



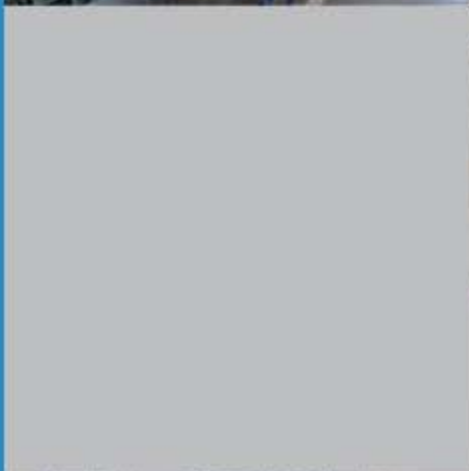
THE SPIRIT OF CHALLENGE

BSL LIMITED | ANNUAL REPORT 2012-13



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Arun Churiwal	Chairman & Managing Director
Ravi Jhunjhunwala	Director
Shekhar Agarwal	Director
Salil Bhandari	Director
Sushil Jhunjhunwala	Director
A. N. Choudhary	Director
M. K. Doogar	Director
Nivedan Churiwal	Executive Director

ADVISOR

R. N. Gupta

BUSINESS HEAD

J. C. Soni

CFO & COMPANY SECRETARY

Praveen Jain

KEY EXECUTIVES

M. C. Maheshwari	Vice – President (Export Marketing)
S. Sen Gupta	Vice – President (Spinning)
A. K. Mehta	Vice – President (Processing & Furnishing)
R. K. Katyal	Vice – President (Weaving) (w.e.f. 23/05/2013)

BANKERS

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

AUDITORS

M/s A. L. Chechani & Co.

REGISTERED OFFICE

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

WORKS

Mandpam, Distt. Bhilwara–311001 (Rajasthan)

WIND ENERGY PLANT

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

FINANCIAL HIGHLIGHTS

FINANCIAL HIGHLIGHTS

(₹ in Crore)

PARTICULARS	2010-11	2011-12	2012-13
Turnover	271.78	305.53	295.93
Exports	155.83	169.43	161.53
PBIDT	35.53	32.99	33.10
Financial Expenses	13.32	18.60	18.15
PBDT	22.21	14.39	14.95
Depreciation & Amortisation Expense	12.70	13.75	14.68
PBT	9.51	0.64	0.27
Taxation	3.85	0.51	(0.08)
PAT	5.66	0.13	0.35
Gross Block	281.77	298.15	311.12
Less : Depreciation	168.85	180.30	192.49
Net Block	112.92	117.85	118.63
Net Worth	63.15	61.77	63.61

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURES & DEVELOPMENTS :

Indian Textile Industry is one of the leading textile industries in the world. Though was predominantly unorganized industry even a few years back, but the scenario started changing after the economic liberalization of Indian economy. The opening up of economy gave the much needed thrust to the Indian textile industry, which has now successfully become one of the largest in the world.

The Indian Textile Industry has an overwhelming presence in the economic life of the country. Apart from providing one of the basic necessities of life, the textiles industry also plays a vital role through its contribution to industrial output, employment generation, and the export earnings of the country. The sector contributes about 14 percent to industrial production, 4 percent to the gross domestic product (GDP), and 17 percent to the country's export earnings. It provides direct employment to over 35 million people. The textiles sector is the second largest provider of employment after agriculture. Thus, the growth and all round development of this industry has a direct bearing on the improvement of the economy of the nation.

India has the potential to increase its textile and apparel share in the world trade from the current level of 4.5 percent to 8 percent and reach US \$ 80 billion by 2020.

OPPORTUNITIES:

Indian textiles industry is a well-established with showing strong features and a bright future. In fact, the country is the second biggest textiles manufacturer worldwide, right after China. The textile manufacturing business is a pioneer activity in the Indian manufacturing sector and it has a prime importance in the economic life of the country. Indians have well understood the importance of staying one step ahead of developments in the world economic environment. The industry is now preparing itself to take share of opportunities expected to arise out of the market freed from quota restrictions and other trade barriers.

Industry operators are increasingly moving towards modernisation and expansion as encouraged by the so-designated Textile Strategies and policies which are mainly targeted towards expansion and modernisation leaving more space to domestic players.

THREATS & OUTLOOK:

After the Global recession the world economies are now coming out of the recession but the business environment is very challenging, as customers are cutting down on inventory level & making pricing competitive. Highly fluctuating Rupee value and Raw Material Prices of Polyester Viscose and Wool are putting continuous challenges.

The outlook for textile industry is very optimistic. It is expected that Indian textile industry would continue to grow at an impressive rate.

PRODUCT & PERFORMANCE :

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

To improve the operational and financial performance, the company has:

- Implemented various energy-saving initiatives.
- Introduced new, high-value fabric collections in the market.
- Appointed designer from Europe for helping in introducing new designs for all segment & quality improvement.

The Product wise performance during the year is as under :

(₹ In Crore)

Particulars		This Year		Previous Year	
		Qty.	Value	Qty.	Value
a)	Fabrics (Lac Mtrs.)	146.12	216.49	155.80	232.40
b)	Yarn (MT)	3103.67	61.66	2892.15	56.54
c)	Readymade Garments (No. of Pcs.)	19756	0.85	34318	0.91
d)	Wind Power (Lac Units)	28.41	1.11	30.59	1.18
e)	Job Work		11.37		11.65
f)	Others: Export Incentives		4.45		2.85
	Grand Total		295.93		305.53

CODE OF CONDUCT :

BSL LIMITED is committed to maintain sound standards of Business Conduct as framed in terms of Clause 49 of the listing agreement with the stock exchanges. The Code is applicable to all the members of senior management of the Company who are members of its core management team.

RISK AND CONCERNS

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

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

1. COMPETITOR RISK

The market is highly competitive with no fiscal barriers and entry of large MNCs into the country with inorganic growth strategies. Your Company continues to focus on increasing its market share and taking marketing initiatives that help create differentiation and provide optimum service to its customers.

2. FINANCIAL

The Company's policy is to borrow long term borrowing in Indian Rupee to avoid any rate variation risks. Interest rates also vary from time to time as per RBI guide lines , which could enhance cost of borrowings.

3. FOREIGN EXCHANGE RISK

The company's policy is to hedge all long term foreign exchange risk as well as short term exposures within the defined parameters. The long term foreign exchange liability is hedged and hedging reserve is maintained as per requirement of AS-30.

MANAGEMENT DISCUSSION AND ANALYSIS

4. COMPLIANCE

The level of compliance is increasing by the day. Your company monitors its compliance mechanism so as to ensure that instances of non-compliance do not occur.

5. RAW MATERIAL PRICE RISK

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

RESEARCH & DEVELOPMENT :

Development of new designs, blends, yarns and experimenting with the latest finishing & chemical treatment, is imperative for growth of any textile company. For BSL, these are central to all its production activities.

- BSL has formed tie-ups with eminent research institutions and technical colleges for its continuous R & D initiatives.
- Our product development professionals work in close cooperation with global innovators for keeping in step with the emerging trends.
- Our designers constantly participate in trade fair and exhibitions to explore newer avenues for increasing the product range.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY :

The Company has in place internal control systems and procedures commensurate with the size and nature of its operations. Internal

control processes which consist of implementing and adopting appropriate management systems are followed.

A statutory Compliance audit team is constituted to check compliance and report to the management. This facilitates corrective measure to be taken wherever required.

HUMAN RESOURCES AND INDUSTRIAL RELATION :

The company enjoys the support of committed and well satisfied human capital. Compensation packages offered by the company, best of class methods in recruitment, Training, motivation and performance appraisal, attract and retain the best in talent.

Based on our long-term business plans, The Company aim to indentify, induct and train the most appropriate human resources with latest techniques. There is adequate management bandwidth commensurate with the size of the operations, with responsibilities shared appropriately and not dependent on a single person. The Company has a team of professionals who steer the operations and monitor the company's growth plans.

CAUTIONARY STATEMENT :

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

DIRECTORS' REPORT

To The Members,

The Board of Directors have pleasure to present the 42nd Annual Report and Statement of Accounts for the year ended 31st March, 2013.

1. FINANCIAL RESULTS

(₹ in Crore)				
Particulars	This Year		Previous Year	
Total Turnover – a) Domestic	134.40		136.10	
– b) Exports	161.53	295.93	169.43	305.53
Profit before interest and Depreciation	33.10		32.99	
Less : Financial Expenses	18.15		18.60	
Profit before Depreciation	14.95		14.39	
Less : Depreciation & Amortisation	14.68		13.75	
Profit before Tax	0.27		0.64	
Taxation – Current year	0.22		0.28	
– Deferred Tax	(0.30)		0.23	
Profit after Tax	0.35		0.13	

2. OPERATIONS

The Division wise performance is as under :-

Value (₹ in Crore)					
Particulars	This Year		Previous Year		
	Qty.	Value	Qty.	Value	
a) Fabrics (Lac Mtrs.)					
- Domestic	65.49	81.87	57.18	72.85	
- Exports	80.63	134.62	98.62	159.55	
Total	146.12	216.49	155.80	232.40	
b) Yarn (MT)					
- Domestic	2002.49	39.20	2512.59	49.51	
- Exports	1101.18	22.46	379.56	7.03	
Total	3103.67	61.66	2892.15	56.54	
c) Job Work					
Job Fabric Processing (Lac Mtrs.)	95.37	10.53	89.75	10.27	
Top, Fibre and Yarn Dyeing (MT)	238	0.56	225	0.53	
Job Spinning (MT)	23	0.28	45	0.85	
Total		11.37		11.65	
d) Readymade Garments					
- Domestic (No. of Pcs.)	19756	0.85	34318	0.91	
e) Wind Power					
Generation (Lac Units)	28.41	1.11	30.59	1.18	
f) Export Incentives		4.45		2.85	
Grand Total		295.93		305.53	

3. EXPORTS

The Company's Export turnover during the year was ₹161.53 Crores. The political environment in Middle East countries continues to be disturbed during current year also resulting in lower volumes. Also bad economic situation of European countries have affected poly-wool fabric exports. However the export of Vortex yarn during the year is higher as compared to previous year.

4. EXPANSIONS

The Company has installed 2.00 MW Wind Power Generator at Jaisalmer for captive use. The project has started Commercial generation effective from 31st March, 2013. This will result in reduction of power cost of the Company during coming years.

5. OUT LOOK FOR COMPANY'S ACTIVITIES

In Exports, Company is focusing more on exploring New markets and for strategic tie ups with Leading Retail chain stores globally and enhancing the volumes in Existing markets. In Domestic market, Company is focusing on RMG Sector and strengthening of Net work and developing new Areas.

6. WIND POWER PROJECT

The Company's Wind Power Projects at Jaisalmer had generated 28.41 Lac units during the year, as against 30.59 Lac units last year.

7. DIVIDEND

The Board of Directors have not recommend any dividend during the year.

8. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors Confirm :-

- That in the preparation of the Annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures;
- That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
- That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- That they have prepared the Annual Accounts on a going concern basis.

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

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

As required by Companies (Disclosure of particulars in the report of Board of Directors) Rules 1988, the relevant

DIRECTORS' REPORT

data pertaining to conservation of energy and technology absorption and foreign exchange earnings and outgo are given in **Annexure-I** of this report.

b) Particulars of Employees

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

10. INTERNAL CONTROL SYSTEMS

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

11. HUMAN RESOURCE DEVELOPMENT

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

12. CORPORATE SOCIAL RESPONSIBILITY

The Company has been organizing Blood donation camp of its employees since last so many years. This year 155 units were collected and donated to BSL Blood Bank at local Hospital.

The Company also organizes Annual Fair on the occasion of Janmasthmi, in which about one lac residents of Bhilwara city and nearby villages participates with active interest. This function is being organized since last 21 years.

13. DIRECTORS

Shri Sushil Jhunjhunwala and Shri Salil Bhandari retire by rotation at the ensuing Annual General Meeting and are eligible for reappointment.

14. AUDITORS

M/s A.L. Chechani & Company will cease to hold office as Auditors of the Company in the ensuing Annual General Meeting and are eligible for reappointment.

15. APPRECIATION

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

For and on behalf of the Board

Place : Noida, (U.P.)

Date : Wednesday, 1st May, 2013

(ARUN CHURIWAL)
CHAIRMAN &
MANAGING DIRECTOR
DIN : 00001718

निदेशकों का प्रतिवेदन

सदस्यगण,

निदेशक मंडल आपके समक्ष 42वीं वार्षिक रिपोर्ट एवं 31, मार्च, 2013 को समाप्त हुए वर्ष का लेखा विवरण सहर्ष प्रस्तुत कर रहे हैं।

1. वित्तीय परिणाम

(₹ करोड़ में)				
मद	इस वर्ष		गत वर्ष	
	परिमाण	मूल्य	परिमाण	मूल्य
कुल बिक्री – घरेलू	134.40		136.10	
निर्यात	161.53	295.93	169.43	305.53
ब्याज व मूल्यहास पूर्व लाभ	33.10		32.99	
घटाया: ब्याज	18.15		18.60	
मूल्यहास पूर्व लाभ	14.95		14.39	
घटाया: मूल्यहास	14.68		13.75	
कर पूर्व लाभ	0.27		0.64	
कराधान – आयकर	0.22		0.28	
– विलम्बित कर	(0.30)		0.23	
कर पश्चात् लाभ	0.35		0.13	

2. संचालन

विभागानुसार विक्रय की स्थिति इस प्रकार है:-

मूल्य (₹ करोड़ में)				
मद	इस वर्ष		गत वर्ष	
	परिमाण	मूल्य	परिमाण	मूल्य
(अ) वस्त्र (लाख मीटर में)				
घरेलू	65.49	81.87	57.18	72.85
निर्यात	80.63	134.62	98.62	159.55
कुल	146.12	216.49	155.80	232.40
(ब) धागा (टनों में)				
घरेलू	2002.49	39.20	2512.59	49.51
निर्यात	1101.18	22.46	379.56	7.03
कुल	3103.67	61.66	2892.15	56.54
(स) उपकार्य				
वस्त्र प्रक्रियांकन उपकार्य (लाख मीटर में)	95.37	10.53	89.75	10.27
टोप, फाईबर और धागा डाईंग (टनों में)	238	0.56	225	0.53
स्पिनिंग उपकार्य (टनों में)	23	0.28	45	0.85
कुल		11.37		11.65

मूल्य (₹ करोड़ में)

मद	इस वर्ष		गत वर्ष	
	परिमाण	मूल्य	परिमाण	मूल्य
(द) पोशाक (संख्या)				
घरेलू	19756	0.85	34318	0.91
(य) पवन ऊर्जा				
ऊर्जा उत्पादन (लाख ईकाई)	28.41	1.11	30.59	1.18
(र) निर्यात प्रोत्साहन	—	4.45	—	2.85
कुल		295.93	—	305.53

3. निर्यात

कम्पनी का निर्यात इस वर्ष ₹ 161.53 करोड़ रहा। इस वर्ष मध्यपूर्वी देशों में लगातार राजनैतिक बाधाएँ बनी रही, जिसके परिणामस्वरूप निर्यातों में कमी हुई है। यूरोपियन देशों में खराब अर्थव्यवस्था होने के कारण भी पोलिवूल वस्त्र के निर्यात पर असर पड़ा है। फिर भी गत वर्ष की तुलना में इस वर्ष वोरटेक्स धागों का निर्यात अधिक रहा है।

4. विस्तारीकरण

कम्पनी ने वर्ष के दौरान केप्टिव प्रयोग हेतु जैसलमेर में 2 मेगावॉट पवन ऊर्जा उत्पादन संयंत्र स्थापित किया है, जिसका उत्पादन 31 मार्च, 2013 से प्रारम्भ हुआ है। इसके परिणाम स्वरूप आने वाले वर्षों में बिजली की लागत में कटौती होगी।

5. कम्पनी की गतिविधियों पर दृष्टिकोण

निर्यात क्षेत्र में कम्पनी नए बाजार के विकास एवं विश्व स्तर पर अग्रणी फुटकर श्रृंखला भण्डार के साथ संबंध स्थापित करने और मौजूदा बाजार में मात्रा में बढ़ोतरी पर ध्यान केन्द्रित कर रही हैं। घरेलू बाजार में पोशाक निर्माताओं की ओर ध्यान केन्द्रित करते हुए एवं अपने नेटवर्क को मजबूत बनाने और नये क्षेत्रों में विकास पर ध्यान दे रही है।

6. पवन ऊर्जा परियोजना

इस वर्ष कम्पनी के जैसलमेर स्थित पवन ऊर्जा उत्पादक संयंत्र का उत्पादन 28.41 लाख यूनिट रहा, गत वर्ष यह उत्पादन 30.59 लाख यूनिट था।

7. लाभांश

निदेशक मण्डल इस वर्ष लाभांश घोषित करने की अनुशंसा नहीं करता है।

निदेशकों का प्रतिवेदन

8. निदेशकों के उत्तरदायित्व का वर्णन

आपके निदेशक सुनिश्चित करते हैं—

1. कि वार्षिक खातों की तैयारी में यथोचित लेखांकन सिद्धांतों का पालन किया गया है, साथ ही महत्वपूर्ण विचलनों की दशा में उपयुक्त स्पष्टीकरण भी दिये हैं।
2. कि निदेशकों ने ऐसी लेखांकन नीतियों का चयन कर उन पर लगातार अमल किया और उपयुक्त निर्णय और अनुमान लगायें, जो कि कम्पनी के वित्तीय वर्ष की समाप्ति पर स्थिति विवरण व वर्ष भर के लाभ हानि की स्थिति को सत्य व संतोषजनक रूप में दर्शाते हैं।
3. कि निदेशकों ने कम्पनी की सम्पत्तियों की सुरक्षा और धोखाधड़ी एवं अनियमितता की जाँच व रोक के संबंध में कम्पनी अधिनियम वर्णित नियमों का पालन करते हुए योग्य लेखांकन पुस्तकों के रखरखाव के लिए यथोचित व पर्याप्त सावधानी का पालन किया।
4. निदेशकों ने वार्षिक खाते, व्यवसाय की निरन्तरता के सिद्धान्त को ध्यान में रखते हुए तैयार किये।

9. कम्पनी अधिनियम 1956 की धारा 217 का विवरण

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

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

(ब) कर्मचारियों का विवरण

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

10. आन्तरिक नियन्त्रण पद्धति

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

11. मानव संसाधन विकास

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

12. सामाजिक उत्तरदायित्व

कम्पनी अनेक वर्षों से अपने कर्मचारियों के रक्तदान शिविर का आयोजन कर रही है। इस वर्ष कम्पनी ने 155 यूनिट रक्त स्थानीय अस्पताल में बीएसएल रक्त बैंक के नाम से जमा कराया है।

कम्पनी गत 21 वर्षों से जन्माष्टमी के अवसर पर वार्षिक मेले का भी आयोजन करती है, जिनमें भीलवाड़ा शहर एवं आस-पास के गाँवों से लगभग 1 लाख निवासी सक्रिय रुचि के साथ भाग लेते हैं।

13. निदेशक

श्री सुशील झुंझुनवाला एवं श्री सलील भण्डारी आगामी वार्षिक साधारण सभा में क्रमानुसार अवकाश ग्रहण कर रहे हैं, व पुनः नियुक्ति के योग्य हैं।

14. अंकेक्षक

सर्व श्री ए. एल. चेचाणी एण्ड कम्पनी आगामी वार्षिक साधारण सभा में अवकाश ग्रहण करेंगे व पुनः नियुक्ति के योग्य हैं।

15. आभार प्रदर्शन

निदेशक मंडल वित्तीय संस्थाओं, बैंकों, केन्द्रीय व राज्य सरकारों के विभिन्न विभागों के प्रति सहयोग व बहुमूल्य मार्ग दर्शन हेतु आभार व कृतज्ञता व्यक्त करता है।

निदेशक मंडल की ओर से

स्थान : नोएडा (उ.प्र.)

तारीख : बुधवार, 01 मई 2013

अरुण चूड़ीवाल

अध्यक्ष व प्रबन्ध निदेशक

ANNEXURE - I TO DIRECTORS' REPORT

1. STATEMENT OF PARTICULARS RELATED TO ENERGY CONSERVATION PURSUANT TO COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES 1988 AND FORMING PART OF DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2013.

A) POWER & FUEL CONSUMPTION

	Current Year	Previous Year
1) Electricity		
a) <u>Purchased</u>		
Units (Lac)	475.60	413.77
Total Amount (Lac ₹)	2390.02	1947.12
Rate/Unit	5.03	4.71
b) <u>Own Generation</u>		
(i) Through Diesel Generator		
Units(Lac)	1.07	0.76
Units per litre of Diesel oil	2.59	2.73
Cost/Unit	13.05	14.33
(ii) Through HFO Generator		
Units (Lac)	3.65	5.71
Units per litre of HFO / Diesel	3.85	3.88
Cost/Unit	21.42	15.68
2) Coal		
Quantity (MT)	7401	7651
Total Amount (Lac ₹)	568.24	617.93
Average Rate (₹ / MT)	7677.84	8076.33
3) Furnace Oil		
Qty. in Kilo Litres	95	147
Total amount (Lac ₹)	24.77	36.43
Average Rate (₹ / Ltr.)	26.16	24.76
4) Other/Integral Generation	N.A.	N.A.

B) CONSUMPTION PER UNIT OF PRODUCTION

A. Weaving:-		
Electricity Unit per Mtr.		
– Weaving	0.65	0.64
– Others	0.03	0.03
	0.68	0.67

ANNEXURE - I TO DIRECTORS' REPORT

	Current Year	Previous Year
B. Spinning:-		
Electricity Unit per Kg.	4.47	4.66
C. Processing:-		
i) Electric Unit		
– Per Mtr. of Fabric	0.28	0.28
– Per Kg. of Top, Fibre & Yarn Dyeing	0.65	0.65
ii) Coal		
– Per Mtr. Of Fabric	0.28	0.28
– Per Kg. of Top, Fibre & Yarn Dyeing	0.37	0.40
2. TECHNOLOGY ABSORPTION		
Details of Expenditure incurred on Research and Development during the year is as follows :		
		(₹ in lac)
Capital	5.77	4.51
Recurring	186.10	167.45
Total Expenditure as % of total turnover	0.65	0.56
3. FOREIGN EXCHANGE EARNINGS AND OUTGO		
The details of foreign exchange earning and outgo during the year are as under :		
	2012-2013	2011-2012
Earning	15352.41	16440.90
Outgo :		
(Revenue A/c)	2698.11	4068.17
(Capital A/c)	103.70	2801.81
		1011.50
		5079.67

REPORT ON CORPORATE GOVERNANCE

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

1) Company's Philosophy on Corporate Governance :

Good governance practices stem from the culture and mindset of the organization. The Company firmly believes that good Corporate Governance is key element in improving efficiency and growth and investor confidence . The long term corporate goals, plans can be successfully achieved by adopting good corporate governance.

The Corporate Governance philosophy is based on the fair and transparent disclosure issues related with the company's business to ensure accountability, compliance of legal and regulatory requirement which generate company's credentials at all level and which upgrade interest of stakeholders, shareholders, customers, lenders, creditors, suppliers, employees and society as whole.

The Company is committed to achieve and maintain the highest standards of Corporate Governance. The Company believes that all its actions must serve the underlying goal of enhancing shareholder value over a sustained period of time. The Company not only adheres to the prescribed corporate practices as per Clause 49 of the Listing Agreement but has also undertaken several initiatives towards maintaining the highest standards of Governance.

2) Board of Directors

The Board of Directors of the Company comprise of Eight Directors out of which six are Non-Executive. The Chairman & Managing Director and the Executive Director fall in the category of Executive Directors. Four Directors are 'Independent' Directors.

Board Meetings & Annual General Meeting (AGM):

During the year under review, Four Board meetings were held, the dates being 4th May,2012, 9th August,2012, 26th October,2012 and 6th February,2013. The last AGM was held on 18th September, 2012. Details of Attendance during 2012-2013 and other particulars are as given below:-

S. No.	Name	Title	Category	Directorship in Other Companies			No. of Board meetings for 2012-13		Whether Attended Last AGM
				Member of Board *	Board Committees #		Total Held	Attended	
					Chairman	Member			
1.	Shri Arun Churiwal	Chairman & Managing Director	Promoter – Executive	3	–	–	4	4	No
2.	Shri Ravi Jhunjhunwala	Director	Promoter – Non executive	12	2	1	4	3	No
3.	Shri Sushil Jhunjhunwala	Director	Independent – Non executive	3	–	–	4	2	No
4.	Shri Shekhar Agarwal	Director	Promoter – Non executive	5	–	3	4	3	No
5.	Shri Nivedan Churiwal	Executive Director	Promoter – Executive	–	–	–	4	3	Yes
6.	Shri Salil Bhandari	Director	Independent – Non executive	6	1	2	4	3	Yes
7.	Shri A. N. Choudhary	Director	Independent – Non executive	2	–	1	4	4	No
8.	Shri M. K. Doogar (Appointed w.e.f. 04/05/2012)	Director	Independent – Non executive	7	4	1	4	3	No

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

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

3) Audit Committee

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

1. Shri Salil Bhandari, Chairman
2. Shri Shekhar Agarwal
3. Shri Sushil Jhunjhunwala
4. Shri A. N. Choudhary
5. Shri M. K. Doogar

REPORT ON CORPORATE GOVERNANCE

The broad terms of reference of Audit Committee are in accordance with the prescribed guidelines, as set out in the Listing Agreement. During the year under review, four meetings of the Audit committee were held, the dates being 4th May,2012, 9th August,2012, 26th October,2012 and 6th February,2013.

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

Sl. No.	Name	No. of Audit committee meetings attended
1.	Shri Salil Bhandari	3
2.	Shri Shekhar Agarwal	3
3.	Shri Sushil Jhunjunwala	2
4.	Shri A. N. Choudhary	4
5.	Shri M. K. Doogar	2

The Company Secretary acts as the Secretary to the committee.

4) Remuneration Committee

The Remuneration Committee of the Board of Directors has been constituted in accordance with the prescribed guidelines. The committee comprises of three Directors, all of whom are Non Executive and Independent. The Remuneration Committee comprises of following Directors:-

- 1) Shri Sushil Jhunjunwala , Chairman
- 2) Shri Salil Bhandari
- 3) Shri A. N. Choudhary

The Company pays remuneration only to Executive Directors. The Company does not pay any remuneration to its Non-Executive directors, apart from sitting fees to them for attending the meetings of the Board or any Committee thereof. One meeting of the committee was held on 04/05/2012 during the year and all members of committee were present thereat in meeting.

Remuneration paid to Whole Time Directors during 2012-13 :-

(₹ in lac)

Name of executive	Salary	Perquisites, Allowances & Retiral Benefits	Total
i) Shri Arun Churiwal Chairman & Managing Director Service Contract – 1st September, 2012 to 31st August,2017	20.50	9.04	29.54
ii) Shri Nivedan Churiwal Executive Director Service Contract - 26th July,2012 to 25th July,2017	15.25	14.28	29.53

Remuneration paid to Non-Executive Directors during 2012-13:-

(₹ in lac)

Non Executive Directors	Board fees	Committee fees	Total
1. Shri Ravi Jhunjunwala	0.18	–	0.18
2. Shri Shekhar Agarwal	0.18	0.18	0.36
3. Shri Salil Bhandari	0.18	0.18	0.36
4. Shri Sushil Jhunjunwala	0.12	0.12	0.24
5. Shri A. N. Choudhary	0.24	0.24	0.48
6. Shri M. K. Doogar	0.18	0.12	0.30

There are no stock option plans of the Company. Shri Ravi Jhunjunwala, Director holds 84,236 Equity shares of the Company. Other Non-Executive Directors are not holding any shares of the Company.

REPORT ON CORPORATE GOVERNANCE

5) Shareholders' Committees

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

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

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

This committee is looking into shareholders / investors' complaints regarding transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividends etc. The committee met 4 times during the year. The meetings were held on 04/05/2012, 09/08/2012, 26/10/2012 and 06/02/2013. All the members attended all these meetings.

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

- 1) Shri Arun Churiwal
- 2) Shri Nivedan Churiwal
- 3) Shri Sushil Jhunjhunwala
- 4) Shri A. N. Choudhary

The Committee considers and approves the transfer of Equity shares and its related matters, such as consolidation and split of shares, issue of duplicate shares, transmission of shares etc. The committee met 12 times during the year. The meetings were held on 04/05/2012, 30/06/2012, 31/07/2012, 30/08/2012, 07/09/2012, 30/09/2012, 26/10/2012, 30/11/2012, 31/12/2012, 06/02/2013, 01/03/2013, and 30/03/2013.

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

<u>Name of the Director</u>	<u>No. of meetings attended</u>
1. Shri Arun Churiwal	12
2. Shri Nivedan Churiwal	12
3. Shri Sushil Jhunjhunwala	10
4. Shri A. N. Choudhary	4

The details of complaints received & resolved during the year 2012-2013 are as under :-

No. of complaints / grievances received from shareholders / Stock Exchange / SEBI – 27.

No. of complaints not resolved – NIL

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

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

6) General Body Meetings

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

<u>Date of AGM</u>	<u>Relevant Financial year</u>	<u>Venue / Location where held</u>	<u>Time of Meeting</u>
15th September'2010	2009-2010	26, Industrial Area, Gandhi Nagar, Bhilwara (Rajasthan)	10.30 A.M.
10th September'2011	2010-2011	26, Industrial Area, Gandhi Nagar, Bhilwara (Rajasthan)	11.00 A.M.
18th September'2012	2011-2012	26, Industrial Area, Gandhi Nagar, Bhilwara (Rajasthan)	11.00 A.M.

- No special resolution requiring postal ballot is being placed before the shareholders for approval at this meeting.
- No special resolution through postal ballot was passed in the last AGM.

7) Subsidiaries

The Company does not have any material non-listed Indian Subsidiary whose turnover or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or net worth, respectively, of the listed holding Company and its subsidiaries, in the immediately preceding accounting year.

8) Code of Conduct:

The Board of Directors has adopted the Code of Conduct for Directors & Senior Management. The said Code has been confirmed by all the Directors and members of the senior management. The Code has also been posted on the Company's website.

REPORT ON CORPORATE GOVERNANCE

9) Disclosures

- a) **Material related party transactions:** During the financial year 2012-2013, there were no transactions of material nature with its promoters, the directors or the management, their subsidiaries or relatives, etc., which may have potential conflict with the interests of the Company at large. Transactions with related parties as per requirements of AS-18 – “Related party disclosures” issued by ICAI, are disclosed in Note No. 31 of “Notes to Financial Statements for the year ended 31st March, 2013, in the Annual Report.
- b) **Disclosure of Accounting Treatment:** In preparation of the financial statements, the Company has followed the Accounting Standards issued by ICAI. The significant accounting policies which are consistently applied are disclosed in Note No. 1 “Accounting Policies” under the “Notes to Financial Statements for the year ended 31st March, 2013, in the Annual Report.
- c) **Risk Management:** Business Risk evaluation and its management is an ongoing process within the Company. During the year under review, regular exercise on “Risk Assessment and Management” was carried out covering all the areas of business, and the Board was informed of the same.
- d) **Details of Non-Compliance:** There were no penalties or structures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- e) The Company has complied with all mandatory requirements of Clause 49. Adoption of non-mandatory requirements of clause 49 of the Listing Agreement, are being reviewed by the Board from time to time.

10) Means of Communication

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

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

The same is given in the notice of forthcoming Annual General Meeting as attached herewith.

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

13) General Shareholder Information:

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

14) CEO / CFO Certificate:

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

15) Compliance Certificate of The Auditors :

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

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

SHAREHOLDERS INFORMATION

1. Annual General Meeting

- Day, Date and Time : Thursday, 19th September, 2013
At 4.00 P.M.
- Venue : 26, Industrial Area,
Gandhi Nagar
Bhilwara (Rajasthan) 311001

2. Financial Calendar & Publication of Results :

The financial year of the Company is April to March.

- Financial reporting for the quarter ending June 30, 2013 : Upto 15th August, 2013
- Financial reporting for the quarter ending September 30, 2013 : Upto 15th November, 2013
- Financial reporting for the quarter ending December 31, 2013 : Upto 15th February, 2014
- Financial reporting for the year ending March 31, 2014 : Upto 15th May, 2014
- Annual General meeting for the year ended March 31, 2014. : September 2014

REPORT ON CORPORATE GOVERNANCE

3. **Dates of Book Closure** : 13th September' 2013 to 19th September' 2013
4. **Registered Office** : 26, Industrial Area
Gandhi Nagar
Bhilwara (Rajasthan)
Tel : (01482) 246801
Fax : (01482) 246807
E-mail: accounts@bslsuitings.com

5. **Listing of Equity shares on Stock Exchanges at :**

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

Note: Listing Fee for the year 2013-14 has been paid to NSE & BSE.

6. **Stock Code :-**

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

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

	High (₹)		Low (₹)		BSE Sensex
	BSE	NSE	BSE	NSE	
April-2012	19.70	18.50	16.10	16.10	17318.81
May-2012	18.40	17.25	14.00	14.35	16218.53
June-2012	17.70	16.95	13.25	13.00	17429.98
July-2012	17.58	17.40	13.70	14.50	17236.18
August-2012	15.95	15.65	13.55	13.70	17429.56
September-2012	15.58	14.50	13.10	13.15	18762.74
October-2012	16.85	16.45	13.55	13.00	18505.38
November-2012	17.00	17.40	14.95	14.40	19339.90
December-2012	17.50	17.75	14.95	14.10	19426.71
January-2013	19.90	19.90	15.15	14.20	19894.98
February-2013	18.00	17.60	12.95	11.70	18861.54
March-2013	16.94	16.70	12.20	10.75	18835.77

8. **Registrars and Share Transfer Agents & Depository Registrar** : MCS Ltd.
Sri Venkatesh Bhawan
F-65, Okhla Industrial Area, Phase-I
New Delhi-110 020
Tel : (011) 41406148
Fax : (011) 41709881
E-mail : mcsdel@vsnl.com

9. **Share Transfer System :**

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

REPORT ON CORPORATE GOVERNANCE

10. i) Distribution of shareholding as on 31st March, 2013:-

No. of shares	2012-2013			
	No. of share holders	% of share holders	No. of share held	% of share holding
1-100	5589	55.74	376497	3.66
101-200	2380	23.74	396901	3.86
201-500	1188	11.85	426849	4.15
501-1000	460	4.59	370295	3.60
1001-5000	301	3.00	674659	6.55
5001-10000	36	0.36	253659	2.46
10001 and above	72	0.72	7793308	75.72
Total :	10026	100.00	10292168	100.00

ii) Shareholding pattern as at 31st March, 2013 :

Category	No. of shares held	Percentage of holding
A. Promoter's Holding		
1. Indian Promoters including corporates	5522072	53.65%
2. Persons acting in concert – OCB's	287000	2.79%
Sub Total	5809072	56.44%
B. Non-promoters Holding		
(i) Institutional Investors		
1. Mutual Funds & UTI	450	0.01%
2. Banks/ Financial Institutions	577744	5.61%
Sub Total (i)	578194	5.62 %
(ii) Others		
3. Private Corporate Bodies	688797	6.69%
4. Indian Public	3128514	30.40%
5. NRI's / OCB's	87591	0.85%
Sub Total (ii)	3904902	37.94 %
Grand Total (A + B)	10292168	100%

11. Dematerialisation of shares and liquidity

: 95,12,133 shares were dematerialised till 31/03/2013 which is 92.42 % of the total paid up Equity share capital of the Company.
There are no outstanding GDRS/ADRS/Warrants or any convertible instruments.

12. Plant Location

: Mandpam, Bhilwara (Rajasthan)
Tel : (01482) 249101
Fax : (01482) 249110

13. Address for correspondence :

Investor Correspondence should be addressed to

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

14. Secretarial Audit for Reconciliation of Capital Compliance :

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

REPORT ON CORPORATE GOVERNANCE

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF BSL LTD.

We have examined the compliance of conditions of Corporate Governance by BSL Ltd. for the year ended 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The Compliance of condition of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company, for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company, as per the records maintained by the Shareholders / Investors Grievance Committee.

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

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

(SUNIL SURANA)
Partner

Membership No.- 036093
Firm No.- 05341C

Place : Noida
Date : 1st May, 2013

REPORT ON CORPORATE GOVERNANCE

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

**To the Board of Directors
BSL Limited**

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

- a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2013 and based on our knowledge and belief, we state that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading ;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.

We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.

- c) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware, and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
 - (i) significant changes, if any, in internal control over financial reporting during the year;
 - (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statement; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **BSL Limited**

Place : Noida
Date : 1st May, 2013

(PRAVEEN JAIN)
CFO & COMPANY SECRETARY

(ARUN CHURIWAL)
CHAIRMAN & MANAGING DIRECTOR
DIN-00001718

INDEPENDENT AUDITORS' REPORT

To,
The Members,
BSL Limited

Report on Financial Statements

We have audited the accompanying financial statements of **BSL Limited**, which comprise the Balance Sheet as at **March 31, 2013**, and the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management Responsibility for the financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal & Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) on the basis of written representations received from the directors as on **March 31, 2013**, and taken on record by the Board of Directors, none of the directors is disqualified as on **March 31, 2013**, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

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

(**SUNIL SURANA**)

Partner

Place: Noida

Date : 1st May, 2013.

Membership No.36093

Firm No.: 005341C

The Annexure referred to in our report of even date to the members of BSL Limited on the accounts of the company for the year ended 31st March, 2013. We report that:

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

INDEPENDENT AUDITORS' REPORT

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

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

- (x) There are no accumulated losses in the Company as on March 31, 2013. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- (xii) Based on our examination of records and the information and explanations given to us the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The Company is not a chit fund or nidhi/mutual benefit fund/society. Therefore, the provisions of clauses 4(xiii) of the Companies (Auditor`s Report) Order, 2003 are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditors Report) order, 2003 are not applicable to the companies.
- (xv) In our opinion, the terms and conditions on which the Company has given guarantee for loans taken by others from banks or financial institutions are not prejudicial to the interest of the Company.

INDEPENDENT AUDITORS' REPORT

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

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

(SUNIL SURANA)
Partner
Membership No.36093
Firm No.: 005341C

Place : Noida (U.P.)
Date : 1st May, 2013

BALANCE SHEET AS AT 31ST MARCH, 2013

		(₹ in Lac)	
Particulars	NOTE	As at 31.03.2013	As at 31.03.2012
I. EQUITY & LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	1029.22	1029.22
(b) Reserves and Surplus	3	5331.33	5148.45
(c) Money Received Against Share Warrants		–	–
		6360.55	6177.67
(2) Share Application Money Pending Allotment			
		–	–
(3) Non-Current Liability			
(a) Long-Term Borrowings	4	6560.07	7190.16
(b) Deferred Tax Liabilities (Net)	5	1025.43	1055.06
(c) Other Long Term Liabilities	6	295.32	296.37
(d) Long-Term Provisions		–	–
		7880.82	8541.59
(4) Current Liabilities			
(a) Short-Term Borrowings	7	7477.06	6790.36
(b) Trade Payables	8	2239.17	2557.43
(c) Other Current Liabilities	9	2693.89	2050.64
(d) Short-Term Provisions	10	21.69	171.91
		12431.81	11570.34
TOTAL		26673.18	26289.60
II. ASSETS			
(1) Non - Current Assets			
(a) Fixed Assets	11		
(i) Tangible Assets		11816.36	11712.47
(ii) Intangible Assets		32.75	47.06
(iii) Capital Work-In-Progress		13.37	25.43
(iv) Intangible Assets Under Development		–	–
		11862.48	11784.96
(b) Non-Current Investments		–	–
(c) Deferred Tax Assets		–	–
(d) Long-Term Loans & Advances	12	217.30	201.17
(e) Other Non-Current Assets	13	153.53	–
		370.83	201.17
		12233.31	11986.13
(2) Current Assets			
(a) Current Investments		–	–
(b) Inventories	14	7908.69	7376.34
(c) Trade Receivables	15	4772.51	5151.65
(d) Cash & Cash Equivalents	16	33.82	37.48
(e) Short-Term Loans & Advances	17	281.62	250.22
(f) Other Current Assets	18	1443.23	1487.78
		14439.87	14303.47
TOTAL		26673.18	26289.60

See accompanying notes no. 1 to 41 to the financial statements

As per our Report of even date

For **A. L. CHECHANI & CO.**
Chartered Accountants**(SUNIL SURANA)**
Partner
Membership No. 036093
Firm No.: 05341C

For and on behalf of the Board

ARUN CHURIWAL
Chairman & Managing Director
DIN: 00001718**SUSHIL JHUNJHUNWALA**
Director
DIN: 00082461**NIVEDAN CHURIWAL**
Executive Director
DIN: 00001749**PRAVEEN JAIN**
CFO & Company SecretaryPlace : Noida
Date : 1st May, 2013

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

(₹ in Lac)

Particulars	NOTE	This Year	Previous Year
I. Revenue from Operations (Gross)	19	29592.85	30553.43
Less: Excise duty		77.72	190.08
Revenue from Operations (Net)		29515.13	30363.35
II. Other Income	20	98.69	106.16
III. Total Revenue (I + II)		29613.82	30469.51
IV. Expenses:			
Cost of Materials consumed	21	13800.53	14349.72
Purchases of Stock-in-Trade	22	905.34	533.63
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	23	(617.83)	486.40
Employee Benefit Expense	24	3980.67	3644.86
Financial Costs	25	1814.49	1860.14
Depreciation and Amortization Expense	26	1468.41	1375.07
Other Expenses	27	8235.54	8156.20
Total Expenses		29587.15	30406.02
V. Profit before exceptional and extraordinary items and tax (III - IV)		26.67	63.49
VI. Exceptional Items		–	–
VII. Profit before extraordinary items and tax (V - VI)		26.67	63.49
VIII. Extraordinary Items		–	–
IX. Profit before tax (VII - VIII)		26.67	63.49
X. Tax expense:			
(1) Current tax		21.69	28.12
(2) Deferred tax		(29.63)	22.67
XI. Profit/(Loss) for the period from continuing operations (IX-X)		34.61	12.70
XII. Profit/(Loss) from discontinuing operations		–	–
XIII. Tax expense of discontinuing operations		–	–
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		–	–
XV. Profit/(Loss) for the period (XI + XIV)		34.61	12.70
XVI. Earning per equity share (Basic and Diluted)	32	0.34	0.12

See accompanying notes no. 1 to 41 to the financial statements

As per our Report of even date

For A. L. CHECHANI & CO.
Chartered Accountants

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

For and on behalf of the Board

ARUN CHURIWAL
Chairman & Managing Director
DIN: 00001718

SUSHIL JHUNJHUNWALA
Director
DIN: 00082461

NIVEDAN CHURIWAL
Executive Director
DIN: 00001749

PRAVEEN JAIN
CFO & Company Secretary

Place : Noida
Date : 1st May, 2013

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

		(₹ in Lac)
Particulars	2012-13	2011-12
A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before tax	26.67	63.49
Adjustments for:		
Depreciation and Amortisation	1468.41	1375.07
Interest	1557.13	1629.95
Foreign Exchange Fluctuation	148.27	(150.00)
Loss / (Profit) on sale of Fixed Assets	11.19	12.69
Operating profit before working capital change	3211.67	2931.20
Adjustments for:		
Increase/(Decrease) in Trade payable	(318.26)	201.72
Increase/(Decrease) in Other Current Liability	137.64	38.94
Increase/(Decrease) in Short Term Provisions	(143.79)	143.79
Increase/(Decrease) in other Long Term Liabilities	(1.05)	23.51
(Increase)/Decrease in Inventories	(532.35)	268.19
(Increase)/Decrease in Trade Receivable	379.14	(559.28)
(Increase)/Decrease in Short term Loan and Advances	(32.25)	(28.48)
(Increase)/Decrease in Other Current Assets	44.55	(27.02)
(Increase)/Decrease in Other Non-Current Assets	(153.53)	-
(Increase)/Decrease in Long Term Loan & advances	(16.13)	6.25
Cash Generated from operations	2575.64	2998.82
Direct Taxes paid	(27.27)	(57.41)
Net cash from operating activities (A)	2548.37	2941.41
B) CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(1600.62)	(1884.63)
Sale/Decrease of Fixed Assets	43.50	54.99
Net cash from investing activities (B)	(1557.12)	(1829.64)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from long term borrowings	850.93	1557.83
Repayment of Long Term Borrowings	(975.41)	(917.13)
Proceeds/(Repayment) of bank borrowings & short term borrowings	686.70	(27.70)
Dividends paid (with tax)	-	(89.71)
Interest paid	(1557.13)	(1629.95)
Net cash from financing activities (C)	(994.91)	(1106.66)
Net increase in cash and cash equivalents (A+B+C)	(3.66)	5.11
Cash and cash equivalents as at (Opening Balance)	37.48	32.37
Cash and cash equivalents as at (Closing Balance)	33.82	37.48

As per our Report of even date

For A. L. CHECHANI & CO.
Chartered Accountants

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

Place : Noida
Date : 1st May, 2013

For and on behalf of the Board

ARUN CHURIWAL
Chairman & Managing Director
DIN: 00001718

SUSHIL JHUNJHUNWALA
Director
DIN: 00082461

NIVEDAN CHURIWAL
Executive Director
DIN: 00001749

PRAVEEN JAIN
CFO & Company Secretary

Notes to Financial Statements for the Year Ended 31st March, 2013

1. ACCOUNTING POLICIES

i) General

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

ii) Revenue recognition

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

iii) Inventory Valuation

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

iv) Fixed Assets, Intangible Assets and Capital Work-in progress

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

v) Preoperative Expenses

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

vi) Depreciation and Amortization

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

i) Computer Software	:	16.21%
ii) Enabling Assets	:	4.75%

vii) Foreign Exchange Transaction/Translation

- a) (i) Transactions in foreign currency are accounted for at the prevailing conversion rates, on the transaction date.
- (ii) Monetary items denominated in Foreign Currency (except financial instruments designated as Hedge Instruments) are translated at year end conversion rates, in financial statement.

Notes to Financial Statements for the Year Ended 31st March, 2013

(iii) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the statement of profit & loss.

- b) The Company had adopted the AS-30 "Financial Instruments: Recognition and Measurement" for accounting of financial instruments, to the extent that such adoption does not conflict with existing mandatory accounting standards and other authoritative pronouncements, Company law and other regulatory requirements.

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

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

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

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

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

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

viii) Research and Development

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

ix) Employee Benefits

a) Defined Contribution Plan :

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

b) Defined Benefit Plan :

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

x) Prior year Adjustments

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

xi) Replenishment

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

xii) Impairment of Assets

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

xiii) Taxes on Income

- a) The Tax payable method is followed for providing current tax liability. The difference between provision and payments, if any, are recognised in the year in which assessment is completed.

Notes to Financial Statements for the Year Ended 31st March, 2013

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

xiv) Contingent Liabilities/Assets

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

2. SHARE CAPITAL

(₹ in lac)

Particulars	As at	
	31.03.2013	31.03.2012
Authorised:		
2,90,00,000 (Previous year : 2,90,00,000) equity shares of ₹ 10 each	2900.00	2900.00
5,00,000 (Previous year: 5,00,000) redeemable Cumulative preference shares of ₹100 each	500.00	500.00
Total	3400.00	3400.00
Issued, Subscribed & Paid-up:		
1,02,92,168 (Previous year: 1,02,92,168) equity shares of ₹10 each	1029.22	1029.22
Total	1029.22	1029.22

i) Term / Rights attached to Equity shares

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

During the year ended 31st March,2013 the amount per share proposed dividend to equity shareholder is ₹ Nil (Previous year: ₹ Nil Per Share)

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

- ii) Equity Share Capital includes 29,57,469 Shares issued for consideration other than Cash, pursuant to Scheme of Amalgamation of erstwhile Bhilwara Processors Limited with the Company as approved by the Hon'ble High Court Rajasthan at Jodhpur .
- iii) Detail of Shares held by Shareholders holding more than 5% shares of the company

Name of Shareholders	As at			
	31.03.2013		31.03.2012	
	No. of Shares	%	No. of Shares	%
LNJ Financial Services Ltd.	708890	6.89	636741	6.19
Investors India Ltd.	690814	6.71	690814	6.71
Nivedan Vanijya Niyojan Ltd.	620450	6.03	620450	6.03
Raghav Commercial Ltd.	668337	6.49	668337	6.49

3. RESERVES AND SURPLUS

(₹ in lac)

Particulars	As at	
	31.03.2013	31.03.2012
i) Capital Reserve	1015.97	1015.97
ii) Capital Redemption Reserve	30.00	30.00
iii) Security Premium Account	1925.69	1925.69
iv) General Reserve	1548.00	1548.00

Notes to Financial Statements for the Year Ended 31st March, 2013

(₹ in lac)

Particulars	As at	
	31.03.2013	31.03.2012
v) Hedging Reserve		
Balance at the beginning of the year	(150.00)	–
Additions during the year	148.27	–
Deductions during the year	–	150.00
Balance at the end of the year	(1.73)	(150.00)
(vi) Surplus in Statement of Profit & Loss		
Balance as at the beginning of the year	778.79	766.09
Profit for the year	34.61	12.70
Balance as at the end of the year	813.40	778.79
Total	5331.33	5148.45

4. LONG-TERM BORROWINGS

(₹ in lac)

Particulars	As at	
	31.03.2013	31.03.2012
Secured Borrowing		
Term Loans from Banks	6560.07	7190.16
Total	6560.07	7190.16

- i) **Nature of Security:** The Term Loans from Banks are secured by way of joint equitable mortgage / hypothecation of all immovable and movable existing and future assets of the Company except book debts ranking pari passu subject to prior charge created / to be created in favour of the Company's bankers on stocks of raw materials, semi-finished, finished goods for working capital.
- ii) **Terms of Repayment of Secured Borrowing:** Secured term loans from banks are repayable in quarterly/ monthly installments and having floating interest rates ranging from Base Rate + spread (1.60% to 2.25% as on 31.03.2013). Period of maturity and installments outstanding as on 31.03.2013 are as under:-

(₹ in lac)

Name of Banks	Date of Maturity	No. of Installments Outstanding as on 31.03.2013	As at 31.03.2013			As at 31.03.2012		
			Total Outstanding	Current Maturities	Net Long Term Borrowings	Total Outstanding	Current Maturities	Net Long Term Borrowings
Oriental Bank of Commerce	31.12.2015	11	767.74	253.75	513.99	1007.76	240.00	767.76
Oriental Bank of Commerce	31.03.2017	16	1399.80	300.00	1099.80	1599.82	200.00	1399.82
Oriental Bank of Commerce	31.03.2017	16	1036.04	160.00	876.04	1156.05	120.00	1036.05
Oriental Bank of Commerce	31.03.2020	28	743.99	106.00	637.99	845.69	106.00	739.69
Union Bank of India	31.03.2015	8	38.00	20.00	18.00	58.00	20.00	38.00
Union Bank of India	30.06.2018	21	98.43	18.75	79.68	117.19	18.76	98.43
UCO Bank	30.06.2020	29	1594.46	220.00	1374.46	1760.00	165.00	1595.00
IDBI Bank Ltd.	01.12.2017	19	111.03	23.38	87.65	134.40	23.35	111.05
IDBI Bank Ltd.	–	–	–	–	–	75.00	60.00	15.00
IDBI Bank Ltd.	01.01.2018	20	1600.00	320.00	1280.00	1376.37	–	1376.37
Punjab National Bank	31.03.2020	25	622.99	36.00	586.99	–	–	–
HDFC Bank (Vehicle Loan)	05.11.2014	20	12.99	7.52	5.47	19.67	6.68	12.99
TOTAL			8025.47	1465.40	6560.07	8149.95	959.79	7190.16

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

Notes to Financial Statements for the Year Ended 31st March, 2013

5. DEFERRED TAX LIABILITIES (NET)

- i) The Company has recognized deferred tax assets of ₹ 29.63 Lac (P.Y. liability of ₹ 22.67 Lac) determined on account of timing differences in accordance with Accounting Standard-22 "Accounting for Taxes on Income" as under :-

(₹ in lac)

Particulars		As at	
		31.03.2013	31.03.2012
A.	Deferred Tax Liability		
	Depreciation on Fixed Assets	1205.01	1172.56
B.	Deferred Tax Assets		
	Disallowed u/s 43B	56.79	55.49
	Deferred Tax Liability (A-B)	1148.22	1117.07
	Less: Mat Credit	122.79	62.01
	Net Deferred Tax Liability	1025.43	1055.06

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

6. OTHER LONG TERM LIABILITIES

(₹ in lac)

Particulars		As at	
		31.03.2013	31.03.2012
	Agent & Dealers Deposits	124.34	133.79
	Staff Deposits	78.10	76.75
	Other Liabilities	92.88	85.83
	Total	295.32	296.37

7. SHORT-TERM BORROWINGS

(₹ in lac)

Particulars		As at	
		31.03.2013	31.03.2012
SECURED:			
	(a) Working Capital Loans from Banks Repayable on Demand	7477.06	6784.84
	(b) Vehicle Loan	–	5.52
	Total	7477.06	6790.36

- i) Bank loans for working capital are secured against hypothecation of stocks of raw materials, finished goods and goods in process. The same is also secured by second charge created/to be created in favour of Company's Bankers by way of joint equitable mortgage on immovable properties of the Company which is ranking pari passu and having floating interest rate ranging from 9.70% to 13.25%

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

8. TRADE PAYABLES

(₹ in lac)

Particulars		As at	
		31.03.2013	31.03.2012
	Trade Payable	2239.17	2557.43
	Total	2239.17	2557.43

There are no Micro, small and medium enterprises to whom the company owes dues, which are outstanding for more than 45 days as at 31st March, 2013. This information as required to be disclosed under the Micro-small and medium enterprises development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

9. OTHER CURRENT LIABILITIES

(₹ in lac)

Particulars		As at	
		31.03.2013	31.03.2012
	Current Maturities of Long-Term Debt (Refer Note no. 4)	1465.40	959.79
	Un-Paid Dividend	16.52	18.51
	Statutory dues including Provident Fund and Tax deducted at Source	106.46	96.02
	Liability Towards Staff & Workers	198.84	194.67

Notes to Financial Statements for the Year Ended 31st March, 2013

(₹ in lac)

Particulars	As at	
	31.03.2013	31.03.2012
Sundry Creditors For Capital Goods	221.42	14.77
Other Deposits	23.02	18.16
Other Liabilities	662.23	748.72
Total	2693.89	2050.64

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

10. SHORT-TERM PROVISIONS

(₹ in lac)

Particulars	As at	
	31.03.2013	31.03.2012
Provision for mark-to-market losses on forex transaction	–	143.79
Provision for current tax	21.69	28.12
Total	21.69	171.91

11. FIXED ASSETS

(₹ in lac)

Particulars		Gross Block				Depreciation / Amortisation				Net Carrying Value	
		As at 31.03.12	Additions	Disposals	As at 31.03.13	Up to 31.03.12	Deductions	For the Year 12-13	Total Up to 31.03.13	As at 31.03.13	As at 31.03.12
A)	Tangible Assets										
	Free Hold Land	28.13	–	–	28.13	–	–	–	–	28.13	28.13
	Lease Hold Land	190.06	–	–	190.06	14.36	–	2.56	16.92	173.14	175.70
	Buildings (Including Roads)	3591.38	23.92	–	3615.30	1070.79	–	101.42	1172.21	2443.09	2520.59
	Plant and Equipment	24650.86	1481.79	258.87	25873.78	16272.25	230.93	1277.04	17318.36	8555.42	8378.61
	Electrical Installation	114.14	–	–	114.14	36.58	–	3.42	40.00	74.14	77.56
	Water Supply Installation	36.27	1.34	–	37.61	33.63	–	1.34	34.97	2.64	2.64
	Furniture and Fixtures	356.17	28.33	8.17	376.33	233.43	3.51	15.26	245.18	131.15	122.74
	Vehicles	308.88	26.18	27.63	307.43	59.45	9.02	28.56	78.99	228.44	249.43
	Office Equipments	398.29	50.17	8.86	439.60	241.22	5.38	23.55	259.39	180.21	157.07
	Total (A)	29674.18	1611.73	303.53	30982.38	17961.71	248.84	1453.15	19166.02	11816.36	11712.47
B)	Intangible Assets (Acquired)										
	Computer Software	97.92	0.95	–	98.87	65.34	–	14.45	79.79	19.08	32.58
	Enabling Assets	16.95	–	–	16.95	2.47	–	0.81	3.28	13.67	14.48
	Total (B)	114.87	0.95	–	115.82	67.81	–	15.26	83.07	32.75	47.06
C)	Capital Work in Progress :										
	Plant & Machinery Under Erection	–	–	–	–	–	–	–	–	13.37	25.43
	Total (C)	–	–	–	–	–	–	–	–	13.37	25.43
	Grand Total (A + B + C)	29789.05	1612.68	303.53	31098.20	18029.52	248.84	1468.41	19249.09	11862.48	11784.96
	Previous Year	28108.83	1978.09	297.87	29789.05	16884.64	230.19	1375.07	18029.52	11784.96	11291.57

- i) Disposal from Gross Block represents sale / transfer / discard of fixed assets and adjustment of lease rent.
- ii) Deduction in depreciation is on account of Sale / Transfer / discard of Fixed Assets.
- iii) Gross block and Net Block of fixed assets includes ₹ 1094.35 Lac (P.Y. ₹ 1096.26 Lac) and ₹ 563.87 Lac (P.Y. ₹ 646.36Lac) respectively on account of revaluation of fixed assets carried out in past by erstwhile Bhilwara Processors Limited. Depreciation of ₹ 81.74 Lac (P.Y. ₹ 81.82 Lac) has been charged to statement of Profit & Loss on revaluation amount.

Notes to Financial Statements for the Year Ended 31st March, 2013

- iv) No provision is required for impairment of assets according to AS-28 'Impairment of Assets' as the value in use as estimated by the management, is higher than the carrying amount of the assets as on Balance Sheet date. In order to arrive at the value in use, the company has reviewed the future earnings of the remaining useful life of all its cash generating units as at Balance Sheet date which has been discounted at the average long term lending rate of the Company.
- v) The company has installed 2 MW Turbine Generator at Jaisalmer (Raj.) and the commercial production of the same have commenced w.e.f. 31.03.2013. Preoperative expenditure incurred up to the date of commencement of commercial production is ₹ 7.50 Lacs.

12. LONG-TERM LOANS & ADVANCES

(₹ in lac)

Particulars	As at	
	31.03.2013	31.03.2012
A. Capital Advances		
Unsecured, Considered Good	31.02	28.94
Total (A)	31.02	28.94
B. Security Deposit		
Unsecured, Considered Good	114.61	115.41
Total (B)	114.61	115.41
C. Other loans and Advances		
Prepaid Expenses	4.87	7.25
Loan to Employees	36.85	19.62
Others	29.95	29.95
Total (C)	71.67	56.82
Total (A + B + C)	217.30	201.17

13. OTHER NON-CURRENT ASSETS

(₹ in lac)

Particulars	As at	
	31.03.2013	31.03.2012
Export Incentives Receivable	153.53	–
Total	153.53	–

14. INVENTORIES

(₹ in lac)

Particulars	As at	
	31.03.2013	31.03.2012
Raw Materials (includes in transit: ₹ 152.85 Lacs (P.Y. ₹ 249.66 Lacs)	2731.58	2762.10
WIP (includes in transit: ₹ 2.72 Lacs (P.Y. ₹ 19.41 Lacs)	1717.45	1667.86
Finished Goods	3029.26	2455.99
Traded Goods	38.34	43.37
Stores & Spares	392.06	447.02
Total	7908.69	7376.34

Details of Inventory

(₹ in lac)

Particulars	As at	
	31.03.2013	31.03.2012
(i) Raw Material		
Fibre	1298.11	1309.69
Yarn	1433.47	1452.41
Total	2731.58	2762.10
(ii) Work in Progress		
Fibre	195.69	146.09
Yarn	737.57	697.20
Fabrics	784.19	824.57
Total	1717.45	1667.86

Notes to Financial Statements for the Year Ended 31st March, 2013

(₹ in lac)

Particulars	As at	
	31.03.2013	31.03.2012
(iii) Finished Goods		
Yarn	508.51	548.15
Fabrics	2520.75	1907.84
Total	3029.26	2455.99
(iv) Traded Goods		
Fabrics	32.00	39.21
Others	6.34	4.16
Total	38.34	43.37

15. TRADE RECEIVABLES

(₹ in lac)

Particulars	As at	
	31.03.2013	31.03.2012
UNSECURED, CONSIDERED GOOD:		
(a) Outstanding for a period exceeding 6 months from the date they are due for payment	394.77	220.48
(b) Others	4377.74	4931.17
Total	4772.51	5151.65

Trade Receivable includes ₹ Nil (Previous year ₹ 39.64 Lacs) receivables from related parties.

16. CASH AND CASH EQUIVALENTS

(₹ in lac)

Particulars	As at	
	31.03.2013	31.03.2012
Balance with banks		
– Current account	12.99	15.50
– Unpaid dividend account	16.52	18.51
Cash in hand	4.31	2.67
Fixed Deposits	–	0.80
Total	33.82	37.48

17. SHORT-TERM LOANS & ADVANCES

(₹ in lac)

Particulars	As at	
	31.03.2013	31.03.2012
Unsecured, considered good		
Advance Income Tax	71.53	72.38
Prepaid Expenses	77.74	70.08
Others	132.35	107.76
Total	281.62	250.22

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

18. OTHER CURRENT ASSETS

(₹ in lac)

Particulars	As at	
	31.03.2013	31.03.2012
Unsecured, considered good		
Interest Subsidy Receivable	262.13	274.62
Sundry Claim & Other Receivable	592.72	813.61
Export Incentives Receivable	572.43	399.55
Forward Contract	15.95	–
Total	1443.23	1487.78

Notes to Financial Statements for the Year Ended 31st March, 2013

19. REVENUE FROM OPERATIONS (GROSS)

(₹ in lac)

Particulars	This Year	Previous Year
(a) Sale of Products – Domestic	12302.22	12445.12
– Export	15708.08	16657.88
(b) Sales of Services	1137.25	1165.18
(c) Other Operating Revenue	445.30	285.25
Total	29592.85	30553.43

Details of Revenue :-

(₹ in lac)

Particulars	This Year	Previous Year
a) Sale of Products		
Fabrics	21648.58	23239.87
Yarn	6165.79	5654.04
Others	195.93	209.09
Total	28010.30	29103.00
b) Sale of Services		
Job Receipt	1137.25	1165.18
Total	1137.25	1165.18
c) Other Operating Revenue		
Export Incentives	445.30	285.25
Total	445.30	285.25

20. OTHER INCOME

(₹ in lac)

Particulars	This Year	Previous Year
(a) Interest Income	70.69	80.59
(b) Exchange Gain	15.07	21.25
(c) Rent Receipt	4.46	4.32
(d) Misc. Income	8.47	–
Total	98.69	106.16

21. COST OF MATERIALS CONSUMED

(₹ in lac)

Particulars	This Year	Previous Year
Opening Inventory	2762.10	2614.63
Add : Purchases (net)	13035.72	13724.91
Less : Inventory at the end of the year	2731.58	2762.10
	13066.24	13577.44
Add: Consumption of Dyes & Chemicals	734.29	772.28
Total	13800.53	14349.72

Detail of Materials Consumed

Particulars		2012-2013		2011-2012	
		Quantity (in lac)	₹ (in lac)	Quantity (in lac)	₹ (in lac)
i)	Wool (Kgs.)	2.99	2153.94	3.81	2384.63
ii)	Polyester & other Synthetic fibre (Kgs.)	29.46	3114.89	29.85	3258.69
iii)	Viscose (Kgs.)	24.85	3384.08	19.71	3004.57
iv)	Fabrics(Mtrs.)	0.53	60.91	0.28	22.17
v)	Yarn (Kgs.)	22.70	4283.85	25.12	4760.78
vi)	Dyes & Chemicals		734.29		772.28
vii)	Job Spinning		68.57		146.60
	Total		13800.53		14349.72

Notes to Financial Statements for the Year Ended 31st March, 2013

22. PURCHASE OF STOCK-IN-TRADE

(₹ in lac)

Particulars	This Year	Previous Year
Fabrics	864.98	473.10
Yarn	20.99	51.06
Others	19.37	9.47
Total	905.34	533.63

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

(₹ in lac)

Particulars	This Year	Previous Year
Stock at the end of the year:		
– Work-in progress	1717.45	1667.86
– Finished Goods	3029.26	2455.99
– Stock in trade	38.34	43.37
Total (A)	4785.05	4167.22
Less : Stock at the beginning of the year:		
– Work-in progress	1667.86	2024.49
– Finished Goods	2455.99	2550.72
– Stock in Trade	43.37	78.41
Total (B)	4167.22	4653.62
(Increase) / Decrease in Stocks (A-B)	(617.83)	486.40

24. EMPLOYEE BENEFIT EXPENSE

(₹ in lac)

Particulars	This Year	Previous Year
(a) Salaries, Wages and Bonus	3423.93	3120.53
(b) Contribution to Provident, Gratuity and Other Funds	489.15	465.60
(c) Workmen and Staff Welfare	67.59	58.73
Total	3980.67	3644.86

25. FINANCIAL COSTS

(₹ in lac)

Particulars	This Year	Previous Year
Interest on Term Loan	653.90	611.68
Interest on Others	903.23	1018.27
Cash and Prompt Payment Discount	156.99	135.26
Bank Charges	100.37	94.93
Total	1814.49	1860.14

26. DEPRECIATION AND AMORTIZATION EXPENSE

(₹ in lac)

Particulars	This Year	Previous Year
Depreciation on Tangible assets	1453.15	1360.05
Amortization on Intangible assets	15.26	15.02
Total	1468.41	1375.07

Notes to Financial Statements for the Year Ended 31st March, 2013

27. OTHER EXPENSES

(₹ in lac)

Particulars	This Year	Previous Year
A. MANUFACTURING		
Weaving Charges	321.33	663.66
Processing Charges	2.04	5.66
Combing Charges	136.26	150.40
Garment Making Expenses	15.67	7.35
Embroidery Charges	50.83	5.03
Top & Fibre Dyeing Charges	5.22	11.44
Stores & Spare parts (Net)	790.94	751.70
Power, Fuel & Water	2692.57	2570.32
Freight, Cartage etc.	68.21	55.31
Repairs to : Plant & Machinery	141.45	134.89
Building	79.80	50.55
Others	21.38	24.05
Total (A)	4325.70	4430.36
B. ADMINISTRATIVE		
Rent	42.88	100.77
Rates & Taxes	6.33	7.26
Insurance	36.32	30.89
Directors' Fees	2.04	1.24
Audit Fees	3.44	3.44
Directors' Travelling	4.96	3.64
Miscellaneous Expenses (Printing & Stationery, Travelling, Conveyance, Telephone, Consultancy, Legal & Professional Expenses etc.)	620.55	606.94
Total (B)	716.52	754.18
C. SELLING		
Commission	180.17	174.98
Sales Incentives & Claims	630.32	527.91
Packing	791.55	705.45
Advertisement & Sales Promotion	155.09	194.10
Others	53.18	56.19
Foreign Travelling expenses	188.07	165.56
Expenses on Export Sales		
- Commission	491.65	595.01
- Overseas Freight	326.15	187.12
- Others	365.95	352.65
Total (C)	3182.13	2958.97
D. OTHERS		
Net Gain/ Loss on sale of Assets	11.19	12.69
Total (D)	11.19	12.69
Total (A + B + C + D)	8235.54	8156.20

Notes to Financial Statements for the Year Ended 31st March, 2013

28. The benefit, under Status Holder Incentive Scheme (SHIS) announced in Foreign Trade Policy 2009-2014 by Ministry of Commerce and Industries, Government of India to promote investment in up-gradation of technology, amounting to ₹ 153.53 lac @1% on export sales has been accounted for during current financial year, based on clarification / legal opinion taken by the company upon its eligibility under this scheme.

Based on expert opinion obtained by the company, full value of SHIS scripts have been accounted for as income on the basis of ascertaining its probable use in the normal course of business, based on expansion plans prepared by the company.

29. EMPLOYMENT BENEFIT PLANS

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

(a) Defined Benefit Plans:

(₹ in lac)

Particulars		This Year		Previous Year	
		Gratuity	Earned Leave	Gratuity	Earned Leave
		(Funded)	(Funded)	(Funded)	(Funded)
i)	Reconciliation of opening and closing balances of defined benefit obligation				
a)	At the beginning of the year	654.31	141.73	571.17	138.50
b)	Current Service Cost	58.99	25.49	53.65	23.96
c)	Interest Cost	52.50	11.39	48.55	11.77
d)	Actuarial (Gain) Loss	54.26	4.66	49.27	(16.87)
e)	Benefits paid	(66.65)	(20.28)	(68.33)	(15.63)
f)	Defined Benefits Obligation at year end	753.41	162.99	654.31	141.73
ii)	Reconciliation of opening and closing balances of fair value of plan assets				
a)	At beginning of the year	656.21	150.47	571.17	138.50
b)	Expected Return on plan assets	57.42	13.17	49.98	12.12
c)	Actuarial Gain / (Loss)	6.21	0.49	(0.98)	(0.15)
d)	Employer Contributions	34.92	11.24	49.45	-
e)	Benefits paid	(1.35)	(12.38)	(13.41)	-
f)	Fair Value of the plan assets at the year end	753.41	162.99	656.21	150.47
iii)	Reconciliation of fair value of obligation and Assets				
a)	Present value of obligation as at year end	753.41	162.99	654.31	141.73
b)	Fair value of plan assets as at year end	753.41	162.99	656.21	150.47
c)	Amount recognized in Balance Sheet (a-b)	-	-	(1.90)	(8.74)
iv)	Expense recognized during the year:				
a)	Current Service Cost	58.99	25.49	53.65	23.96
b)	Interest Cost	52.50	11.39	48.55	11.77
c)	Expected return on plan assets	(57.42)	(13.17)	(49.98)	(12.12)
d)	Actuarial (gain) / loss	48.05	4.17	50.25	(16.72)
e)	Net Cost (a+b+c+d)	102.12	27.88	102.47	6.89

Notes to Financial Statements for the Year Ended 31st March, 2013

v)	Investment Details of Plan Assets :								
Sr. No	Name of Retirement Benefit		Name of Trust		Policy No.		Investment with		
1)	Gratuity		Bhilwara Synthetics Ltd. Officers Gratuity Trust Fund		GG(CA) 303366		LIC of India		
2)	Earned Leave		–		GLES 311744 GLES 311724		LIC of India		
vi)	There are no amount included in the fair value of plan assets for								
	i)	Company’s own financial instruments.							
	ii)	Property occupied by or other assets used by the Company.							
vii)	Principal Actuarial Assumptions at the Balance Sheet date								
			This Year				Previous Year		
	i)	Discount Rate				8.00% per annum		8.50% per annum	
	ii)	Expected Rate of return on plan assets				8.75% per annum		8.75% per annum	
	iii)	Future Salary Increase				4.50% per annum		5.00% per annum	
	The estimation of future salary increase considered in actuarial valuation, take account of inflation, seniority promotion and other relevant factors, such as supply and demand in the employment market etc. The above information is certified by the Actuary. The estimate of contribution for the next year as per actuarial valuation is as under:-								
	a)	Gratuity - ₹ 88.75 lac							
	b)	Earned Leave - ₹ 23.36 lac							
viii)	The overall expected rate of return on assets is assumed based on the market prices prevailing on that date over the accounting period. The Company is having approved gratuity trust and leave encashment policy, which is having insurer Managed Fund.								
ix)	Experience Adjustment:								
	Gratuity		March’13	March’12	March’11	March’10	March’09		
	Defined Benefits Obligation		753.41	654.31	571.17	476.47	268.56		
	Plan assets		753.41	656.21	571.17	476.47	268.56		
	Surplus/(deficit)		–	1.90	–	–	–		
	Experience adjustment on plan Liabilities (loss)/ gain		(54.26)	(49.27)	(43.60)	(41.78)	(10.17)		
	Experience adjustment on plan Assets (loss)/ gain		6.21	(0.98)	(1.32)	0.59	(6.94)		
	Earned Leave								
	Defined Benefits Obligation		162.99	141.73	138.50	117.24	78.48		
	Plan assets		162.99	150.47	138.50	117.24	78.48		
	Surplus/(deficit)		–	8.74	–	–	–		
	Experience adjustment on plan Liabilities (loss)/ gain		(4.66)	16.87	6.71	8.14	(5.56)		
	Experience adjustment on plan Assets (loss)/ gain		0.49	(0.15)	–	–	(0.52)		
(b)	Defined Contribution Plans								
	Amount recognized as an expense and also included in the Note no. 24								
			This Year				Previous Year		
	i)	Employers Contribution to Provident Fund				230.97		213.56	
	ii)	Employers Contribution to Superannuation Fund				50.44		49.51	

Notes to Financial Statements for the Year Ended 31st March, 2013**30. SEGMENT REPORTING**

The Company's operation predominantly relates to Textile & Generation of Wind Power. On the basis of assessment of the risk and return differential in terms of AS-17, the Company has identified Textile and Wind Power as primary reportable segments. Further the geographical segment have been considered as secondary segment and bifurcated into Domestic & Export segments.

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

A. Business Segments

(₹ in lac)

Particular	2012-2013			2011-2012		
	Textile	Wind Power	Total	Textile	Wind Power	Total
(i) Segment Revenue						
External Sales / Other Income	29431.84	111.29	29543.13	30271.11	117.81	30388.92
Inter Segment Transfer	–	0.01	0.01	–	–	–
Total Revenue	29431.84	111.30	29543.14	30271.11	117.81	30388.92
(ii) Segment Result						
Segment Result	1731.52	38.95	1770.47	1797.42	45.62	1843.04
Add: Interest Income			70.69			80.59
Less: Financial Expenses			1814.49			1860.14
Profit before Tax			26.67			63.49
Less : Taxation						
- Income Tax			21.69			28.12
- Deferred Tax liability			(29.63)			22.67
Net Profit for the year			34.61			12.70
(iii) Other Information						
Segment Assets	24781.73	1819.92	26601.65	25460.53	756.69	26217.22
Segment Liabilities	4566.99	221.42	4788.41	5143.50	–	5143.50
Capital Employed	20214.74	1598.50	21813.24	20317.03	756.69	21073.72
Capital Exp. Incurred during the year	473.12	1127.50	1600.62	1884.63	–	1884.63
Depreciation	1411.86	56.55	1468.41	1318.66	56.41	1375.07
Other Non Cash Expenses	–	–	–	–	–	–

B. Geographical Segment

Particulars	2012-2013			2011-2012		
	Domestic	Export	Total	Domestic	Export	Total
Segments Revenue (Based on location of the customers)						
– Textiles	13723.76	15708.08	29431.84	13613.23	16657.88	30271.11
– Wind Power	111.30	–	111.30	117.81	–	117.81
	In India	Outside India	Total	In India	Outside India	Total
Segment Assets (Based on location of the assets)						
	23135.26	3466.39	26601.65	21714.51	4502.71	26217.22

31. RELATED PARTY TRANSACTIONS

- Enterprises that directly, or indirectly through one or more intermediaries, control or are controlled by or are under common control with the reporting enterprise (this includes holding companies, subsidiaries and fellow subsidiaries) - None
- Associates and joint ventures - None
- Individuals owning directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual. - None
- Key management Personnel and their relatives -

Shri Arun Churiwal
Shri Nivedan Churiwal

Notes to Financial Statements for the Year Ended 31st March, 2013

- e) Enterprises over which any person described in (c) or (d) is able to exercise significant influence.
- RSWM Limited

- f) Transactions with Related Parties

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

(₹ in lac)

S.No.	Particulars	This Year	Previous Year
1)	With the parties referred in (d) above		
	Directors remunerations	59.07	49.73
2)	With the parties referred in (e) above		
	Purchases of Raw Material	1234.51	2024.32
	Sales	299.54	1314.00
	Services received	49.26	66.41
	Services rendered	18.85	26.03
	Purchase of Stores & Consumables	1.25	–
	Rent Paid	11.60	61.02
	Interest Paid (Net)	7.28	7.68
	Outstanding Receivable	–	39.64
	Outstanding Payable	21.58	–

32. EARNING PER SHARE

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

S.No.	Particulars	This Year	Previous Year
a)	Net Profit after tax	34.61	12.70
b)	Net profit available to equity shareholders	34.61	12.70
c)	Average No. of Equity shares outstanding during the year (Nos).	10292168	10292168
d)	Basic & Dilutive earnings per share (b)/(c) (Rupees per share)	0.34	0.12

33. FOREIGN CURRENCY EXPOSURE

- (a) The Company hedges its export realizations through Foreign Exchange Hedge Contracts in the normal course of business so as to reduce the risk of exchange fluctuations. No Foreign Exchange Hedge Contracts are taken / used for trading or speculative purpose.
- (b) According to AS 30 “Financial Instruments: Recognition and Measurement” The effective portion of such forward contracts is taken into hedging reserve for ₹ 1.73 Lac (P.Y. ₹ 150.00 Lac) and profit on ineffective portion, not designated as hedge is taken into statement of profit & loss for ₹ 15.07 Lac (P.Y. ₹ 21.25 Lac).
- (c) The Company has following gross forward contract exposure outstanding as on balance sheet date which have been designated as cash flow hedge to its exposure to movements in foreign exchange rates :

Particulars	Purpose	Amount in Lac (FC)	As at	
			31.03.2013	31.03.2012
Forward Contracts				
1. Sell	Hedging	USD EURO	32.43 4.00	101.84 –
2. Buy	Hedging	USD	4.32	11.15

- (d) The periods during which the cash flows from the cash flow hedges outstanding as at March 31, 2013 are expected to occur and affect the statement of Profit & Loss are disclosed as under:-

Sr. No.	Period During which Cash Flows are Expected to Occur and affect Profit and Loss	Fair Value in Booking Currency (In lacs)					
		Sell USD	Sell USD	Sell EURO	Sell EURO	Buy USD	Buy USD
		This Year	Prev. Year	This Year	Prev. Year	This Year	Prev. Year
1	Quarter ending June 30, 2013	14.60	37.95	4.00	–	4.32	8.69
2	Quarter ending September 30, 2013	7.83	37.89	–	–	–	2.46
3	Quarter ending December 31, 2013	10.00	26.00	–	–	–	–
	Total	32.43	101.84	4.00	–	4.32	11.15

Notes to Financial Statements for the Year Ended 31st March, 2013

- (e) The movement in hedging reserve during the year ended 31.03.2013 for forward contract designated as cash flow hedge is as follows:

(₹ in lac)

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

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

(₹ in lac)

Particulars	As at			
	31.03.2013 (FC)	31.03.2012 (FC)	31.03.2013 (₹)	31.03.2012 (₹)
(a) Trade Receivables				
USD	–	7.75	–	394.12
EURO	1.52	5.76	105.30	391.08
GBP	0.14	0.15	11.69	11.91
(b) Trade Payables				
USD	6.10	10.00	311.13	508.78
(c) Commission Payable				
USD	4.52	5.49	245.13	279.21
EURO	0.36	0.41	25.30	28.14
GBP	0.01	–	0.40	0.11

34. CONTINGENT LIABILITIES AND COMMITMENTS

(₹ in lac)

S.No.	Particulars	This Year	Previous Year
(i)	Contingent Liabilities		
(a)	Claims against the Company not acknowledged as debts	15.52	15.52
(b)	Guarantees given by the Company's Bankers	149.19	134.58
(c)	Others		
	(i) Bills discounted with Banks	937.18	1653.21
	(ii) Excise duty demand disputed by the Company	13.37	18.65
	(iii) Sales Tax demand of Erstwhile BSL Wulfling Ltd., disputed by the company	31.64	31.64
(ii)	Commitments		
(a)	Estimated value of contracts remaining to be executed on Capital Accounts	84.75	14.78

35. PAYMENT TO AUDITORS IN OTHER CAPACITY

(₹ in lac)

Particulars	This Year	Previous Year
Taxation matters	0.48	0.48
Tax & Vat Audit	1.00	1.00
Certification	1.05	1.12
Reimbursement of Expenses	0.39	0.35
Total	2.92	2.95

36. VALUE OF IMPORTS CALCULATED ON CIF BASIS

(₹ in lac)

Particulars	This Year	Previous Year
i) Capital Goods	103.70	1011.50
ii) Spare Parts	172.78	229.81
iii) Raw Material (Wool)	1546.93	2219.05
(Fibre)	69.55	234.37
(Silk Yarn)	224.92	605.61
Total	2117.88	4300.34

Notes to Financial Statements for the Year Ended 31st March, 2013

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

Particulars		This Year		Previous Year	
		(₹ in lac)	%	(₹ in lac)	%
(i)	Raw materials				
	– Imported	2090.33	15.15	3133.57	21.84
	– Indigenous	11710.20	84.85	11216.15	78.16
		13800.53	100.00	14349.72	100.00
(ii)	Components & Spare Parts				
	– Imported	222.27	28.10	196.94	26.20
	– Indigenous	568.67	71.90	554.76	73.80
		790.94	100.00	751.70	100.00

38. EXPENDITURE INCURRED IN FOREIGN CURRENCY

(₹ in lac)

Particulars	This Year	Previous Year
(1) Travelling Expenses	117.28	99.49
(2) Commission on Export	491.65	595.01
(3) Other Expenses	75.00	84.83
Total	683.93	779.33

39. EARNING IN FOREIGN EXCHANGE

(₹ in lac)

Particulars	This Year	Previous Year
Export on FOB value	15352.41	16440.90

40. REMITTANCES IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDENDS

(₹ in lac)

Particulars	This Year	Previous Year
a) Year to which Dividend relates	–	2010-11
b) No. of non resident Shareholders to whom dividend remitted	–	117
c) No. of shares on which remittance was made (Lac)	–	3.67
d) Amount remitted:		
(i) Through NRE A/cs (₹ in lac)	–	0.58
(ii) Remitted abroad in foreign Currency (₹ in lac)	–	2.17

41. PREVIOUS YEAR FIGURES

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

As per our Report of even date

For A. L. CHECHANI & CO.
Chartered Accountants

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

For and on behalf of the Board

ARUN CHURIWAL
Chairman & Managing Director
DIN: 00001718

SUSHIL JHUNJHUNWALA
Director
DIN: 00082461

NIVEDAN CHURIWAL
Executive Director
DIN: 00001749

PRAVEEN JAIN
CFO & Company Secretary

Place : Noida
Date : 1st May, 2013

OTHER INFORMATIONS

Table 1: INSTALLED CAPACITY

(₹ in lac)

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

Table 2: SALES, PRODUCTION & STOCKS

Particulars	Production		Purchase		Opening Stock		Closing Stock		Sale / Transfer	
	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12
A. Own Manufacturing										
i) Fabrics										
Qty.- Lac Mtrs.	135.79	141.54	13.25	9.15	23.18	28.29	26.10	23.18	146.12	155.80
Value - Lac ₹	-	-	883.78	482.19	2675.71	2612.64	3249.45	2675.71	21648.56	23239.87
ii) PV Yarn										
Qty. - Lac kg.	32.64	31.96	0.63	0.25	1.87	2.73	1.37	1.87	33.77	33.07
Value - Lac ₹	-	-	63.70	51.06	332.94	545.11	234.33	332.94	6469.95	6161.92
iii) Worsted Yarn										
Qty. - Lac Kgs.	6.72	8.29	0.04	-	0.39	0.27	0.38	0.39	6.77	8.17
Value - Lac ₹	-	-	20.99	-	205.91	117.90	181.38	205.91	4251.61	4852.27
iv) Vortex Yarn										
Qty.- Lac kg.	15.12	10.55	-	-	0.06	0.71	0.50	0.06	14.68	11.20
Value - Lac ₹	-	-	-	-	9.30	138.49	92.80	9.30	2778.52	2015.34
v) Garments										
Qty.- Lac Nos.	0.21	0.13	0.01	-	0.08	0.30	0.10	0.08	0.20	0.35
Value - Lac ₹	-	-	2.63	-	11.49	58.73	16.15	11.49	61.68	78.06
vi) Wind Power										
Qty.- Lac units	28.41	30.59							28.41	30.59
Value - Lac ₹	-	-							111.29	117.81
vii) Others										
Value - Lac ₹	-	-	16.06	9.47	4.16	4.56	6.34	4.16	22.98	13.22
B. Job work										
i) Fabric Processing										
Qty.- Lac Mtrs.	231.80	233.26	-	-	6.29	4.35	4.78	6.29	233.31	231.83
Value - Lac ₹	-	-	-	-	53.08	45.19	47.39	53.08	3040.52	2909.40
ii) Dyeing Charges										
Qty.- Lac Kgs.	17.44	19.06			0.01	0.02	0.01	0.01	17.44	19.02
Value - Lac ₹	-	-	-	-	0.44	0.67	0.32	0.44	348.38	341.31
iii) Yarn Spinning										
Qty.- Lac Kgs.	0.23	0.42			-	0.03	-	-	0.23	0.45
Value - Lac ₹	-	-	-	-	-	4.15	-	-	24.42	61.23
iv) Others										
Value - Lac ₹	-	-	-	-	-	-	-	-	3.41	24.03

OTHER INFORMATION

Note : Sale/ Transfer include Inter division transfer for captive Consumption :

i) Worsted Yarn		
Qty. - Lac kg.	5.66	7.00
Value - Lac ₹	3518.10	4032.79
ii) PV Yarn		
Qty. - Lac kg.	18.47	16.48
Value - Lac ₹	3807.88	3328.14
iii) Vortex Yarn		
Qty. - Lac kg.	0.04	0.04
Value - Lac ₹	8.31	14.56
Inter Division job charges :		
i) Fabrics Processing		
Qty.- Lac Mtrs.	137.95	142.08
Value - Lac ₹	1987.20	1885.47
ii) Dying Charges		
Qty. - Lac kg.	15.06	16.76
Value - Lac ₹	292.28	285.32

TABLE 3: LONG TERM LOANS, RECEIPTS AND REPAYMENTS

(₹ in lac)

LOANS FROM	TOTAL LOANS			TOTAL REPAYMENTS			OUTSTANDING
	Till	New	Total	Till	Repayment	Total	as at
	31/3/2012	Loans	31/3/2013	31/3/2012	2012-2013	31/3/2013	31/3/2013
IDBI Bank Ltd.	1863.37	223.63	2087.00	277.60	98.37	375.97	1711.03
UCO Bank	1760.00	–	1760.00	–	165.54	165.54	1594.46
Oriental Bank of Commerce	6029.51	4.31	6033.82	1420.20	666.05	2086.25	3947.57
Union Bank of India	308.11	–	308.11	132.92	38.76	171.68	136.43
Punjab National Bank	–	622.99	622.99	–	–	–	622.99
Grand Total	9960.99	850.93	10811.92	1830.72	968.72	2799.44	8012.48

TABLE 4: RETURN OF NET WORTH

(₹ in lac)

Year Ended	31st March, 2013	31st March, 2012	31st March, 2011	31st March, 2010	31st March, 2009
Net Worth	6360.55	6177.67	6314.97	5928.67	4017.30
Pre-tax Profit	26.67	63.49	951.43	614.30	24.92
Ratio%	0.42	1.03	15.07	10.36	0.62

TABLE 5: RETURN ON TURNOVER

(₹ in lac)

Year Ended	31st March, 2013	31st March, 2012	31st March, 2011	31st March, 2010	31st March, 2009
Sales	29592.85	30553.43	27177.59	21801.99	18816.59
Pre-depreciation Profit	1495.08	1438.56	2221.48	1851.85	988.85
Ratio %	5.05	4.71	8.17	8.49	5.26



NOTICE

BSL LIMITED

Registered Office : 26, Industrial Area, Gandhi Nagar, Bhilwara - 311 001 (Rajasthan)

NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting of the members of BSL LIMITED will be held on Thursday, 19th September, 2013 at 4:00 P.M. at Registered Office of the company at 26, Industrial Area, Gandhi Nagar, Bhilwara – 311 001 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Balance Sheet and the Statement of Profit & Loss for the year ended 31st March, 2013 and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Sushil Jhunjhunwala who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Salil Bhandari who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

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

Place : Bhilwara
Date : 1st July, 2013

(**PRAVEEN JAIN**)
CFO & Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective, must be received by Company at the Registered office of the company not less than 48 hours before the meeting.
2. The relevant details in respect of items No. 2 and 3 pursuant to clause 49 of the Listing Agreement are annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 13th September, 2013 to 19th September, 2013 (both days inclusive).

4. Members are requested to :

- i) Quote their Identification number/ folio number in all correspondence with the Company/ Registrar & Share Transfer Agent.
- ii) Notify immediately and change in their address and their mandate, at the Registered Office of the Company / Registrar & Share Transfer Agent.
- iii) Notify their E-mail address to Depository/ Company for mailing of all notices/ documents as per guidelines of Ministry of Corporate Affairs.

5. Pursuant to Section 205C of the Companies Act, 1956, all unclaimed/unpaid dividends upto the financial year ended 31st March, 2005 have been transferred to the Investor Education and Protection Fund of the Central Government.

Members are hereby informed that all dividends which remain unclaimed/ unencashed over a period of 7 years have to be transferred by the Company to the Investor Education & Protection Fund constituted by the Central Government under Section 205C of the Companies Act, 1956. Accordingly, the shareholders who have not encashed the dividend warrants so far from the financial year 2005-2006 onwards are requested to make their claims to the company.

6. The members desirous of appointing their nominee for the Equity Shares held by them may apply in the revised nomination form (Form 2B) in duplicate.
7. Members may avail the facility of Electronic Clearing Service (ECS) for receipt of dividends. The said facility is available at specified locations. Members holding shares in dematerialized mode are requested to contact their respective depository participants for availing ECS facility. Members holding shares in physical form and desirous of availing ECS facility are requested to write to the company for details.
8. As per SEBI Guidelines, Company has appointed M/s MCS LIMITED, Sri Venkatesh Bhawan, F-65, Okhla Industrial Area, Phase- I, New Delhi-110020 as its Registrar & Share Transfer Agent.

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

Place : Bhilwara
Date : 1st July, 2013

(**PRAVEEN JAIN**)
CFO & Company Secretary

ANNEXURE TO NOTICE
DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT/ APPOINTMENT
IN FORTHCOMING ANNUAL GENERAL MEETING

(In pursuance of Clause 49 of the Listing Agreements)

Name of Director	Shri Sushil Jhunjhunwala	Shri Salil Bhandari
Date of Birth	23rd August, 1950	28th November, 1957
Date of Appointment	19th December, 2000	25th October, 2008
Qualification	B.Com.	B.Com (Hons.) FCA
Expertise in specific functional area	Industrialist with rich business experience	Expertise in Finance and Accounting, Management Consultancy
List of Public Companies in which Directorships held	<ol style="list-style-type: none"> 1. La Opala RG Ltd. 2. Genesis Exports Ltd. 3. RSWM Ltd. 	<ol style="list-style-type: none"> 1. Ginni International Ltd. 2. Omax Autos Ltd. 3. Syenergy Envirionics Limited 4. Bhilwara Energy Ltd. 5. Omax Engineering Services Ltd. 6. HSIL Ltd.
Chairman/ Member of the Committees of Board of Directors of the Company	Audit Committee- Member	Audit Committee - Chairman Shareholders Grievance Committee - Chairman
Chairman/ Member of the Committees of Directors of other Companies		
a) Audit Committee	–	<ol style="list-style-type: none"> 1. Omax Autos Ltd. - Member 2. Bhilwara Energy Ltd. - Chairman
b) Shareholders/ Investors Grievance Committee	–	<ol style="list-style-type: none"> 1. Ginni International Ltd. - Member



PROXY FORM

BSL LIMITED

Registered Office : 26, Industrial Area, Gandhi Nagar, Bhilwara - 311 001 (Rajasthan)

DP Id*

Folio No.

Client Id*

No. of Equity Share(s) held

I / We

of

being a member / members of BSL Ltd., hereby appoint

or failing him of

as my/ our proxy in my/our absence to attend and vote for me/ our behalf at the 42nd Annual General Meeting of the Company to be held on Thursday, 19th September, 2013 at 4.00 P.M. at Registered Office of the Company at 26, Industrial Area, Gandhi Nagar, Bhilwara – 311 001 (Rajasthan) and / or at any adjournment thereof

Signed by this day of 2013.

Signature by the said

Affix
Re. 1.00
Revenue
Stamp

*Applicable for investors holding Shares in electronic form.

Note : This Proxy Form, duly completed must reach the Registered Office of the Company, not less than forty eight hours before the time holding this meeting.

ATTENDANCE SLIP

BSL LIMITED

Registered Office : 26, Industrial Area, Gandhi Nagar, Bhilwara - 311 001 (Rajasthan)

Please complete this attendance slip and hand it over at the entrance of the meeting hall. Joint Shareholders may obtain additional attendance slip on request at the venue of the meeting.

DP Id*

Folio No.

Client Id*

No. of Equity Share(s) held

Name and address of the Shareholders :

I hereby record my presence at the 42nd Annual General Meeting of the Company to be held on Thursday, 19th September, 2013 at 4.00 P.M. at 26, Industrial Area, Gandhi Nagar, Bhilwara-311001 (Rajasthan).

*Applicable for investors holding shares in electronic form

** Strike out whichever is not applicable

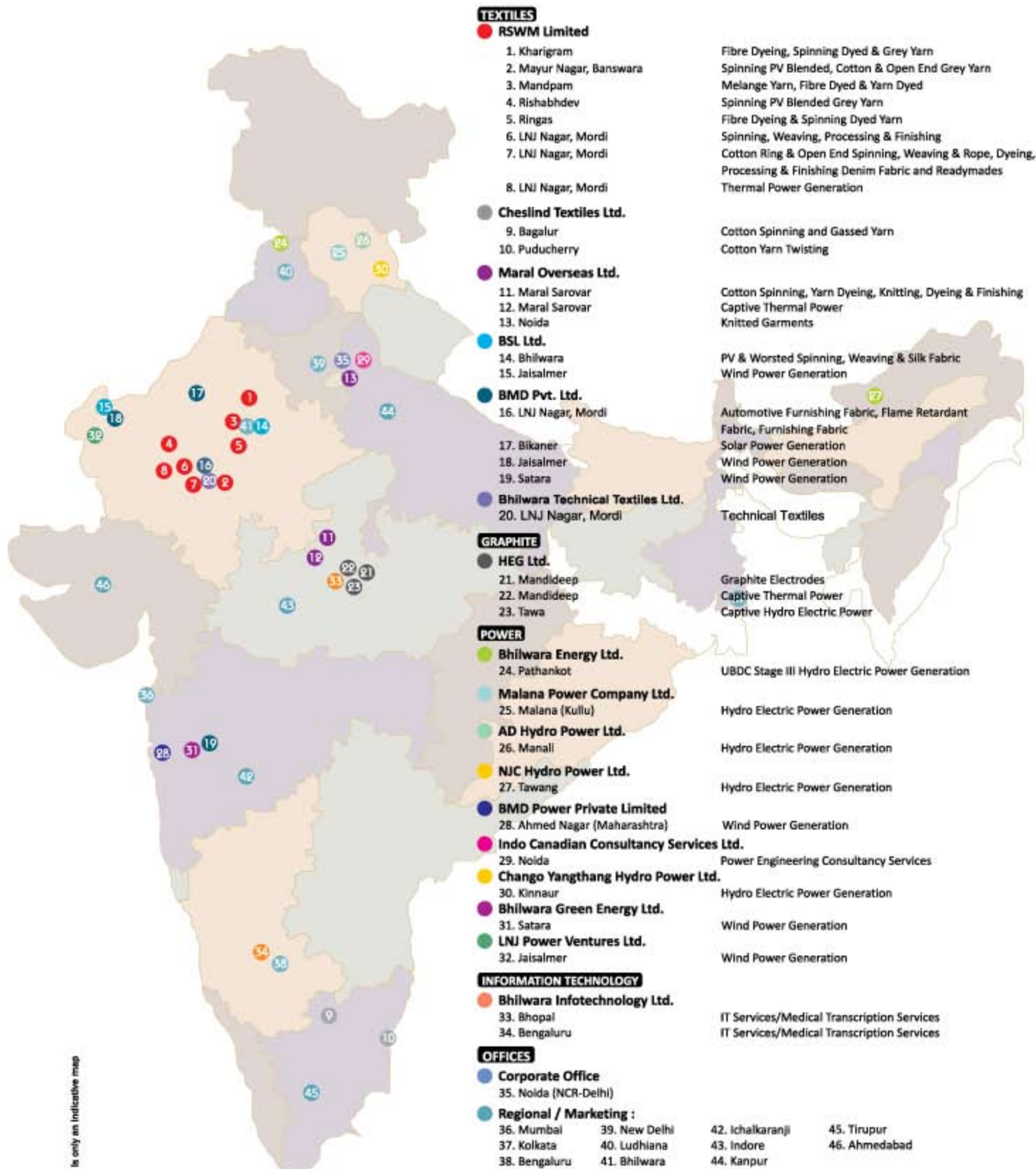
Signature of the Shareholder/Proxy/Representative**

[illegible]

NATIONWIDE NETWORK



PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL





PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL



Registered Office:
BSL Limited

26, Industrial Area, P.B. No. 17,
Gandhi Nagar, Bhilwara - 311 001 (Rajasthan) India
Website: www.bslltd.com/www.lnjbhilwara.com

FORM A

FORMAT OF COVERING LETTER OF THE ANNUAL AUDIT REPORT

NAME OF COMPANY

BSL LIMITED

ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED

31ST MARCH, 2013

TYPE OF OBSERVATION

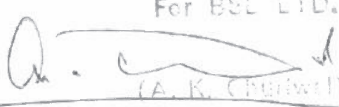
UNQUALIFIED

FREQUENCY OF OBSERVATION

-NOT APPLICABLE-

SIGNATURES:-

1. MANAGING DIRECTOR

For BSL LTD.

(A.K. CHECHANI)
Chairman & Managing Director

2. CFO

For BSL LTD.

PRAVEEN JAIN
CFO & COMPANY SECRETARY

3. AUDITOR OF COMPANY

FOR A. L. CHECHANI & Co.
CHARTERED ACCOUNTANTS
FIRM REGD. No. 05341C


PARTNER

4. AUDIT COMMITTEE CHAIRMAN

