Company on existing terms and conditions of his appointment as approved by the Shareholders in Annual General Meeting held on 18th September, 2012.

The Board of Directors accordingly recommends the resolution for your approval.

Except Shri A. K. Churiwal and Shri Nivedan Churiwal, None of the other Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in the Resolution set out at Item No. 11.

ITEM NO. 12

The Board in their meeting held on 23rd April, 2014, approved the appointment and remuneration of M/s N. D. Birla & Co. Cost Accountants, as Cost Auditor of the Company on recommendations of the Audit Committee subject to applicability of the 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 March 31, 2015.

Pursuant to the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ` 0.75 lacs payable to the Cost Auditors has to be ratified by the shareholders of the Company.

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. 12 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 12 of the Notice for approval by the shareholders.

II. DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE:

I. Re-appointment of Shri Ravi Jhunjunwala (Item No. 3)

In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013, effective from 1st April, 2014, 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.

Mr. Ravi Jhunjunwala shall accordingly retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

Details of Mr. Ravi Jhunjunwala are as follow:

Name of Director	Shri Ravi Jhunjunwala
Date of Birth	28th October, 1955
Date of Appointment	16th October, 1993
Qualification	B.Com. (Hons.), MBA
Expertise in specific functional area	Industrialist with diversified business experience
List of Public Companies in which Directorships held	1. HEG LTD. 2. RSWM LIMITED 3. Maral Overseas Ltd. 4. Malana Power Company Ltd. 5. Indo Canadian Consultancy Services Ltd. 6. Cheslind Textiles Ltd. 7. AD Hydro Power Ltd 8. Bhilwara Energy Ltd. 9. Bhilwara Green Energy Ltd. 10. NJC Hydro Power Limited 11. India Glycols Ltd. 12. J.K. Lakshmi Cement Ltd.
Chairman/ Member of the Committees of Board of Directors of the Company	Shareholder's/Investor's Grievance Redressal Committee (Stakeholders Relationship Committee) - Member
Chairman/ Member of the Committees of Directors of other Companies a) Audit Committee b) Shareholders/ Investors Grievance Committee (Stakeholders Relationship Committee)	1. HEG Ltd.- Member (b) 2. Malana Power Company Ltd.- Chairman (a) 3. AD Hydro Power Ltd.- Chairman (a) 4. J.K. Lakshmi Cement Ltd. (a)

Except Shri Ravi Jhunjunwala, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in agenda Item No. 3.

II. Appointment of other Directors (Item Nos. 5,6 & 7)

For the details of Shri Sushil Jhunjunwala, Shri Amar Nath Choudhary and Mrs. Abhilasha Mimani, please refer to the above Explanatory Statement in respect of the Special Business set out at Item Nos. 5, 6 & 7 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

By order of the Board
For **BSL Limited**

Place : Bhilwara
Date : 02/08/2014

(PRAVEEN JAIN)
CFO & Company Secretary



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 Equity Share(s) held

Name and address of the Shareholders :

I hereby record my presence at the **43RD ANNUAL GENERAL MEETING** of the Company held on Friday, 19th September, 2014 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 ofshares of BSL Ltd., hereby appoint:

1. Name :Address :

..... E-mail Id :

Signature, or failing him / her

2. Name :Address :

..... E-mail Id :

Signature, or failing him / her

3. Name :Address :

..... E-mail Id :

Signature, or failing him / her

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 **43rd Annual General Meeting** of the Company, to be held on **Friday, 19th September, 2014 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:

Resolution	For	Against
1. Receive, consider, approve and adopt Audited Balance Sheet, Statement of Profit & Loss , Reports of the Board of Directors and Auditors		
2. Declaration of Dividend on Equity Shares		
3. Re appointment of Shri Ravi Jhunjunwala who retires by rotation		
4. Appointment of Auditors and fixing their remuneration		
5. Appointment of Shri Sushil Jhunjunwala as Independent Director		
6. Appointment of Shri A. N. Choudhary as Independent Director		
7. Appointment of Mrs. Abhilasha Mimani as Independent Director		
8. Approval for Borrowing limit		
9. Approval for Mortgages / charges/ Hypothecate of Immovable and/or Movable Properties of the Company		
10. Approval for Related party transaction		
11. Elevation of Shri Nivedan Churiwal as Joint Managing Director		
12. Approval of the Remuneration of Cost Auditors		

*Applicable for investors holding shares in electronic form.

Signed this.....day of2014

Signature of Shareholder



Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

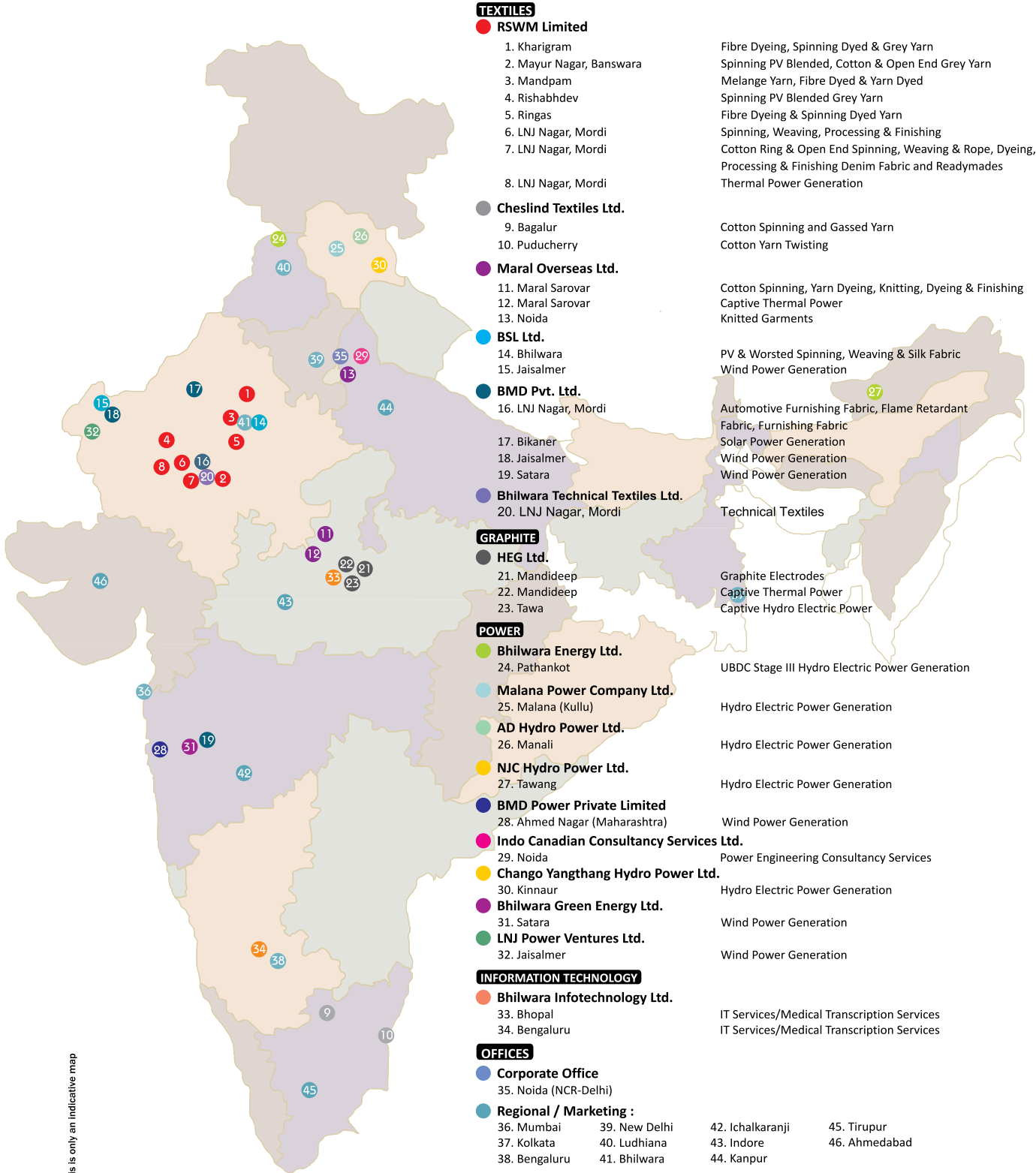
Notes:

- (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 jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

NATIONWIDE NETWORK



PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL



This is only an indicative map

TEXTILES

RSWM Limited

1. Kharigram
2. Mayur Nagar, Banswara
3. Mandpam
4. Rishabhdev
5. Ringas
6. LNJ Nagar, Mordi
7. LNJ Nagar, Mordi
8. LNJ Nagar, Mordi

Fibre Dyeing, Spinning Dyed & Grey Yarn
Spinning PV Blended, Cotton & Open End Grey Yarn
Melange Yarn, Fibre Dyed & Yarn Dyed
Spinning PV Blended Grey Yarn
Fibre Dyeing & Spinning Dyed Yarn
Spinning, Weaving, Processing & Finishing
Cotton Ring & Open End Spinning, Weaving & Rope, Dyeing,
Processing & Finishing Denim Fabric and Readymades
Thermal Power Generation

Cheslind Textiles Ltd.

9. Bagalur
10. Puducherry

Cotton Spinning and Gassed Yarn
Cotton Yarn Twisting

Maral Overseas Ltd.

11. Maral Sarovar
12. Maral Sarovar
13. Noida

Cotton Spinning, Yarn Dyeing, Knitting, Dyeing & Finishing
Captive Thermal Power
Knitted Garments

BSL Ltd.

14. Bhilwara
15. Jaisalmer

PV & Worsted Spinning, Weaving & Silk Fabric
Wind Power Generation

BMD Pvt. Ltd.

16. LNJ Nagar, Mordi
17. Bikaner
18. Jaisalmer
19. Satara

Automotive Furnishing Fabric, Flame Retardant
Fabric, Furnishing Fabric
Solar Power Generation
Wind Power Generation
Wind Power Generation

Bhilwara Technical Textiles Ltd.

20. LNJ Nagar, Mordi

Technical Textiles

GRAPHITE

HEG Ltd.

21. Mandideep
22. Mandideep
23. Tawa

Graphite Electrodes
Captive Thermal Power
Captive Hydro Electric Power

POWER

Bhilwara Energy Ltd.

24. Pathankot

UBDC Stage III Hydro Electric Power Generation

Malana Power Company Ltd.

25. Malana (Kullu)

Hydro Electric Power Generation

AD Hydro Power Ltd.

26. Manali

Hydro Electric Power Generation

NJC Hydro Power Ltd.

27. Tawang

Hydro Electric Power Generation

BMD Power Private Limited

28. Ahmed Nagar (Maharashtra)

Wind Power Generation

Indo Canadian Consultancy Services Ltd.

29. Noida

Power Engineering Consultancy Services

Chango Yangthang Hydro Power Ltd.

30. Kinnaur

Hydro Electric Power Generation

Bhilwara Green Energy Ltd.

31. Satara

Wind Power Generation

LNJ Power Ventures Ltd.

32. Jaisalmer

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. Noida (NCR-Delhi)

Regional / Marketing :

- | | |
|---------------|---------------|
| 36. Mumbai | 39. New Delhi |
| 37. Kolkata | 40. Ludhiana |
| 38. Bengaluru | 41. Bhilwara |

- | | |
|------------------|---------------|
| 42. Ichalkaranji | 45. Tirupur |
| 43. Indore | 46. Ahmedabad |
| 44. Kanpur | |



PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL



BSL LIMITED

CIN L24302RJ1970PL002266

Registered Office:

26, Industrial Area, P.B. No. 17,

Gandhi Nagar, Bhilwara - 311 001 (Rajasthan) India

Website: www.bslltd.com/www.lnjbhilwara.com