
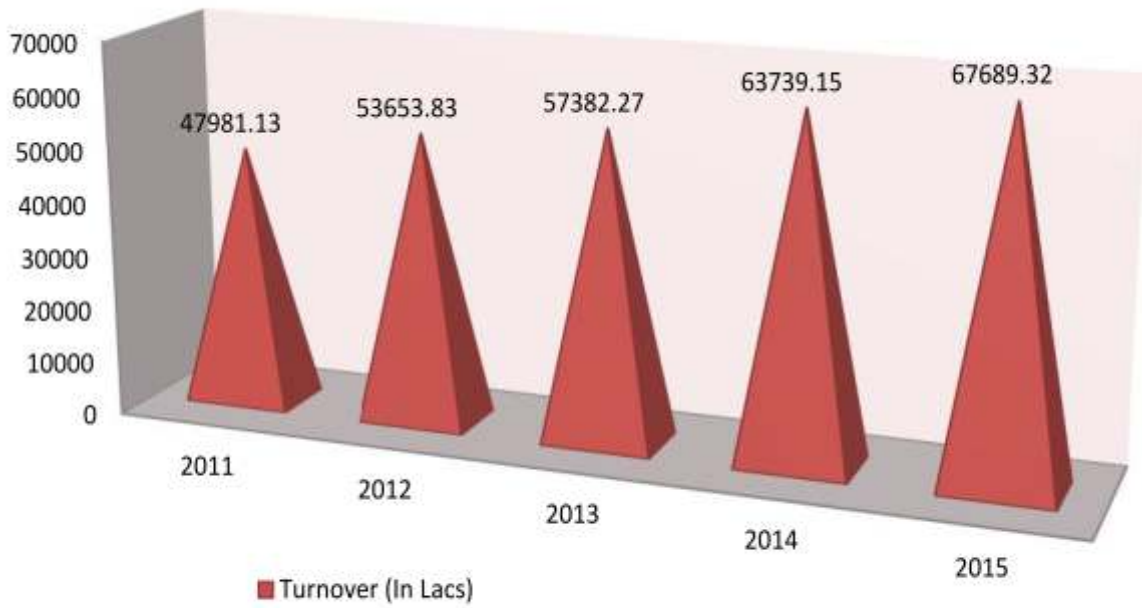


39th **ANNUAL REPORT** 2014-15

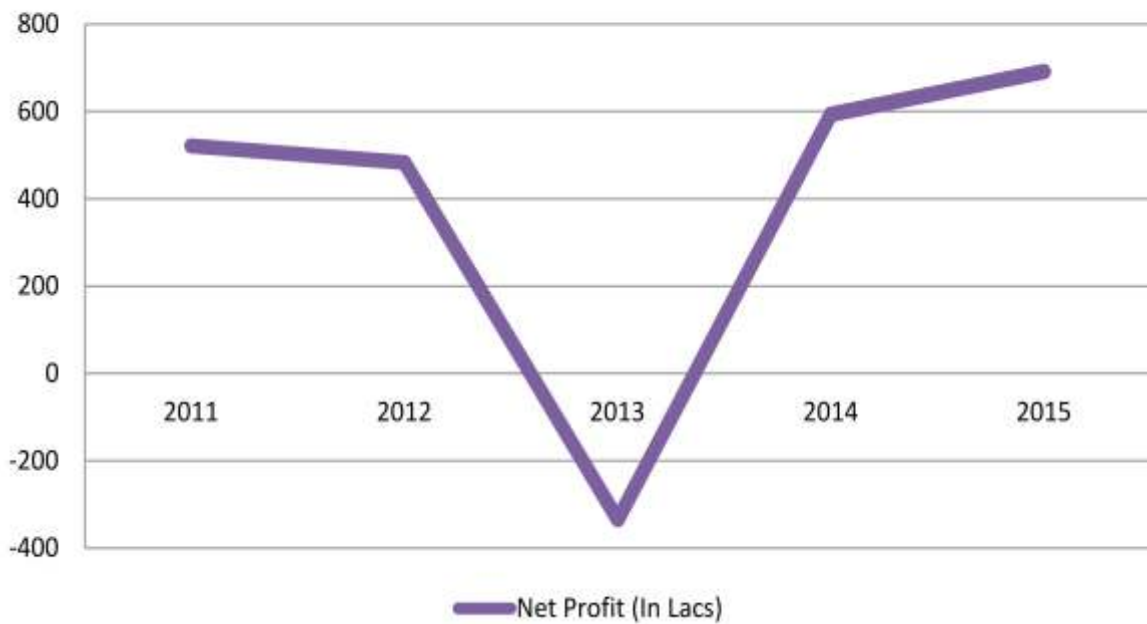


BCL Industries
& Infrastructures Ltd.

The logo for BCL Industries & Infrastructures Ltd. features a stylized, abstract design with a central vertical line and curved elements, resembling a flame or a stylized letter 'B'. The text 'BCL Industries' is in a bold, sans-serif font, and '& Infrastructures Ltd.' is in a smaller, regular font below it.



Trending Net Profit



BOARD OF DIRECTORS

Shri Rajinder Mittal

Managing Director

Shri R.C. Nayyar

Chairman & Independent Director

Shri S.N. Goyal

Whole - Time Director

Shri V.K. Nayyar

Independent Director

Smt. Meenu Mittal

Independent Director

COMPANY SECRETARY

Smt. Kangan Dhamija

AUDITORS

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

INTERNAL AUDITORS

A M R G & ASSOCIATES
(Formerly named as Mohan Aggarwal & Associates)
Chartered Accountants
18A, IIInd Floor, North Avenue Road,
West Punjabi Bagh,
New Delhi-110026

MAIN BANKERS

Punjab National Bank,
Bank Street,
Bathinda-151 001

REGISTERED OFFICE & WORKS

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

Contents

<i>Notice</i>	<i>1</i>
<i>Board' Report</i>	<i>5</i>
<i>Corporate Governance Report</i>	<i>21</i>
<i>Auditor's Report</i>	<i>36</i>
<i>Balance Sheet</i>	<i>39</i>
<i>Statement on Profit & Loss Account</i>	<i>40</i>
<i>Cash Flow Statement</i>	<i>41</i>
<i>Notes on Financial Statement</i>	<i>42</i>

NOTICE

Notice is hereby given that the thirty-ninth 39th Annual General Meeting of the members of BCL Industries & Infrastructures Limited will be held on Saturday, 26th Day of September, 2015 at 3.30 p.m. at Ganpati Enclave, Dabwali Road, Bathinda (Punjab) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Profit & Loss Account for the year ended on that date and reports of the Board of Directors and Auditors and Corporate Governance report thereon.
2. To appoint a Director in place of Sh. Rajinder Mittal, who retires by rotation and being eligible offers himself for his re-appointment.
3. To declare a Final Dividend on equity shares for the financial year ended 31st March, 2015.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. P. Mittal & Co., Chartered Accountants, Bathinda (Membership No.-081456), be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of 39th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

For and on behalf of the Board

Place : Bathinda (Punjab)
Date : 26th Aug., 2015

Kangan Dhamija
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE**

COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS (48 HOURS) BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.

DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, A MEMBER WOULD BE ENTITLED TO INSPECT THE PROXIES LODGED AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS OF NOTICE IN WRITING IS GIVEN TO THE COMPANY.

2. With effect from April 01, 2014, inter-alia, provisions of section 149 of Companies Act, 2013, has been brought into force. In terms of the said section read with section 152(6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors. Therefore, the directors to retire by rotation have been re-ascertained on the date of this notice. Accordingly, Sh. Rajinder Mittal, Managing Director of the company will retire at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. In terms of clause 49 of the listing agreement with the Stock Exchange, details of director retiring by rotation at the ensuing Annual General Meeting is given in annexure to this notice.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Pursuant Clause 49 of Listing Agreement, profile of Directors proposed for Appointment

/reappointment being given in a statement containing details of the concerned directors is attached hereto.

5. The Register of members and share transfer books of the Company will remain closed from 23rd September, 2015 to 26th September, 2015 (both days inclusive).
6. Subject to the provisions of section 126 of the Companies Act, 2013, dividend as recommended by the Directors for the year ended 31st March, 2015, will be payable to those Members, whose names appear in the Register of Members as on September 22nd, 2015 and in respect of shares held in dematerialized form, as per the list of beneficial owners furnished to the Company by NSDL/CDSL, as on September 22nd, 2015.

Note: (i) In respect of shares held in electronic/demat form, beneficial owners are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participant.

(ii) Members holding shares in physical form are requested to notify any change in their address, bank account, etc. to the Company or to the Registrar and Transfer Agent.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic format, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

8. Voting through electronic means:

Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic

means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, September 23rd, 2015 from 10.00 a.m. to 06.00 p.m. and ends on Friday, September 25th, 2015 from 10.00 a.m. to 06.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 19th, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website **www.evotingindia.com** during the voting period
- (iv) Click on "Shareholders" tab.
- (v) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (vi) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. (Sequence Number Provided separately with the report) In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name In CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR DOB	Enter the Dividend bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to Login.
	<ul style="list-style-type: none"> If both the details are not recorded with the Depository or company please enter the member id / folio number in the Dividend bank details field as mentioned in instruction (VI).

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

- on to **www.evotingindia.com** and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the Login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any should be uploaded, in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at **www.evotingindia.com** under help section or write an email to **helpdesk.evoting@cdslindia.com**
- M/s. S. Parnami & Associates, Company Secretaries, Bathinda have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The scrutinizer shall from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website **www.bcl.ind.in** and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

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

Name of Director	Shri Rajinder Mittal
Date of Birth	30/04/1959
Date of Appointment	01/04/1992
Expertise in specific functional area	He is a Commerce Graduate and has a wide and rich experience over and above 37 years in trade and industry. He is having experience in the business of Edible oils, Real Estate, Distillery, Manufacturing, etc. He is responsible for overall activities of the company and manages day to day affairs of the company.
List of outside Directorships held	Kissan Fats Ltd., Gee City Builders Pvt Ltd., Ansal Mittal Township Pvt Ltd., Ganpati Townships Ltd., Pioneer Industries Ltd., Sheeshmahal Developers Ltd., Creative Buildwell Pvt Ltd., GBM Projects Pvt Ltd., Rishi Maintenance Services Pvt Ltd. , BCL Industries & Infra Structures Limited, Chavanrishi Resorts Pvt. Ltd. Indian Vanaspati Producers Association and Svaksha Distillery Limited.
Shareholding	1230500 equity shares

BOARD REPORT

To

The Members of BCL Industries & Infrastructures Limited,

Your Directors have pleasure in submitting their 39th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2015.

FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year's figures are given hereunder:

Particulars For the Year ended 31st March, 2015

	(₹ In Lacs)	(₹ In Lacs)
	<u>2014-15</u>	<u>2013-14</u>
Profit before Depreciation,	4280.41	3296.86
Finance Cost and Tax Expenses		
Less:		
Finance Cost	2431.85	1414.74
Depreciation	827.92	1119.96
Profit before tax	1020.64	762.16
Add/ (Less) :		
Current Tax	(200.00)	(85.00)
Deferred Tax	(49.64)	(2.71)
Prior Period Items	(79.41)	(81.28)
Profit for the year	691.59	593.17
EPS after exceptional Item:		
Basic	4.89	4.19
Diluted	4.89	4.19

DIVIDEND

In the month of February the Company declared an Interim Dividend of 0.60 paisa per share (i.e. 6% of paid-up Capital of Company). Your Directors are pleased to recommend a final dividend of 0.40 paisa per equity share (i.e. 4% of Paid-up Capital of the Company). The dividend if approved and declared in the forthcoming Annual General meeting would result a total Dividend outflow of Rs. 141.50 lacs.

The total aggregate dividend becomes 10% of Paid-up

Capital (both inclusive interim and final) for the current financial year.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is as follow:

Earnings: NIL

Outgo: Rs.7262.40 Lacs

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

During the year, your directors have constituted the Corporate Social Responsibility and Governance Committee (CSR&G Committee) comprising Shri R.C. Nayyar as the Chairman and Shri V.K. Nayyar and Sh. S.N. Goyal as other members.

The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities.

The Annual Report on Company's CSR activities of the Company is furnished in **Annexure I** and attached to this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone financial statement (**Please refer to Note No. 11 to the financial statement**).

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto is disclosed in Form No. AOC-2 furnished in **Annexure II** and is attached to this report.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There was no a qualification, reservations or adverse remarks made either by the Statutory Auditors or by the Practicing Company Secretary in their respective reports.

ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is Annexed as **Annexure III** with this report.

MEETINGS

During the year twenty six Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had 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 and loss of the company for that period;

- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

FIXED DEPOSITS

During the year under review, the Company had launched the scheme of Fixed Deposits for the public. The details of deposits accepted/renewed during the year under review are furnished hereunder:

<u>S.No.</u>	<u>PARTICULARS</u>	<u>(Rs. In Lacs)</u>
a)	Amount accepted during the year	76.70
b)	Amount remained unpaid or unclaimed as at the end of the year	Nil
c)	whether there has been any default in repayment of deposits or payment of interest thereon during the year	Nil

DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board in that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the

provisions of the Companies Act, 2013 and the relevant rules.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sh. Rajinder Mittal, Managing Director of the company, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

The remuneration paid to the Executive Directors is given in Corporate Governance Report.

STATUTORY AUDITORS

M/s P. Mittal & Co., Chartered Accountants, Bathinda will hold office from the conclusion of the 39th Annual General Meeting till the conclusion of 43rd Annual General Meeting subject to any ratification as per the provisions of Companies Act, 2013. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

DISCLOSURE ABOUT COST AUDIT

In terms of the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. Khuswinder Kumar & Co., Cost Accountants have been appointed as Cost Auditors to conduct the audit of cost records of your company for the financial year 2015-16.

Your Company submits its Cost Audit Report with the Ministry of Corporate Affairs within the stipulated time period.

SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Act and Rules made there under, M/s. S. Parnami & Associates, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed to this report. The report is self-explanatory and do not call for any further comments.

INTERNAL AUDIT & CONTROLS

The Company has engaged M/s AMRG & Associates, New Delhi as its Internal Auditors for the financial year 2014-15. During the year, the Company continued to implement their suggestions and recommendations

to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations. The Company has now appointed M/s. Kamal Parshotam Jain & Company as Internal Auditors for the financial year 2015-16.

PARTICULARS OF EMPLOYEES

The provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not applicable as there was no employee in the company during the year, drawing remuneration more than the amount specified in terms of the Act.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

RISK MANAGEMENT POLICY

During the year, your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board in (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, regulatory, reputational and other risks have been identified and assessed and there is an adequate

risk management infrastructure in place capable of addressing those risks. A Group Risk Management Policy was reviewed and approved by the Committee.

The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

CORPORATE GOVERNANCE CERTIFICATE

The Compliance certificate from the statutory auditors regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement is annexed with the report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis forms integral part of this Annual Report for the year ended 31st March, 2015.

STATUTORY DISCLOSURES

In terms of the provisions of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended, the names and other particulars of the employees are set out in the annexure to the Directors' Report. However, as per the provisions of Section 219 (b) (iv) of the said Act read with Clause 32 of the Listing Agreement, the Annual Report excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining such particulars may write to the Company at the registered office of the Company.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act the company had set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of

harassment.

HUMAN RESOURCES

Your Company treats its "human resources" as one of its most important assets.

Your Company continuously invest in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to BSE where the Company's Shares are listed.

ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, employees, consultants, and various Government Authorities for their continued support extended to your Company's activities during the year under review.

Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on their Company.

for and on behalf of the Board of Directors

**Place: Bathinda (Pb.)
Date: 30th May, 2015**

Chairman

Compliance with Code of Business Conduct and Ethics

To

**The Members of
BCL Industries & Infrastructures Limited,**

Pursuant to Clause 49(1)(D)(ii), I hereby confirm that, for the financial year ended 31st March, 2015 all the Board members and the Senior management personnel have affirmed compliance with the code of conduct framed by the Company

For BCL Industries & Infrastructures Ltd.

Date : 30th May, 2015

Place : Bathinda (Pb.)

Sd/-

Managing Director

CEO / CFO CERTIFICATE

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

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

Date : 30th May, 2015

Place : Bathinda (Pb.)

Sd/-

Managing Director

Sd/-

Chief Financial Officer

Annexure I

CSR POLICY

(Approved by the Board of Directors on 23.09.2014)

Our aim is to be one of the most respected companies in India delivering superior and sustainable value to all our customers, business partners, shareholders, employees and host communities.

The CSR initiatives focus on holistic development of host communities and create social, environmental and economic value to the society.

- To pursue these objectives we will continue to:
- Uphold and promote the principles of inclusive growth and equitable development.
- Develop Community Development Plans based on needs and priorities of host communities and measure the effectiveness of community development programmes.
- Work actively in areas of preventive health and sanitation, education, skills for employability, livelihoods and income generation, waste resource management and water conservation for host communities for enhancing Human Development Index.
- Collaborate with likeminded bodies like governments, voluntary organizations and academic institutes in pursuit of our goals.

Interact regularly with stakeholders, review and publicly report our CSR initiatives.

ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT

- (1) A brief outline of the company's CSR policy, including overview of projects or programs undertaken are given under and are also available on our website i.e. www.bcl.ind.in
- (2) The Composition of the CSR Committee:
Chairman- Sh.R.C.Nayyar,
Members- Sh. S.N. Goyal, Sh.V.K. Nayyar
- (3) Average net profit of the company for last three financial years: **Rs. 247.32 Lacs**
- (4) Prescribed CSR Expenditure: **Rs. 4.94 Lacs**
- (5) Details of CSR spent during the financial year: **Rs. 17.41 Lacs**
 - (a) Total amount to be spent for the financial year: **Rs. 4.94 Lacs**
 - (b) Amount unspent, if any: **NIL**
 - (c) Manner in which the amount spent during the financial year is detailed below:

S.No.	Particulars	(1)	(2)	(3)	Total (In Rs.)
(1)	CSR project or activity identified	Welfare of Handicapped	Promoting Education & Sports	Others	1741500/-
(2)	Sector in which the project is covered	Urban Area	Rural Area	---	---

Sd/-
Managing Director

Sd/-
Chairman CSR Committee

Annexure - II

FORM NO. AOC -2

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis.

S.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	M/s Kissan Fats Limited
b)	Nature of transaction	Sale & Purchase of Goods
c)	Relationship	One Common Director
d)	Date of approval by the Board	02.04.2015
e)	Sale of Goods- Purchase of Goods- Interest Paid/Credited	₹ 482.87 Lacs ₹ 4648.82 Lacs ₹ 180.19 Lacs

2. Details of contracts or arrangements or transactions at Arm's length basis.

S.No.	Particulars	Details
a)	Name(s) of the related party & nature of relationship	M/s RK Exports
b)	Nature of transaction	Sale & Purchase of Goods
c)	Relationship	Proprietorship firm of a Director
d)	Date of approval by the Board	02.04.2015
e)	Purchase of Goods- Interest Received/Debited	₹ 2529.68 Lacs ₹ 383.18 Lacs

Sd/-
Managing Director

Sd/-
Chairman

Annexure - III

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L24231PB1976PLC003624
2.	Registration Date	03/02/1976
3.	Name of the Company	BCL Industries & Infrastructures Limited
4.	Category/Sub-category of the Company	Public Company/ Limited By Shares
5.	Address of the Registered Office & contact details	Hazi Rattan Link Road, Post Box No. 71, Bathinda-151001(Punjab) Tel: 0164- 2240163,2211628,2240443
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-1, Near PVR Naraina New-Delhi-110028 Tel:011-41410592

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of Main Products / Services	NIC Code of the Product/service	% to total turnover of the company
1	Edible Oil Business comprising oil, Solvent Extraction Unit, Vanaspati Ghee, Refined Vegetable Oil & Rice.	512	72.04%
2	Real Estate Business	701	2.02%
3	Distillery Business Unit	155	25.71%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

There are no particulars of Holding, Subsidiary and Associates Companies.

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

A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31 st March 2014]				No. of Shares held at the end of the year [As on 31 st March 2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1230500	412740	1643240	11.61%	1230500	412740	1643240	11.61%	0.00%
b) Central Govt	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
c) State Govt(s)	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
d) Bodies Corp.	214850	0.00	214850	1.52%	214850	0.00	214850	1.52%	0.00%
e) Banks / FI	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
f) Any other (Directors & their Relatives)	4333880	308520	4642400	32.81%	4345217	308520	4653737	32.89%	0.08%
Total shareholding of Promoter (A)	5779230	721260	6500490	45.94%	5790567	721260	6511827	46.02%	0.08%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
b) Banks / FI	100	100	200	0.0014%	100	100	200	0.0014%	0.00%
c) Central Govt	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
d) State Govt(s)	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
e) Venture Capital Funds	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
f) Insurance Companies	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
g) FIs	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
h) Foreign Venture Capital Funds	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
i) Others (specify)	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
Sub-total (B)(1):-	100	100	200	0.0014%	100	100	200	0.0014%	0.00%

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31 st March 2014]				No. of Shares held at the end of the year [As on 31 st March 2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	6078300	7120	6085420	43.06%	6091281	7120	6098401	43.10%	0.04%
ii) Overseas	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	465303	648030	1113333	7.87%	453038	630930	1083968	7.66%	(0.21)%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	446231	0.00	446231	3.15%	440821	0.00	440821	3.12%	(0.03)%
c) Others (Director other than promoters and their relatives)	75	0.00	75	0.00%	75	0.00	75	0.00%	0.00%
Non Resident Indians	36	0.00	36	0.00%	24	0.00	24	0.00%	0.00%
Overseas Corporate Bodies	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
Foreign Nationals	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
Clearing Members	4215	0.00	4215	0.03%	14684	0.00	14684	0.10%	0.07%
Trusts	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
Foreign Bodies - D R	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
Sub-total (B)(2):-	6994160	655150	7649310	54.06%	6999923	638050	7637973	53.98%	(1.08)%

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31 st March 2014]				No. of Shares held at the end of the year [As on 31 st March 2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Total Public Shareholding (B)=(B)(1)+(B)(2)	6994260	655250	7649510	54.06%	7000023	638150	7638173	53.98%	(1.08)%
C. Shares held by Custodian for GDRs & ADRs	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
Grand Total (A+B+C)	12773490	1376510	14150000	100%	12790590	1359410	14150000	100%	0.00%

B) Shareholding of Promoter

S.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of Shares	% of Total Shares of the company	% of Shares Pledged/ encumbered to Total Shares	No of Shares	% of Total Shares of the company	% of Shares Pledged/ encumbered to Total Shares	
1	Shri D.D.Mittal	174000	1.23%	0.00	NIL	NIL	NIL	0.00%
2	Shri Rajinder Mittal	1230500	8.70%	0.00	1230500	8.70%	0.00	0.00%
3	D.D.Mittal H.U.F	191140	1.35%	0.00	NIL	NIL	NIL	0.00%
4	M/s. R.K.Exports	47600	0.34%	0.00	47600	0.34%	0.00	0.00%
5	M/s. Kissan Fats Ltd.	214850	1.52%	0.00	214850	1.52%	0.00	0.00%
6	Smt. Sunita Mittal	1435500	10.14%	0.00	1446837	10.22%	0.00	0.00%
7	Smt. Ved Kumari Mittal	167160	1.18%	0.00	167160	1.18%	0.00	0.00%
8	Smt. Rachna Mittal	880	0.01%	0.00	880	0.01%	0.00	0.00%
9	Ms. Swati Mittal	928860	6.56%	0.00	928860	6.56%	0.00	0.00%
10	Ms. Garima Mittal	1087540	7.69%	0.00	1087540	7.69%	0.00	0.00%
11	Ms. Vitu Mittal	92860	0.66%	0.00	92860	0.66%	0.00	0.00%
12	Ms. Bimla Mittal	12500	0.09%	0.00	12500	0.09%	0.00	0.00%
13	Mr. Vithal Mittal	18500	0.13%	0.00	18500	0.13%	0.00	0.00%
14	Ms. Tina Mittal	9000	0.06%	0.00	9000	0.06%	0.00	0.00%
15	Manoj Mittal HUF	27000	0.19%	0.00	27000	0.19%	0.00	0.00%
16	Ms. Shweta Mittal	862600	6.10%	0.00	862600	6.10%	0.00	0.00%
17	Smt. Ved Kumari Mittal	---	---	---	174000	1.23%	0.00	0.00%
18	Rajinder Mittal & Sons H.U.F	---	---	---	191140	1.35%	0.00	0.00%
Total		6500490	45.94%	0.00	6511827	46.02%	0.00	0.00%

C) Change in Promoters' Shareholding

S.No.	Name of Transction	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding during the year	
		No of Shares held	% of Total Shares of the company	Date of Transactions	No of Shares	No of Shares held	% of Total Shares of the company
1	Smt. Sunita Mittal	1435500	10.14%	06/02/2015	11337	1446837	10.22%
	At the end of the year					1446837	10.22%

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

S.No.	Name of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year	
		No of Shares at the beginning of the year (01/04/2014)/ end of the year (31/03/2015)					% of total shares of the co.	No. of Shares
1.	Sh. Parasram Holdings Pvt. Ltd.	21099	0.149%	01.04.2014				
				18.04.2014	300	Transfer	21399	0.151%
				25.04.2014	100	Transfer	21499	0.152%
				16.05.2014	(52)	Transfer	21447	0.152%
				23.05.2014	105	Transfer	21552	0.152%
				30.05.2014	(2)	Transfer	21550	0.152%
				13.06.2014	(40)	Transfer	21510	0.152%
				20.06.2014	(79)	Transfer	21431	0.152%
				18.07.2014	(800)	Transfer	20631	0.146%
				29.08.2014	100	Transfer	20731	0.147%
				05.09.2014	(100)	Transfer	20631	0.146%
				12.09.2014	(10)	Transfer	20621	0.146%
				19.09.2014	4100	Transfer	24721	0.175%
				30.09.2014	10	Transfer	24731	0.175%
				31/10/2014	300	Transfer	25031	0.177%
				05.12.2014	(300)	Transfer	24731	0.175%
				19.12.2014	1369	Transfer	26100	0.185%
				31.12.2014	(500)	Transfer	25600	0.181%
				02.01.2015	200	Transfer	25800	0.182%
				23.01.2015	(717)	Transfer	25083	0.177%
		30.01.2015	(352)	Transfer	24731	0.175%		
		06.02.2015	100	Transfer	24831	0.176%		
		13.02.2015	(239)	Transfer	24592	0.174%		

S.No.	Name of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year	
		No of Shares at the beginning of the year (01/04/2014)/ end of the year (31/03/2015)	% of total shares of the co.				No. of Shares	% of total shares of the Company
				20.02.2015	149	Transfer	24741	0.175%
				06.03.2015	356	Transfer	25097	0.177%
				13.03.2015	100	Transfer	25197	0.178%
				20.03.2015	120	Transfer	25317	0.179%
				27.03.2015	(21)	Transfer	25296	0.179%
		25573	0.180%	31.03.2015	277	Transfer	25573	0.181%
2.	Arvind Kumar J Sancheti	34267	0.242%	01.04.2014				
				04.04.2014	70	Transfer	34337	0.243%
				18.04.2014	300	Transfer	34637	0.245%
		34637	0.245%	31.03.2015				
3.	Globe Fincap Limited	190000	1.343%	01.04.2014		No		
		190000	1.343%	31.03.2015		Movement During the year		
4.	Harsha Hitesh Javeri	50000	0.353%	01.04.2014	(4000)	Transfer	46000	0.325%
				06.02.2015				
		46000	0.325%	31.03.2015				
5.	Hitesh Ramji Javeri	130000	0.919%	01.04.2014				
				30.06.2014	(13550)	Transfer	116450	0.823%
				04.07.2014	(19730)	Transfer	96720	0.684%
				11.07.2014	(2946)	Transfer	93774	0.663%
				18.07.2014	(1200)	Transfer	92574	0.654%
				25.07.2014	(10088)	Transfer	82486	0.583%
				19.09.2014	(2860)	Transfer	79626	0.563%
				10.10.2014	(20269)	Transfer	59357	0.420%
				17.10.2014	(3815)	Transfer	55542	0.393%
				24.10.2014	(1734)	Transfer	53808	0.380%
				31.10.2014	(7480)	Transfer	46328	0.327%
				05.12.2014	(500)	Transfer	45828	0.324%
				06.03.2015	(1570)	Transfer	44258	0.313%
				13.03.2015	(758)	Transfer	43500	0.307%
		43500	0.307%	31.03.2015				

S.No.	Name of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year	
		No of Shares at the beginning of the year (01/04/2014)/ end of the year (31/03/2015)	% of total shares of the co.				No. of Shares	% of total shares of the Company
6.	Manoj Finvest Pvt. Ltd.	1909440	13.49%	01.04.2014				
				13.03.2015	(50000)	Transfer	1859440	13.14%
		1859440	13.14%	31.03.2015				
7.	Neeta Nayyar	66935	0.473%	01.04.2014		No Movement During the year		
		66935	0.473%	31.03.2015				
8.	Rollon Investments Pvt. Ltd.	2006750	14.18%	01.04.2014				
				27.03.2015	(50000)	Transfer	1956750	13.83%
		1956750	13.83%	31.03.2015				
9.	Sangeetha S	116350	0.822%	01.04.2014				
				04.07.2014	22950	Transfer	139300	0.985%
				11.07.2014	6243	Transfer	145543	1.029%
				18.07.2014	907	Transfer	146450	1.035%
				25.07.2014	4368	Transfer	150818	1.066%
				01.08.2014	452	Transfer	151270	1.069%
				29.08.2014	2967	Transfer	154237	1.090%
				12.09.2014	1768	Transfer	156005	1.103%
				19.09.2014	1870	Transfer	157875	1.116%
				30.09.2014	685	Transfer	158560	1.121%
				10.10.2014	1530	Transfer	160090	1.131%
				17.10.2014	9260	Transfer	169350	1.197%
				31.10.2014	1500	Transfer	170850	1.207%
				07.11.2014	400	Transfer	171250	1.210%
		14.11.2014	3530	Transfer	174780	1.235%		
		21.11.2014	1010	Transfer	175790	1.242%		
		175790	1.242%	31.03.2015				
10.	Sarva Priya Exports Pvt. Ltd.	1925000	13.60%	01.04.2014		No Movement During the year		
		1925000	13.60%	31.03.2015				

E) Shareholding of Directors and Key Managerial Personnel:

S.No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year-2014		Cumulative Shareholding at the end of the Year 2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Directors					
1	Sh. Rajinder Mittal	1230500	8.70%	1230500	8.70%
2	Sh. Sat Narain Goyal	75	0.0005%	75	0.0005%
3	Sh. Ramesh Chander Nayyar	NIL	NIL	NIL	NIL
4	Sh. Varinder Kumar Nayyar	NIL	NIL	NIL	NIL
5	Smt. Meenu Mittal	NIL	NIL	NIL	NIL
Key Managerial Personnel					
1	Sh. Navdeep Gupta	NIL	NIL	NIL	NIL
2	Smt. Kangan Dhamija	NIL	NIL	NIL	NIL

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	16656.90	--	--	16656.90
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	8.34	--	--	8.34
Total (i+ii+iii)	16665.24	--	--	16665.24
Change in Indebtedness during the financial year				
* Addition	1424.32	--	76.70	1501.02
* Reduction	(1166.20)	--	--	(1166.20)
Net Change	258.12	--	76.70	334.82
Indebtedness at the end of the financial year				
i) Principal Amount	16913.93	--	76.70	16990.63
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	9.43	--	--	9.43
Total (i+ii+iii)	16923.36	--	76.70	17000.06

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

S.No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Rajinder Mittal	Sat Narain Goyal	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	11,43,333	3,60,000	15,03,333
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	NIL	2870	2870
	(c) Profits in lieu of salary under section 17(3) of the Income- tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL NIL	NIL NIL	NIL NIL
5	Others, please specify Employer's contribution PF	28800	28800	57600
	Total (A)	1172133	391670	1563803
	Ceiling as per the Act	NIL	NIL	NIL

B. Remuneration to other directors

There was No Remuneration paid to any other directors.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	276316	411960	688276
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	NIL	983	NIL	983
	(c) Profits in lieu of salary under section 17(3) of the Income- tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL NIL	NIL NIL	NIL NIL	NIL NIL
5	Others, please specify Employer's contribution PF	NIL	9532	11100	20632
	Total	NIL	286831	423060	709891
	Ceiling as per the Act	NIL	NIL	NIL	NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no Penalties/Punishment/Compounding of Offences During the Financial year ended 2014-15.

Corporate Governance Report for the year ended on 31st March 2015

Company Philosophy:

We continue to believe that good corporate Governance is essential to achieve long-term corporate goals and to enhance stockholders value. Company is a listed company on the Bombay Stock Exchange, Mumbai. The Company has complied with in all material in respect with the features of corporate governance as specified in the Listing Agreement. The securities are being regularly traded at Stock Exchange, Bombay.

Board of Directors:

Category	No. of Directors
Non-Executive & Independent Directors (including Chairman)	3
Executive Director (Managing Director & Whole-time Director)	2
Total	5

The Chairman of the Board is an Independent Director.

Other Relevant details of Directors :

Name	Category	Number of Board Meeting attended	Attendance at last AGM	Number of directorship in other Public Limited Companies	Committee Position held in other Public Limited Companies	
					Chairman	Member
Shri Rajinder Mittal	Executive	26	Yes	5	2	2
Shri S.N. Goyal	Executive	26	Yes	Nil	Nil	Nil
Shri V.K. Nayyar	Non Executive	23	Yes	Nil	Nil	Nil
Shri Ramesh Chander Nayyar	Non Executive	11	Yes	1	Nil	Nil
Smt. Meenu Mittal	Non Executive	12	Yes	Nil	Nil	Nil

Total Number of Board Meetings held during the year - 26

COMMITTEES OF THE BOARD.

Audit Committee

The Audit Committee continued working under Chairmanship of Shri V.K. Nayyar with Shri Rajinder Mittal and Shri R.C. Nayyar as co-members. During the year, the sub-committee met on four occasions with full attendance of all the members.

Corporate Governance Report for the year ended on 31st March 2015

The composition of the Audit Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on			
		02.05.2014	13.06.2014	26.12.2014	10.02.2015
Sh. Rajinder Mittal	Executive	Present	Present	Present	Present
Sh. R.C. Nayyar	Non-Executive	Present	Present	Present	Present
Sh. V.K. Nayyar	Non-Executive	Present	Present	Present	Present

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement. Some of the important functions performed by the Committee are:

Financial Reporting and Related Processes

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
 - Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.
 - Review the Management Discussion & Analysis of financial and operational performance.
 - Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (GAAP).
 - Review the investments made by the Company.
- All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

During the year under review, the Audit Committee held a separate meeting with the Statutory Auditors and the Chief Internal Auditor to get their inputs on significant matters relating to their areas of audit.

Remuneration Committee

In compliance with Section 178 of the Companies Act, 2013, the terms of reference of the Remuneration Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;

Corporate Governance Report for the year ended on 31st March 2015

- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

The composition of the Remuneration Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on			
		02.05.2014	13.06.2014	26.12.2014	10.02.2015
Sh. Rajinder Mittal	Executive	Present	Present	Present	Present
Sh. R.C. Nayyar	Non-Executive	Present	Present	Present	Present
Sh. V.K. Nayyar	Non-Executive	Present	Present	Present	Present

Corporate Social Responsibility (CSR) Committee

The terms of reference of the Corporate Social Responsibility Committee (CSR) broadly comprises:

- To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

The composition of the Audit Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on			
		21.04.2014	25.07.2014	07.11.2014	02.01.2015
Sh. Rajinder Mittal	Executive	Present	Present	Present	Present
Sh. R.C. Nayyar	Non-Executive	Present	Present	Present	Present
Smt. Meenu Mittal	Non-Executive	Present	Present	Present	Present
Sh. S.N. Goyal	Executive	Present	Present	Present	Present

Risk Management Committee

Business Risk Evaluation and Management is an on-going process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The composition of the Risk Management Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Corporate Governance Report for the year ended on 31st March 2015

Name of Director	Category	Attendance at the Board Meetings held on			
		21.04.2014	26.07.2014	07.11.2014	12.01.2015
Sh. Rajinder Mittal	Executive	Present	Present	Present	Present
Sh. R.C. Nayyar	Non-Executive	Present	Present	Present	Present
Sh. V.K. Nayyar	Non-Executive	Present	Present	Present	Present
Sh. S.N. Goyal	Executive	Present	Present	Present	Present

Stakeholders' Relationship Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates/certificates relating to other securities;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture.

The composition of the Stakeholder's Relationship Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on			
		21.06.2014	07.08.2014	01.12.2014	27.03.2015
Sh. V.K. Nayyar	Non-Executive	Present	Present	Present	Present
Sh. S.N. Goyal	Executive	Present	Present	Present	Present
Ms. Kangan Dhamija	Company Secretary	Present	Present	Present	Present

Corporate Governance Report for the year ended on 31st March 2015

The Shareholders/ Investors Grievances committee ensures the effective redressal of the complaints received from the shareholders such as dematerialization, transfer, non receipt of annual report/share certificates etc. The committee also oversees the performance of the Registrar and Share Transfer Agent. The Company attempts the Investor Grievance correspondence expeditiously and usually reply is sent within a period of 10 days of the receipt of complaint. There has been no complaint that has not been resolved to the satisfaction of the shareholder. Ms. Kangan Dhamija, Company Secretary, is Compliance Officer of the Company. As on March 31, 2015, no investor grievance has remained unattended/ pending for more than thirty days.

Independent Directors' Meeting

During the year under review, the Independent Directors met on March 20th, 2015, inter alia, to discuss:

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

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

TERMS OF APPOINTMENT & REMUNERATION – MD and Whole-time Director

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

Name of Executive Directors	Designation	Salary
Sh. Rajinder Mittal	Managing Director	₹ 11.43 Lacs
Sh. S.N. Goyal	Whole-time Director	₹ 3.60 Lacs
Total		₹ 15.03 Lacs

Corporate Governance Report for the year ended on 31st March 2015

DISCLOSURES

a) Materially Significant related party transactions:

There was no transaction of material nature with any of the related party, which is in conflict with the interest of the company.

b) Details of non compliance by the company, penalties, structures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years:

There was no instance of levy of any penalties during the last three years.

INTERNAL CONTROLS

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances.

CEO & MD / CFO CERTIFICATION

The CEO & MD and the CFO have issued certificate pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Company has a Fraud Risk Management Policy (FRM) to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be met out to any person for a genuinely raised concern.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Head Compliance is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

MEANS OF COMMUNICATION

a) The unaudited quarterly results of the company are published in leading newspapers such as **Desh Sewak, The Pioneer and Economic Times**. These are not sent individually to the shareholders.

b) The company's website address is: **www.bcl.ind.in**. The website contains basic information about the company and such other details as required under the listing agreement. The company ensures periodical updation of its website. The company has designated the email-id **cs_bcl@mittalgroup.co.in** to enable the shareholders to register their grievances.

Corporate Governance Report for the year ended on 31st March 2015

- c) Pursuant to the listing agreement, all data related to Quarterly Financial Results, Shareholding Pattern, etc., are filed with BSE within the time frame prescribed in this regard.

GENERAL SHAREHOLDER INFORMATION

1. **Annual General Meeting**
 - i) **Date and time** Saturday, 26th Day of September, 2015 at 3.30 P.M.
 - ii) **Venue** Ganpati Enclave, Dabwali Road, Bathinda
2. **Date of Book Closure** 23rd September, 2015 to 26th September, 2015
(Both days inclusive)
3. **Financial Calendar** April 1st to March 31st
4. **Listing details** Listed on Delhi & Bombay Stock Exchanges
5. **Demat ISIN Number** INE412G01016

The Company's shares are listed on the following Stock Exchanges and the Listing Fees have been paid to the Exchanges:

Name & Address of the Stock Exchanges	Stock Code/Scrip Code	ISIN Number for NSDL/CDSL (Dematerialised share)
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	524332	INE412G01016

Share Price on BSE vis-a-vis BSE Sensex April 2014-March 2015

Month	The Bombay Stock Exchange Limited		
	Month's High Price ₹	Month's Low Price ₹	Total volume of shares transacted
April, 2014	19.95	14.50	5396
May, 2014	25.30	19.15	7391
June, 2014	44.90	24.20	45248
July, 2014	44.35	36.55	49870
August, 2014	39.75	28.30	8050
September, 2014	54.20	35.50	18302
October, 2014	47.40	35.70	53506
November, 2014	41.00	35.00	13193
December, 2014	42.50	31.50	10673
January, 2015	42.00	28.00	13211
February, 2015	51.80	36.15	28214
March, 2015	48.60	32.06	67309

Corporate Governance Report for the year ended on 31st March 2015

SHARE TRANSFER SYSTEM / DIVIDEND AND OTHER RELATED MATTERS

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

NOMINATION FACILITY FOR SHAREHOLDING

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

PERMANENT ACCOUNT NUMBER (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

DIVIDEND

Your company has recommended a final dividend of 0.40 paisa per equity share for the year ended 31st March, 2015.

a) Payment of dividend through National Electronic Clearing Service (NECS)

The Company provides the facility for remittance of dividend to the Members through NECS. To facilitate dividend payment through NECS, Members who hold shares in Demat mode should inform their Depository Participant and such of the Members holding shares in physical form should inform the Company of the core banking account number allotted to them by their bankers. In cases where the core banking account number is not intimated to the Company / Depository Participant, the Company will issue dividend warrants to the Members.

b) Unclaimed Dividends

The dates by which the dividend amounts will be transferred to IEPF are as under:

Financial Year	Date of Declaration	Rate of Dividend per share	Year due for transfer to IEPF
2013-14	13-09-2014	0.50 paisa per share	2020-2021
2014-15	14-02-2015	0.60 paisa per share	2021-2022

Pending Investors' Grievances

Any Member / Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary and Head Compliance at the Registered Office with a copy of the earlier correspondence.

Corporate Governance Report for the year ended on 31st March 2015

S.No.	Nature of Queries/Complaint	Received during the year	Redressed during the year	Pending as on March 31, 2015
1	Transfer/Transmission of Duplicate Share Certificate	6	6	Nil
2	Non-receipt of Dividend	5	5	Nil
3	Dematerialisation/Rematerialisation of Shares	Nil	Nil	Nil
4	Complaints received from :	Nil	Nil	Nil
	SEBI	Nil	Nil	Nil
	Stock Exchanges/NSDL/CDSL	Nil	Nil	Nil
	ROC/MCA/Others	Nil	Nil	Nil
	Advocates	Nil	Nil	Nil
	Consumer Forum/Court Case	Nil	Nil	Nil
5	Others	10	10	Nil
	Grand Total	21	21	Nil

Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited is also placed before Stakeholders' Relationship Committee and the Board of Directors.

Dematerialisation of Shares and Liquidity

The break-up of equity shares held in Physical and Dematerialised form as on 31st March, 2015 is given below:

Particulars	No. of Shares	Percentage
Physical Segment	1359410	9.61%
Demat Form		
NSDL	10559698	74.63%
CDSL	2230892	15.76%
Total	14150000	100%

Corporate Governance Report for the year ended on 31st March 2015

Shareholding Pattern as on 31st March, 2015

The latest shareholding pattern for the year ending 31st March, 2015 is available on the website of the company i.e. www.bcl.ind.in

General Body Meetings

Particulars of last three Annual General Meetings

AGM	Year ended 31 st March	Venue	Date	Time
36 th	2012	Ganpati Enclave, Dabwali Road, Bathinda	28 th September, 2012	3.30 p.m.
37 th	2013		25 th September, 2013	3.30 p.m.
38 th	2014		13 th September, 2014	3.30 p.m.

Extraordinary General Meeting (EGM)

During the year under review, no EGM was held and no resolution has been passed through the exercise of postal ballot.

Meetings for approval of quarterly and annual financial results were held on the following dates

Quarter	Date of Board Meeting
1 st Quarter	14.08.2014
2 nd Quarter	14.11.2014
3 rd Quarter	14.02.2014
4 th Quarter	30.05.2015

E-Voting Facility to members

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 the facility to exercise their right to vote at the 39th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL. Pursuant to the amendments made in clause 35B of the Listing Agreement by SEBI, the company has sent assent/dissent forms to the members to enable those who do not have access to e-Voting facility to cast their vote on the shareholders resolution to be passed at the ensuing Annual General Meeting, by sending their assent or dissent in writing.

Corporate Governance Report for the year ended on 31st March 2015

Financial Calendar 2015

AGM -Date, Time and Venue	Saturday, 26 th day of September, 2015 at 3.30 P.M at Ganpati Enclave, Dabwali Road, Bathinda
Financial Year	2014-15
Book Closure Date	23 rd September, 2015 to 26th September, 2015 <i>(Both days inclusive)</i>
Dividend Declaration Date	26-09-2015
Listing of shares on stock exchanges	BSE Limited
Registrar & Transfer Agents	Link Intime India Private Limited
Board Meeting for consideration of Audited Financials for the year ended March 31, 2015 and recommendation of dividend	30-05-2015

Place : Bathinda (Pb.)

Date : 30th May, 2015

for and on behalf of the Board

Chairman

AUDITORS' CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To

**The Members of
BCL Industries & Infrastructures Limited,**

We have examined the compliance of conditions of corporate governance by BCL Industries & Infrastructures Limited for the year ended on 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

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

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

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

**For P. Mittal & Co.,
Chartered Accountants**
(Firm's Registration No. 002564N)

**(Pramod Mittal) FCA
Proprietor**
Membership No. 081456

**Place : Bathinda (Pb.)
Date : 30th May, 2015**

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2015

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

To,
The Members,
BCL INDUSTRIES & INFRASTRUCTURES LIMITED
(CIN:L24231PB1976PLC003624)
HAZIRATTAN LINK ROAD POST BOX NO 71
BATHINDA, 151001.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BCL INDUSTRIES & INFRASTRUCTURES LIMITED**. Secretarial audit was conducted in a manner that provide us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that-

- a) Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statement of the company.
- d) Where ever required, we have obtained the management representation about the compliances of laws, rules and regulations and

happening of events etc.

- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and produced before us and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **BCL INDUSTRIES & INFRASTRUCTURES LIMITED** and produced before us for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
During the period under review the Company has complied with the provisions of the Act,

- Rules, Regulations, Guidelines, Standards, etc.
- (ii) The Company has complied with the relevant provisions of Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under where ever applicable to the company.
- (iii) The Company has complied with the relevant provisions of the Depositories Act, 1996 and the Regulations and Bye-laws framed there under where ever applicable to the company.
- (iv) There were no issues which required specific compliance of the Foreign Exchange Management Act, 1999 and the rules and regulations made there under.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) There were no issues which required specific approval of the provisions of The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 amended upto date.
- (b) There were no issues which required specific approval of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 amended upto date.
- (c) There were no issues which required the specific compliance/approval of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 amended upto date.
- (d) There were no issues which required the specific compliance/approval of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 amended upto date.
- (e) There were no issues which required the specific compliance/approval of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 amended upto date.
- (f) There were no issues which required the specific compliance/approval of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client amended upto date.
- (g) There were no issues which required the specific compliance/approval of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 amended upto date; and
- (h) There were no issues which required the specific compliance/approval of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (VI) The Company is into the business of manufacturing of Edible oils, Distilleries, and Real Estate. And As per representation given by the company following are some of the laws which are specifically applicable to the Company viz:-
- FOOD SAFETY AND STANDARDS ACT, 2006
 - INFLAMMABLE SUBSTANCES ACT, 1952
 - AGRICULTURAL AND PROCESSED FOOD PRODUCTS EXPORT CESS ACT, 1986
 - HOUSING BOARD ACT, 1965
 - TRANSFER OF PROPERTY ACT, 1882
 - BUILDING AND OTHER CONSTRUCTION WORKERS (REGULATION OF EMPLOYMENT AND CONDITIONS OF SERVICES) ACT, 1966
 - AIR (PREVENTION AND CONTROL OF POLLUTION) ACT, 1981
 - ENVIRONMENT PROTECTION ACT, 1986
 - THE HAZARDOUS WASTES (MANAGEMENT AND HANDLING) RULES 1989
 - THE PREVENTION OF FOOD ADULTERATION ACT, 1954
- The Company has complied with all the provisions of the above mentioned Acts.**
- (VII) Other laws applicable to the Company as per the representations made by the Management.
- We have also examined compliance with the applicable clauses of the following:
- i. Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) - ICSI had issued Secretarial Standards numbering 1 to 10

with reference to the provisions of the Companies Act, 1956 which were recommendatory in nature and the management had voluntarily decided to adhere to them. During the period under review ICSI had not issued standards corresponding with reference to the provisions of the Companies Act, 2013; none the less, the management had decided to continue to adhere to standards issued earlier

ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review and as per the explanations and clarifications given to us and the representations made by the management, the company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above except to the extent as mentioned below:

1. *In respect of acceptance of deposits, company is in the process of taking insurance policy.*

We have checked the compliance management system of the company to obtain reasonable assurance about the adequacy of the system in place to ensure compliance of specifically applicable laws and this verification was done on test basis. We believe that the audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion and to the best of our information and according to explanations given to us, we believe that the compliance management system of the company is seems adequate to ensure compliance of laws specifically applicable to the company.

We further report that the Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and no system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

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

We further report that during the audit period, the company had the following events which had a bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc:

- a. The Members had passed a Special Resolution under Section 180(1)(C) of the Act, for borrowing monies, which may exceed the aggregate of the paid up capital of the Company and free reserves, such that the total outstanding amount so borrowed should not exceed 500 crore at any point of time.

**For S Parnami & Associates
Company Secretaries**

**Place : Bathinda (Pb.)
Date : 07/08/2015**

**(Sourabh Parnami)
M. No. : A30679
CP No. : 11181**

INDEPENDENT AUDITORS' REPORT

To
**The Members of
M/s BCL Industries & Infrastructures Limited,
Bathinda**

Report on the Financial Statements

We have audited the accompanying financial statements of **BCL Industries & Infrastructures Limited**, Bathinda ("the Company"), which comprise the balance sheet as at 31st March 2015, the statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("The Act") with respect to 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 Principles generally accepted in India, including Accounting Standards specified U/s 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the Assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made there under. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the Company as at 31st March, 2015, and its profit and its Cash Flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, and companies (Audit & Auditors) Rules 2014, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it 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 aforesaid Financial Statements comply with the Accounting Standards specified U/s 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014.
 - e. In our opinion, there are no adverse observations and comments on the financial transactions of the matters which have adverse effect on the functioning of the Company.
 - f. on the basis of the written representations

received from the directors as on 31st March 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015, from being appointed as a director in terms of sub section (2) of section 164 of the Companies Act, 2013.

- g. In our opinion, there are no qualifications, reservation or adverse remark relating to maintenance of accounts and other matter connected therewith.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For P. Mittal & Co.,
Chartered Accountants
(Firm's Registration No. 002564N)

(Pranod Mittal) FCA
Proprietor
Membership No. 081456

Place : Bathinda (Pb.)
Date : 30th May, 2015

ANNEXURE TO THE AUDITORS' REPORT

Referred to in our Audit Report of even date

- | | |
|---|---|
| <p>1)(a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;</p> <p>(b) As explained to us all the assets have been physically verified by the management at regular interval. As informed to us no material discrepancies were noticed on such verification.</p> <p>2)(a) The inventory has been physically verified during the year by management. In our opinion, the frequency of verification is reasonable</p> <p>(b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.</p> <p>(c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.</p> <p>3) The company has not granted unsecured loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013 during the year and in our opinion, hence para (a) and (b) are not applicable.</p> <p>4) In our opinion and according to the information and explanation given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and with regard to the sale of goods. During the course of our audit, no major weaknesses has been noticed or reported.</p> <p>5) In our opinion and according to the information and explanation given to us, the company has accepted deposits from public in the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and the rules framed there under, where applicable, have been complied with.</p> <p>6) We have broadly reviewed the cost records maintained by the Company prescribed under sub section (1) of section 148 of the Companies Act, 2013 for the products of the company.</p> <p>7)(a) In our opinion the company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax,</p> | <p>Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other Statutory Dues with the appropriate authorities. There is no arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.</p> <p>(b) According to information and explanation given to us, there are no dues on account of Income Tax or Sales Tax or Wealth Tax or Service Tax or Duty of Customs or Duty of Excise or Value Added Tax or Cess, which have not been deposited on account of any dispute.</p> <p>(c) According to information and explanation given to us, there is no amount which is required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made there under.</p> <p>8) The Company does not have any accumulated losses at the end of the financial year. The Company does not incurred cash losses during the financial year covered by the audit and there was no cash loss in the immediately preceding financial year.</p> <p>9) According to information and explanations given to us, the company has not defaulted in repayment of any dues to a financial institution or bank or debenture holders during the year of audit.</p> <p>10) In our opinion and according to information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.</p> <p>11) In our opinion and according to information and explanations given to us, the term loan accepted during the year has been prima facie applied for the purpose for which they have taken.</p> <p>12) According to information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.</p> |
|---|---|

For P. Mittal & Co.,
Chartered Accountants
(Firm's Registration No. 002564N)

(Pramod Mittal) FCA
Proprietor
Membership No. 081456

Place : Bathinda (Pb.)
Date : 30th May, 2015

BALANCE SHEET AS AT 31ST MARCH, 2015 (Amount ₹ In Lacs)

	Note	As At 31 ST March, 2015	As At 31 ST March, 2014
I EQUITY AND LIABILITIES			
Share Holder's Fund			
Share Capital	1	1,415.00	1,415.00
Reserves & Surplus	2	6,865.03	6,345.19
		8,280.03	7,760.19
Non Current Liabilities			
Long Term Borrowings	3	4,667.81	5,644.57
Deferred Tax Liability (Net)	4	730.46	680.82
Other Long Term Liability	5	1,037.46	1,026.88
		6,435.73	7,352.27
Current Liabilities			
Short Term Borrowings	6	12,322.82	11,012.33
Trade Payables	7	8,578.62	5,751.16
Other Current Liabilities	8	441.34	527.14
Short Term Provisions	9	148.11	108.44
		21,490.89	17,399.07
Total		36,206.65	32,511.53
II. ASSETS			
Non Current Assets			
Fixed Assets - Tangible Assets	10	9,972.98	10,327.61
Non Current Investments	11	375.93	878.89
Long Term Loans & Advances	12	132.25	160.37
		10,481.16	11,366.87
Current Assets			
Current Investment	13	0.80	0.80
Inventories	14	22,369.67	17,946.95
Trade Receivables	15	1,916.71	1,493.46
Cash and Cash Equivalents	16	821.11	612.17
Short Term Loans and Advances	17	617.20	1,091.28
		25,725.49	21,144.66
Total		36,206.65	32,511.53

Notes are an Integral Part of Financial Statements 1 to 33

As per our separate report of even date

For P. Mittal & Co.
Chartered Accountants
(Firm's Registration No. 002564N)

Rajinder Mittal
Mg. Director

S.N. Goyal
Director

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

Kangan Dhamija
Company Secretary

Place : Bathinda
Dated : 30th May, 2015

STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED 31ST MARCH, 2015 (Amount ₹ In Lacs)

	Note	<u>Year ended</u> <u>31ST March, 2015</u>	<u>Year ended</u> <u>31ST March, 2014</u>
Revenue from Operations	18	67,689.32	63,739.15
Other Income	19	612.58	425.37
Total Revenue		68,301.90	64,164.52
EXPENDITURE:			
Cost of Materials Consumed	20	53,736.11	50,269.35
Changes in inventory of Finished Goods & Stocks in Process	21	(787.59)	(868.27)
Employee Benefit Expenses	22	760.45	625.78
Finance Costs	23	2,431.85	1,414.74
Depreciation	24	827.92	1,119.96
Other Expenses	25	10,312.52	10,840.80
Total Expenses		67,281.26	63,402.36
Profit before Exceptional Item & Tax		1,020.64	762.16
Exceptional Items		--	--
Profit before Tax		1,020.64	762.16
Tax Expenses:			
- Current Tax		(200.00)	(85.00)
- Deferred Tax		(49.64)	(2.71)
Prior Period Items		(79.41)	(81.28)
Profit for the year		691.59	593.17
Earning per equity share of face value of ₹10 each			
Basic and Diluted (in ₹)	26	4.89	4.19

As per our separate report of even date

For P. Mittal & Co.
Chartered Accountants
(Firm's Registration No. 002564N)

Rajinder Mittal
Mg. Director

S.N. Goyal
Director

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

Kangan Dhamija
Company Secretary

Place : Bathinda
Dated : 30th May, 2015

CASH FLOW STATEMENT FOR THE YEAR 2014-15

(Amount ₹ In Lacs)

	<u>2014-15</u>	<u>2013-14</u>
A Cash Flow Operating Activities		
Net Profit before taxation & Extra Ordinary Items	1,020.64	762.16
Adjustment for		
Depreciation	827.92	1,119.96
Finance Cost	2,431.85	1,414.74
Profit/Loss on sale of asset	(27.73)	(0.71)
Profit/Loss on sale of investment	(183.92)	--
Operating Profit before Working Capital Changes	4,068.76	3,296.15
Trade & Other Receivables	(423.25)	207.43
Inventories	(4,422.72)	(536.61)
Trade Payable & Liabilities	2,781.33	(570.61)
Loans & Advances	502.20	(294.41)
Cash Generated from Operations	2,506.32	2,101.95
Direct Tax Paid	(200.00)	(85.00)
Prior period items	(79.41)	(81.28)
Net Cash Flow from Operating Activities {A}	2,226.91	1,935.67
B Cash Flow From Investing Activities		
Purchase of Fixed Assets	(494.92)	(531.56)
Purchase of Investments	(16.22)	--
Sale of Fixed Assets	47.41	12.79
Sale of Investment	703.10	--
Net Cash Flow from Investing Activities {B}	239.37	(518.77)
C Cash Flow From Financing Activities		
Capital Subsidy	--	--
Dividend Paid Including Dividend Distribution Tax	(169.80)	(82.77)
Finance Cost	(2,431.85)	(1,414.74)
Long Term & Short Term Borrowings	344.31	94.35
Net Cash Flow from Financing Activities {C}	(2,257.34)	(1,403.16)
Net Increase/ (Decrease) in Cash & Cash Equivalents [A+B+C]	208.94	13.74
Cash & Cash Equivalents as at 01/04/2014	612.17	598.43
Cash & Cash Equivalents as at 31/03/2015	821.11	612.17

As per our separate report of even date

For P. Mittal & Co.
Chartered Accountants
(Firm's Registration No. 002564N)

Rajinder Mittal
Mg. Director

S.N. Goyal
Director

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

Kangan Dhamija
Company Secretary

Place : Bathinda

Dated : 30th May, 2015

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Amount ₹ In Lacs)

NOTE 1 : SHARE CAPITAL	As At 31ST March, 2015	As At 31ST March, 2014
a Authorized		
20000000 Equity Shares of ₹ 10 each	<u>2,000.00</u>	<u>2,000.00</u>
b) Issued, Subscribed and Fully Paid Up Capital		
14150000 Equity Shares of ₹ 10 each	<u>1,415.00</u>	<u>1,415.00</u>
	<u>1,415.00</u>	<u>1,415.00</u>

Disclosure relating to Share Capital

- i The Company has only one class of shares refer to as equity shares having a par value of Rs.10/- each. Each holder of equity shares is entitled to one vote per share.
- ii The Company declares and pays dividends in Indian Rupees. The dividend propose by the Board of Directos is subject to the approval of share holders in the ensuing Annual General Meeting
- iii The Board of Directors, in its meeting held on Febuary 14, 2015 declared an interim dividend of 0.60 paisa per equity share. Further the Board of Directors, in its meeting May 30, 2015 have proposed a final dividend of 0.40 paisa per equity share for the financial year ended March 31, 2015. The proposal is subject to the approval of share holders at the Annual General Meeting to be held on September 26, 2015. The total appropriation for the year ended March 31, 2015 would amount to approximately Rs.169.80 lacs including Corpotate Dividend Tax of Rs.28.30 lacs.
- iv In the event of liquidation of the company, the holders of equity shares will be entitled to received any of the remaining assets of the company in proportion to the number of equity shares held by the share holders, after distribution of all preferential amounts
- v Equity shares held by each share holders holding more than 5% equity shares in the company :**

Sr.No.	Name of Shareholder	As At 31ST March, 2015		As At 31ST March, 2014	
		No. of Shares	% of Shares	No. of Shares	% of Shares
1.	Rajinder Mittal, Bathinda	1230500	8.70	1230500	8.70
2.	Sunita Mittal, Bathinda	1460837	10.22	1435500	10.14
3.	Swati Mittal, Bathinda	928860	6.56	928860	6.56
4.	Garima Mittal, Bathinda	1087540	7.69	1087540	7.69
5.	Shweta Mittal, Bathinda	862600	6.10	862600	6.10
6.	Rollon Investment Pvt. Ltd., Delhi	2006750	14.18	2006750	14.18
7.	Manoj Finvest Pvt. Ltd., Delhi	1870216	13.22	1909440	13.49
8.	Sarva Priya Exports Pvt. Ltd. Delhi	1925000	13.60	1925000	13.60

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Amount ₹ In Lacs)

NOTE 2 : RESERVES & SURPLUS	As At 31ST March, 2015	As At 31ST March, 2014
Capital Reserve		
as per Last Balance Sheet	692.50	692.50
Capital Subsidy		
As per Last Balance Sheet	--	162.92
Add: Received on Distillery Unit	--	--
Less: Transfer to Fixed Assets	--	162.92
	--	--
Securities Premium Reserve		
As per Last Balance Sheet	2,087.50	2,087.50
Add: On Issue of Shares	--	--
	2,087.50	2,087.50
Revaluation Reserve		
As per Last Balance Sheet	54.61	55.55
Less: Transferred to Profit & Loss A/c	1.95	0.94
(Being Difference of Depreciation on Revalued Cost of Assets & that on the original cost)	52.66	54.61
General Reserve		
As per Last Balance Sheet	3,504.07	3,304.07
Add: Transferred from Profit & Loss A/c	500.00	200.00
	4,004.07	3,504.07
Surplus		
As per last Balance Sheet	6.51	(303.89)
Add: Profit for the year	691.59	593.17
	698.10	289.28
Less: Appropriations		
Transfer to General Reserve	500.00	200.00
Proposed Final Dividend	84.90	70.75
Interim Dividend Paid	56.60	--
Tax on Dividend Distribution	28.30	12.02
	28.30	6.51
TOTAL	6,865.03	6,345.19

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Amount ₹ In Lacs)

	<u>As At 31ST March, 2015</u>		<u>As At 31ST March, 2014</u>	
	<u>Non Current</u>	<u>Current</u>	<u>Non Current</u>	<u>Current</u>
NOTE 3 : LONG TERM BORROWINGS				
I Secured Loans				
1. HDFC Bank Limited, Bathinda				
i) Secured by hypothecation of vehicle and are repayable over a period of 2 to 3 years	3.35	13.31	13.46	16.61
2. Aditya Birla Finance Limited Bathinda				
i) Secured by equitable mortgage of commercial building situated at Gurgaon and is repayable over a period of 12 years	1,657.13	266.19	1,702.38	247.62
3. Kotak Mahindra Prime Ltd., Bathinda				
i) Secured by hypothecation of vehicles and are repayable over a period of 2 years	8.48	22.19	10.14	25.92
4. ICICI Bank Limited, Delhi				
i) Secured by hypothecation of vehicle and is repayable over a period of 3 years	13.20	23.65	29.70	23.65
5. Punjab National Bank, Bathinda				
i) Exclusive first charge of all fixed assets of the Co., situated at Distillery Unit at Village :Sangat Kalan, Distt. Bathinda and is repayable over a period of 2 years	2,866.49	880.00	3,752.03	880.00
ii) Secured by hypothecation of colour Sortex Machine and is repayable over a period of 4 years	56.96	43.20	36.46	--
6. Oriental Bank of Commerce, Bathinda				
i) Exclusive first charge on Development of Project at Multania Road, Bathinda i.e. D.D. Mittal Towers, Phase-I & second charge on Land of the Project and is repayable over a period of 1 years	--	--	100.40	23.28
7. Fixed Deposits From Public Repayable over a period of 1 to 3 years	62.20	14.50	--	--
II Unsecured Loans	4,667.81	1,263.04	5,644.57	1,217.08
- From Directors, Members & Others	--	--	--	--
TOTAL LONG TERM BORROWINGS (I+II)	4,667.81	1,263.04	5,644.57	1,217.08

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Amount ₹ In Lacs)

	As At 31ST March, 2015		As At 31ST March, 2014	
	Non Current	Current	Non Current	Current
NOTE 4 : DEFERRED TAX LIABILITIES (NET)				
As per Last Balance Sheet	680.82		678.11	
Add : Deferred Tax Liability :-				
- Related to Fixed Assets	50.88		3.60	
	<u>731.70</u>		<u>681.71</u>	
Less : Deferred Tax Assets :-				
- Related to Fixed Assets	--		--	
- Related to Provision for Employee Benefit	1.24		0.89	
		<u>730.46</u>		<u>680.82</u>
TOTAL		<u>730.46</u>		<u>680.82</u>
		<u>As At 31ST March, 2015</u>		<u>As At 31ST March, 2014</u>
NOTES 5: OTHER LONG TERM LIABILITIES				
- Securities :		1,037.46		1,026.88
TOTAL		<u>1,037.46</u>		<u>1,026.88</u>
NOTE 6 : SHORT TERM BORROWINGS				
Secured Loans				
1. Punab National Bank, Bathinda				
i) Cash Credit Limit -		4,810.78		4,270.25
ii Foregin Currency Loan (within Cash Credit Limit)-		6,249.00		5,430.00
{Exclusive charge of hypothecation of all the stock of Raw Material, Stock in Process, Semi Finished Goods, Finished Goods, Consumable Store, Present or Future Book Debts and Other Current Assets of the Company whatsoever situated whether present or future and first exclusive charge on all the fixed assets of the company situated at Hazi Rattan Link Road, Bathinda and stituted at Village Sangat Kalan, Dabwali Road, Bathinda}				
iii) Current Maturities of Long Term Debts		923.20		880.00
2. Oriental Bank of Commerce, Bathinda				
i) O/D Current Account -		--		95.00
Exclusive first charge on Development of Project at Multania Road, Bathinda viz., D.D. Mittal Towers, Phase-I & second charge on Land of the Project				
ii) Current Maturities of Long Term Debts		--		23.28

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Amount ₹ In Lacs)

	<u>As At 31ST</u> <u>March, 2015</u>	<u>As At 31ST</u> <u>March, 2014</u>
3. Kotak Mahindra Prime Limited Bathinda <i>(Current Maturities of Long Term Vehicles Loan)</i>	22.19	25.92
4. ICICI Bank Limited, Delhi <i>(Current Maturities of Long Term Vehicles Loan)</i>	23.65	23.65
5. Aditya Birla Finance Limited Bathinda <i>(Current Maturities of Long Term Debts)</i>	266.19	247.62
6. HDFC Bank Limited Bathinda <i>(Current Maturities of Long Term Vehicle Loans)</i>	13.31	16.61
7. Fixed Deposits From Public <i>(Current Maturities of Fixed Deposits taken from Public)</i>	14.50	--
TOTAL	<u>12,322.82</u>	<u>11,012.33</u>
NOTE 7 : TRADE PAYABLE		
Micro, Small & Medium Enterprises	--	--
Others	8,578.62	5,751.16
TOTAL	<u>8,578.62</u>	<u>5,751.16</u>
NOTE 8 : OTHER CURRENT LIABILITIES		
Interest Accrued but not Due on Borrowing	9.43	8.34
VAT Payable	128.67	163.04
CST Payable	42.32	34.45
Tax Deducted at Source	52.72	18.61
Tax Collected at Source	2.57	2.21
Service Tax Payable	1.14	49.44
Advance from Flat Buyer's	26.00	35.25
Dividend Payable	56.60	70.75
Other Payables - <i>(Includes Employee Benefits & Auditor Fee etc.)</i>	121.89	145.05
TOTAL	<u>441.34</u>	<u>527.14</u>
NOTE 9 : SHORT TERM PROVISIONS		
a) For Gratuity	15.25	11.42
b) For Income Tax	121.54	85.00
c) For Tax On Dividend Distribution	11.32	12.02
TOTAL	<u>148.11</u>	<u>108.44</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Amount ₹ In Lacs)

NOTE : 10 Fixed Asset

Particulars	Gross Block			Depreciation				Net Block			
	Value at the beginning	Addition during the year	Deduction During the year	Value at the end	Value at the beginning	Addition during the year	Addition during the year on Revaluation Part	Deduction During the Year	Value at the end	WDV as on 31.03.2015	WDV as on 31.03.2014
Tangible Assets											
a) Land	936.20	--	--	936.20	--	--	--	--	--	936.20	936.20
b) Building	2,173.77	23.96	19.68	2,178.05	511.11	97.77	1.95	--	610.83	1,567.22	1,662.66
c) Plant and Machinery	11,585.87	428.74	--	12,014.61	4,121.84	609.97	--	--	4,731.81	7,282.80	7,464.03
d) Office Equipment	57.12	3.30	--	60.42	34.17	16.42	--	--	50.59	9.83	22.95
e) Furnitures & Fixtures	82.96	2.67	--	85.63	42.48	15.01	--	--	57.49	28.14	40.48
f) Vehicles	585.38	31.10	108.14	508.34	394.68	81.94	--	108.14	368.48	139.86	190.70
g) Computer	50.03	5.15	--	55.18	39.44	6.81	--	--	46.25	8.93	10.59
h) Gas Cylinders	7.26	--	--	7.26	7.26	--	--	--	7.26	--	--
Total (Current Year)	15,478.59	494.92	127.82	15,845.69	5,150.98	827.92	1.95	108.14	5,872.71	9,972.98	10,327.61
Total (Previous Year)	15,131.00	531.56	183.97	15,478.59	4,039.04	1,119.96	0.94	8.96	5,150.98		

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Amount ₹ In Lacs)

NOTE 11:NON CURRENT INVESTMENTS	<u>As At 31ST March, 2015</u>	<u>As At 31ST March, 2014</u>
Other Investments		
Quoted, Fully Paid Up Equity Shares :		
i) 250 Equity Shares of Rs. 10/- each of Grover Leasing Ltd. (Market Value Rs. 750/-)	0.03	0.03
ii) 20,000 Equity Shares of Rs. 10/- each of NEPC Ltd. (Market Value Rs. 56400/-)	<u>12.90</u>	<u>12.90</u>
	12.93	12.93
Unquoted, Fully Paid Up Equity Shares :		
i) 9,90,345 (P/Year 18,80,345) Equity Shares of Rs. 10/- each of Kissan Fats Ltd., Ghubaya	76.77	595.95
ii) 13,50,100 Equity Shares of Rs. 10/- each of Sheesh Mahal Developers Ltd., Bathinda	170.01	170.01
iii) 10,00,000 Equity Shares of Rs. 10/- each of Pioneer Industries Ltd., Pathankot	100.00	100.00
iv) 4,900 Equity Share of Rs. 10/- each of Innovative colonizer pvt. ltd.	1.22	--
v) 1,50,000 Equity Shares of Rs. 10/- each of Svaksha Distillery Ltd. Rajrahat	<u>15.00</u>	--
	363.00	865.96
TOTAL	<u>375.93</u>	<u>878.89</u>
NOTE 12:LONG TERM LOANS AND ADVANCES		
Security Deposits - Unsecured, considered good (Deposited with various Govt. Authorities)	132.25	160.37
TOTAL	<u>132.25</u>	<u>160.37</u>
NOTE 13:CURRENT INVESTMENTS		
Gold Jewellery (Market Value Rs.)	0.80	0.80
TOTAL	<u>0.80</u>	<u>0.80</u>
NOTE 14:INVENTORIES		
Raw Material		
i) At Factory	2,986.63	3,663.33
ii) At Distillery	<u>6,398.39</u>	<u>2,268.31</u>
	9,385.02	5,931.64
Raw Material at Port/ In Transit Finished Goods:		
i) At Factory	4,012.78	3,096.55
ii) At Distillery	1,315.42	981.41
iii) At Ganpati Estates	<u>1,472.59</u>	<u>1,623.23</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Amount ₹ In Lacs)

	<u>As At 31ST March, 2015</u>	<u>As At 31ST March, 2014</u>
	6,800.79	5,701.19
Stock in Process		
i) At Factory	684.36	1,335.54
ii) At Distillery	639.42	450.90
iii) At Project D.D.Mittal Towers	2,655.64	2,322.55
iv) At Ganpati Estates	<u>509.90</u>	<u>254.88</u>
	4,489.32	4,363.87
Store, Spares and Packing Material	546.36	860.47
TOTAL	<u>22,369.67</u>	<u>17,946.95</u>
 NOTE 15 :TRADE RECEIVABLES		
<i>(Unsecured and considered good)</i>		
Over Six Months	8.39	5.10
Others	<u>1,908.32</u>	<u>1,488.36</u>
	1,916.71	1,493.46
TOTAL	<u>1,916.71</u>	<u>1,493.46</u>
 NOTE 16 :CASH AND CASHEQUIVALENTS		
Cash in Hand	83.09	35.37
Balance with Banks		
i) In Current Accounts with scheduled bank	69.20	54.87
ii) In Fixed Deposit Account	<u>668.82</u>	<u>521.93</u>
	738.02	576.80
TOTAL	<u>821.11</u>	<u>612.17</u>
 NOTE 17 :SHORT TERM LOANS AND ADVANCES		
Unsecured Considered Good		
i) Prepaid Expenses	88.95	41.65
ii) To Employees	16.76	11.66
iii) Advances Income Tax	3.42	116.90
iv) Advances for goods and services	29.49	--
v) To Others	<u>478.58</u>	<u>921.07</u>
	617.20	1,091.28
TOTAL	<u>617.20</u>	<u>1,091.28</u>
 NOTE 18 :REVENUE FROM OPERATIONS		
Sale of Products (Refer Note 29)	67,539.36	63,228.65
Sale of Scrap	--	2.85
Other Operating Income	149.96	507.65
(Income from Services/Job Work)		
TOTAL	<u>67,689.32</u>	<u>63,739.15</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Amount ₹ In Lacs)

	<u>As At 31ST</u> <u>March, 2015</u>	<u>As At 31ST</u> <u>March, 2014</u>
NOTE 19: OTHER INCOME		
Interest from Deposit with Banks	48.44	55.78
Rental Income	320.89	324.99
Profit on Sale of Fixed Assets	27.73	0.71
Profit on Sale of Investment	183.92	--
Misc. Income	31.60	43.89
TOTAL	<u>612.58</u>	<u>425.37</u>
NOTE 20: COST OF RAW MATERIALS CONSUMED		
	% age	%age
Imported	18.89 10,150.69	32.74 16,456.79
Indigenous (Refer Note:30)	81.11 43,585.42	67.26 33,812.56
TOTAL	<u>53,736.11</u>	<u>50,269.35</u>
NOTE 21: CHANGES IN INVENTORIES		
<i>Inventories (At the end of year)</i>		
Finished Goods	5,328.20	4,077.95
Stock in Process	<u>1,323.78</u>	<u>1,786.44</u>
(A)	6,651.98	5,864.39
<i>Inventories (At the beginning of the year)</i>		
Finished Goods	4,077.95	3,521.39
Stock in Process	<u>1,786.44</u>	<u>1,474.73</u>
(B)	5,864.39	4,996.12
Change in Inventories (A-B)	<u>(787.59)</u>	<u>(868.27)</u>
NOTE 22: EMPLOYEE BENEFIT EXPENSES		
Salary & Wages	693.37	577.47
Contribution to Provident and Other Funds	35.49	23.32
Staff Welfare Expenses	31.59	24.99
TOTAL	<u>760.45</u>	<u>625.78</u>
NOTE 23: FINANCE COSTS		
Interest to Banks & Financial Institutions	1,576.00	1,360.32
Other Borrowing Cost	30.75	54.42
Exchange Rate Difference on Foreign Currency Loan	825.10	--
TOTAL	<u>2,431.85</u>	<u>1,414.74</u>
NOTE 24: DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation	829.87	1,120.90
Less: Transfer from Revaluation Reserve	1.95 827.92	0.94 1,119.96
TOTAL	<u>827.92</u>	<u>1,119.96</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Amount ₹ In Lacs)

	<u>As At 31ST</u> <u>March, 2015</u>	<u>As At 31ST</u> <u>March, 2014</u>
NOTE 25 : OTHER EXPENSES		
A Manufacturing Expenses		
Consumption of Stores, Spares & Packing Material	2,190.33	2,425.65
Processing Chemicals	645.09	780.54
Power & Fuel	3,650.68	3,723.83
Excise Duty	49.55	94.81
Repairs to Building	52.92	17.83
Repairs to Machinery	415.23	354.16
Research & Development	<u>5.25</u>	<u>5.64</u>
	7,009.05	7,402.46
B Selling and Distribution Expenses		
Freight Outward	1,119.84	1,052.23
Export Expenses	10.64	8.97
Commission	176.20	156.62
VAT/CST	1,537.63	1,808.65
Sale Promotion Expenses	<u>52.14</u>	<u>34.91</u>
	2,896.45	3,061.38
C Establishment Expenses		
Insurance	64.72	59.51
Telephone	23.82	20.33
Travelling	41.52	26.87
Rent	5.87	8.69
Rate & Taxes	4.19	2.95
Legal & Other Fee	182.42	171.13
Charity & Donation	17.67	1.44
Printing & Stationary	16.35	16.87
General Expenses	45.48	67.62
D Auditor Remuneration:		
i) Statutory Audit	1.30	1.05
ii) Internal Audit	2.00	
iii) Reimbursement Exp of Auditors	<u>1.68</u>	<u>0.50</u>
	407.02	376.96
TOTAL (A + B + C + D)	<u>10,312.52</u>	<u>10,840.80</u>
NOTE 26: EARNING PER SHARE (EPS)		
i) Net Profit after Tax as per Profit & Loss Statement attributable to Equity Shareholders (Rs.in Lacs)	691.59	593.17
ii) Weighted Average number of Equity Share used as the denominator for calculating EPS	14,150,000	14,150,000
iii) Basic and Diluted Earning per share (Rs.)	4.89	4.19
iv) Face Value per Equity Share (Rs.)	10.00	10.00

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Amount ₹ In Lacs)

NOTE 27 :DIVIDEND

	<u>As At 31ST</u> <u>March, 2015</u>	<u>As At 31ST</u> <u>March, 2014</u>
The dividend for the year on equity share par value of ₹ 10 each		
i) Proposed final dividend of 0.40 paisa per equity share (Previous year 0.50 paisa) for the year ended March 31,2015 subject to the approval of shareholders in the ensuing Annual General Meeting	56.60	70.75
ii) Interim Dividend of 0.60 paisa per equity share for the year ended March 31,2015	84.90	--
	<u>141.50</u>	<u>70.75</u>

NOTE 28:SIGNIFICANT ACCOUNTING POLICIES

1 Basis of Preparation of Financial Statements

The accounts have been prepared in accordance with the historical cost convention under accrual basis of accounting as per Indian Generally Accepted Accounting Principles (Indian GAAP).Accounts and Disclosures thereon comply with the Accounting Standards specified in Companies (Accounting Standard) Rules, other pronouncement of ICAI,provisions of the Companies Act,2013.

2 Use of Estimates

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

3 Fixed Assets

Tangible Assets

Tangible assets are stated at their historical cost less accumulated depreciation, capital subsidy and impairment loss, if any. The cost of tangible assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

Intangible Assets

There is no intangible assets lying with the company.

4 Depreciation

Depreciation on Fixed Assets is provided to the extent of depreciable amount on Written Down Value (WDV) method except in case of plant & machinery installed on or after 1st April, 1990 on which depreciation has been provided on State Line Method (SLM). The depreciation is provided based on useful life of the assets as prescribed in Schdule II to the Companies Act, 2013.

5 Inventories

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

- Raw material,Packing material,Stores & Spares :Moving Weighted Average Basis
- Work-in-progress :Cost of Input plus Overhead upto the stage of completion

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Amount ₹ In Lacs)

c) Finished Goods :Cost of Input plus Appropriate Overhead "

6 Turnover

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

7 Investments

Investment are stated at cost.

8 Revenue Recognition

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

9 Contingent Liability & Assets

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

10 Deferred Tax

Deferred Tax resulting from timing differences between book and taxable profit is accounted for using the current tax rate, to the extent that the timing differences is expected to crystallize. The major components of deferred tax assets and liabilities as on 31st March 2015 arising out of the timing differences are as per Note 4 above.

11 Foreign Currency Transactions

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

12 Borrowing Cost

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

13 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before extraordinary items and tax is

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Amount ₹ In Lacs)

adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

14 Retirement Benefits

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

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

15 Related Party Disclosures

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

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

		2014-15		2013-14	
		<i>(Amount ₹ in Lacs)</i>			
Name of the Related Party	Relationship	Nature of Transaction	Amount	Amount	Amount
Kissan Fats Limited, Bathinda	One Common Director	Sale of Goods : i) Oil & Vanaspati Unit	480.41	1975.78	
		ii) Distillery Unit	2.46	--	
		Purchase of Goods : i) Oil & Vanaspati Unit	4177.20	3460.95	
		ii) Distillery Unit	483.86	226.71	
		Interest Paid / Credited	180.19	86.84	
R.K. Exports, Bathinda Prop. Sh. Rajinder Mittal	Proprietorship Firm of a Director	Purchase of Goods	2529.68	4284.23	
		Interest Received / Debited	383.18	339.46	

iii) The remuneration paid to Key Management Personnel is as follows :

			2014-15	2013-14
			<i>(Amount ₹ in Lacs)</i>	
<u>Name</u>	<u>Relationship</u>	<u>Nature</u>		
1. Sh. Rajinder Mittal	Managing Director	Remuneration	11.43	12.00
2. Sh. S.N. Goyal	Whole Time Director	Remuneration	3.60	3.60
			15.03	15.60

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Amount ₹ In Lacs)

16 Impairment of Fixed Assets

The company has reviewed as at 31/03/2015 the future earnings of its cash generation unit in accordance with AS-28 issued by ICAI . As the carrying amount of the assets does not exceed the future recoverable amount, consequently no adjustment is considered necessary by the management .

17 Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

18 In the opinion of the Board of Directors, Current Assets, Loan and Advances etc; are realizable at the value approximately at which they are stated in the Balance Sheet in the ordinary course of business.

19 Provision for current tax

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

20 Segment Information

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

- a) Revenue & Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole & are not allocable to a segment on reasonable basis has been disclosed as "Unallocable "
- b) Segment Assets & Segment Liabilities represent assets & liabilities in respective segment units. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Amount ₹ In Lacs)

Particulars	Oil & Vanaspati						Distillery Unit			Real Estate			Unallocable			Total		
	2014-15		2013-14		2014-15		2013-14		2014-15		2013-14		2014-15		2013-14		2014-15	
Segment Revenue	48855.77	44327.06	17405.21	16501.46	1428.34	2910.63	--	--	--	--	--	--	--	67689.32	63739.15			
Segment Result <i>(Before Depreciation, Interest & Taxes)</i>	2248.09	1368.28	1699.12	1739.32	333.20	189.26	--	--	--	--	--	--	--	4280.41	3296.86			
Less:																		
a) Depreciation & Amortization	--	--	--	--	--	--	--	--	827.92	1119.96	827.92	1119.96	827.92	827.92	1119.96			
b) Finance Cost	--	--	--	--	--	--	--	--	2431.85	1414.74	2431.85	1414.74	2431.85	2431.85	1414.74			
Profit Before Tax	--	--	--	--	--	--	--	--	1020.64	762.16	1020.64	762.16	1020.64	1020.64	762.16			
Less: Tax Expenses																		
a) Current Tax	--	--	--	--	--	--	--	--	200.00	85.00	200.00	85.00	200.00	200.00	85.00			
b) Deferred Tax	--	--	--	--	--	--	--	--	49.64	2.71	49.64	2.71	49.64	49.64	2.71			
c) Prior Period tax & other adjustments	--	--	--	--	--	--	--	--	79.41	81.28	79.41	81.28	79.41	79.41	81.28			
Profit After Tax														691.59	593.17			
Other Information :																		
Segment Assets	24649.23	22346.06	10803.73	9454.03	753.69	711.44	--	--	--	--	--	--	--	36206.65	32511.53			
Segment Liabilities	19773.96	17073.42	6912.77	6363.13	319.97	466.2	--	--	--	--	--	--	--	27006.70	23902.75			
Unallocable Liabilities	--	--	--	--	--	--	--	--	919.92	848.59	919.92	848.59	919.92	919.92	848.59			
Capital Expenditure	35.89	50.83	458.07	478.58	0.96	2.15	--	--	--	--	--	--	--	494.92	531.56			
Depreciation & Amortization	191.32	231.68	633.27	884.32	3.33	3.96	--	--	--	--	--	--	--	827.92	1119.96			

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

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Amount ₹ In Lacs)

NOTE 29: DISCLOSURE RELATING TO TURNOVER

Particulars of Segment Sales

Sr. No.	Particulars	Sales Value	
		2014-2015	2013-2014
A	<u>Oil & Vanaspati</u>		
	i) Vanaspati Ghee	11723.09	16597.02
	ii) Refined Oil	11270.35	14921.80
	iii) Oils	9436.29	8439.76
	iv) Rice	1954.20	1660.00
	v) Others	14381.60	2658.87
	TOTAL	48765.53	44277.45
B	<u>Distillery Unit</u>		
	i) Liquor	13673.44	13393.19
	ii) DDGS Feed	3122.19	2245.20
	iii) Others	609.58	463.06
	TOTAL	17405.21	16101.45
C	Real Estate	1368.62	2849.75
Total (A+B+C)		67539.36	63228.65

NOTE 30: DISCLOSURE RELATING RAW MATERIAL CONSUMED

Particulars of Segment Raw Material Consumed

(Amount ₹ In Lacs)

Sr. No.	Particulars	Consumption (Value)	
		2014-2015	2013-2014
A	<u>Oil & Vanaspati</u>		
	i) Oil Seeds	4815.57	4410.52
	ii) Oils	24224.21	30511.49
	iii) Paddy	2919.16	1055.30
	iv) Others	9183.29	1941.56
	TOTAL	41142.23	37918.87
B	<u>Distillery Unit</u>		
	i) Rice Nakku	7967.73	8068.34
	ii) Bajra	834.35	1097.12
	iii) Barley	12.76	108.38
	iv) Jawar	--	66.82
	v) De-Oiled Rice Bran	398.80	463.89
	vi) Maize	2211.34	--
	vii) Others	91.47	88.19
	TOTAL	11516.45	9892.74
C	Real Estate	1077.43	2457.74
Total (A+B+C)		53736.11	50269.35

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Amount ₹ In Lacs)

	Financial Year	
	<u>2014-15</u>	<u>2013-14</u>
NOTE 31 :VALUE OF IMPORT ON CIF BASIS IN RESPECT OF		
- Raw Material and Stock-in-Trade	7932.73	7885.00
- Store and Spare including components and packing material	Nil	Nil
- Capital Goods	Nil	Nil
NOTE 32 :EXPENDITURE IN FOREIGN CURRENCY		
- Interest Expenses	339.12	509.49
NOTE 33 :EARNING IN FOREIGN CURRENCY		
- Sales of Product	Nil	Nil



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

Form No. MGT-11
PROXY FORM

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

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

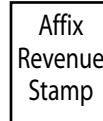
I/We, being the member (s) holding _____ shares of the above named company, hereby appoint :

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

whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the company, to be held on the 26th day of September, 2015 at 3.30 p.m. at Ganpati Enclave, Dabwali Road, Bathinda, Punjab and at any adjournment thereof.

Signed this..... day of..... 2015

Signature of shareholder



Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

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







BCL Industries
& Infrastructures Ltd.

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

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

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

CIN No. L24231PB1976PLC003624