

**40TH Annual Report
2015-16**



BCL Industries
& Infrastructures Ltd.



“ *Our vision & mission is to develop our organisation into a ealat group, which will significantly contribute in several areas and also to make a significant impact quality with Excellence.*

Our employees are guided by the 'vision to be the best' in the manner in which we operate, the best in the products that we deliver and the best in our value system and ethics.”

Rajinder Mittal, Managing Director

BOARD OF DIRECTORS

Shri R.C. Nayyar

Chairman & Independent Director

Shri Rajinder Mittal

Managing Director

Shri S.N. Goyal

Whole - Time Director

Shri V.K. Nayyar

Independent Director

Smt. Meenu Mittal

Independent Director

Shri Abhishek Bansal

Additional Director

COMPANY SECRETARY

Smt. Kangan Dhamija

AUDITORS

M/s. P. Mittal & Co.,

Chartered Accountants,

Mittal Street, Amrik Singh Road,

Bathinda-151 005.

INTERNAL AUDITORS

M/s. Kamal Parshotam Jain & Co.

Chartered Accountants,

16916, Street No. 1 / 2,

Basant Vihar,

Bathinda-151 005.

MAIN BANKERS

Punjab National Bank,

Bank Street,

Bathinda-151 001

REGISTERED OFFICE & WORKS

Hazi Rattan Link Road,

Bathinda- 151 001.

Contents

<i>Notice</i>	<i>1</i>
<i>Director's Report</i>	<i>6</i>
<i>Corporate Governance Report</i>	<i>27</i>
<i>Secretarial Audit Report</i>	<i>38</i>
<i>Auditor's Report</i>	<i>41</i>
<i>Balance Sheet</i>	<i>45</i>
<i>Statement on Profit & Loss Account</i>	<i>46</i>
<i>Cash Flow Statement</i>	<i>47</i>
<i>Notes on Financial Statement</i>	<i>48</i>

NOTICE

Notice is hereby given that the fortieth 40th Annual General Meeting of the members of BCL Industries & Infrastructures Limited will be held on Saturday, 24th Day of September, 2016 at 3.30 p.m. at Ganpati Enclave, Dabwali Road, Bathinda (Punjab) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and Profit & Loss Account for the year ended on that date and reports of the Board of Directors and Auditors and Corporate Governance report thereon.
2. To appoint a Director in place of Sh. Sat Narain Goyal, who retires by rotation and being eligible offers himself for his re-appointment.
3. To appoint a Director in place of Sh. Rajinder Mittal, who retires by rotation and being eligible offers himself for his re-appointment.
4. **APPOINTMENT OF AUDITOR**
M/s P. Mittal & Co., Chartered Accountants, Bathinda had to resign as statutory auditors of the company, as per the provisions of Section 139(2) of Companies Act, 2013, hence, the company appoints M/s Himanshu & Associates, Chartered Accountants, Bathinda as new Statutory Auditors of the company. Therefore to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to Sections 139(2) and applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), the company appoints M/s. Himanshu & Associate, Chartered Accountants, Bathinda (Membership No.-518041), as Statutory Auditors of the company to hold office from the conclusion of Annual General Meeting for the

Financial Year 2015-16 to the Conclusion of Annual General Meeting for the Financial Year 2020-21 subject to ratification by the members at every AGM to be held thereafter at such remuneration as may be mutually decided between them."

SPECIAL BUSINESS

5. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Sh. Abhishek Bansal:-**

"RESOLVED THAT Sh. Abhishek Bansal, who was appointed as an Additional Director with effect from November 6, 2015, on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company."

For and on behalf of the Board

Place : Bathinda (Punjab)
Date : 19th Aug., 2016

Kangan Dhamija
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS (48 HOURS) BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS**

ENCLOSED.

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

2. In terms of the section 149 read with section 152(6) of the Companies Act, 2013, the provisions of retirement by rotation are not applicable to Independent Directors. Therefore, the directors to retire by rotation have been re-ascertained on the date of this notice. Accordingly, Sh. Rajinder Mittal, Managing Director and Sh. Sat Narain Goyal, Whole Time Director of the company will retire at the ensuing annual general meeting and being eligible offers themselves for re-appointment. As per the terms of the listing agreement with the Stock exchange, details of director retiring by rotation at the ensuing annual general meeting is given in annexure to this notice.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Statement as required under section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
5. The Register of members and share transfer books of the Company will remain closed from 22nd September, 2016 to 24th September, 2016 (both days inclusive).
6. In respect of shares held in electronic/demat form, beneficial owners are requested to notify

any change in their address, bank account, mandate, etc. to their respective Depository Participant.

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

9. Voting through electronic means:

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

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, September 21st, 2016 from 10.00 a.m. to 05.00 p.m. and ends on Friday, September 23rd, 2016, from 10.00 a.m. to 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 17th, 2016 may cast their vote electronically. The

e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website **www.evotingindia.com** during the voting period.
 - (iv) Click on "Shareholders" tab.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- (i) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK," else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evoting.com** and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xiii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com** under help section or write an email to **helpdesk.evoting@cdslindia.com**
 - M/s. S. Parnami & Associates, Company Secretaries, Bathinda have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - The scrutinizer shall from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website **www.bcl.ind.in** and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

Details of Director seeking re-appointment in ensuing Annual General Meeting

Name of Director	Shri Sat Narain Goyal
Date of Birth	05/02/1961
Date of Appointment	01/11/2004
Expertise in specific functional area	He is a post graduate and has a wide and rich experience over and above 37 years in Oil & Vanaspati Industry
List of outside Directorships held	E-Edit Infotech Private Limited Svarna Infrastructure & Builder Private Limited
Shareholding	75 equity shares

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

Name of Director	Shri Abhishek Bansal
Date of Birth	25/09/1988
Date of Appointment	06/11/2015
Expertise in specific functional area	He is a post graduate (MBA-Finance) and holds an experience of more than 5 years in Real Estate Industry.
List of outside Directorships held	Pukhraj Promoters Private Limited
Shareholding	NIL

DIRECTOR'S REPORT

To,

The Members of BCL INDUSTRIES & INFRASTRUCTURES LIMITED

Your Directors have pleasure in presenting the 40th Director's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2016.

FINANCIAL HIGHLIGHTS

Particulars	(₹ In Lacs)	(₹ In Lacs)
	Current year	Previous Year
	2015-16	2014-15
Sale	52781.69	67689.32
Other Income	504.80	612.58
Total Income	53286.49	68301.90
Profit before Depreciation	3062.07	4280.41
Finance Cost and Tax Expense		
Less :		
Depreciation	777.86	827.92
Finance Cost	1400.82	2431.85
Profit before Tax	883.39	1020.64
Current Tax	175.00	200.00
Deferred Tax	18.20	49.64
Prior period items	44.77	79.41
Profit for the year	645.42	691.59
Earnings per share (Rs.):		
Basic	4.56	4.89
Diluted	4.56	4.89

STATE OF COMPANY'S AFFAIRS

During the year under review, the total Income of the Company was Rs. 53286.49 Lakh against Rs 68301.90 lakh in the previous year. The Company has earned a Profit after tax of Rs. 645.42 Lakh as compared to the previous year's profit of Rs. 691.59 lakh. Your Directors are continuously looking for avenues for future growth of the Company.

TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

For the financial year ended 31st March, 2016, there is no transfer to General reserves.

DIVIDEND

Keeping in view the requirement of funds for future expansions, your Directors do not recommend any dividend for the year ended 31st March, 2016.

MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

DETAILS OF SUBSIDIARY/JOINT VENTURES

As on 31st March 2016, the Company does not have any subsidiary/joint ventures.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the company. Your company tends to run the same business activities till date.

ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and administration) Rules, 2014 in Form MGT-9 is annexed herewith for your kind perusal and information. **(Annexure:III)**

MEETINGS OF THE BOARD OF DIRECTORS

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

The following Meetings of the Board of Directors were held during the Financial Year 2015-16:

