



A Vision for Excellence



BSL Limited

Annual Report 2003 - 2004

A Mission of Purpose

We will

Work purposefully and diligently towards achieving a position of undisputed leadership.

Leverage our core strengths to provide the best quality products.

Constantly be vigilant, always looking for new and innovative opportunities to create enhanced value for our shareholders and human resource bank.

Never falter in our progress to the top, and will always go forth with enthusiasm.

We are Team Bhilwara.

A Vision for Excellence



The LNJ Bhilwara Group is looking forward to forging ahead in the new millennium and be seen as the undisputed leader, fully equipped to deliver the best, across the diverse spectra of their businesses. The Company has innovative expansion plans in various fields of their business fuelled by a commitment to invest in Plants, Machinery and Processes. This will help the Company to fulfill the customer's need in today's globally competitive environment.



GROUP SALIENT FEATURES

Founded in 1961, the LNJ Bhilwara Group today, is a Rs. 1815 crore, with a strong global presence. Lead by the Founder & Chairman-Emeritus, Mr. L.N. Jhunjhunwala, the business Group is one of the largest firms in the Indian corporate world with over 20,000 employees and 17 production units positioned at strategic locations across the country.

The Group export earnings comprise as much as 45% of the Group's turnover of Rs.1815 crores during 2003-04. The Group is a well-diversified conglomerate. It actively seeks growth and profitability by investing in a variety of systematically identified businesses making it a multi-product conglomerate with interests in a range of industries such as **textiles**, **graphite electrodes**, **power generation**, **power consultancy services**, **sponge iron and IT enabled services**.

The textile division of the Group is not only a key player of the Industry but also has many firsts to its credit. They produce a unique fire retardant yarn called Trevira and also are the sole licensees for the specialized Tencel. The Group has time and again been acknowledged for world-class quality products for the domestic market such as Mayur Suitings, BSL Suitings, La Italia Fashions, Buddy Davis Leisurewears and Geoffrey Hammonds superfine suitings. At the same time, their services to several leading global brands for the knitted garments have been recognized in the form of top export awards in different fields for several years in a row.

The Group has the largest integrated graphite electrodes manufacturing plant in South East Asia and products selling to the major steel plants in the world. Graphite exports constitute 70% of total sales volume. HEG an integral part of the Group is all set to undertake a Rs 450 crore expansion plan to tap opportunities in the export market. The expansion of the Mandideep plant would double the capacity from 30,000 MT per annum to 60,000 MT per annum.

Following the success of its earlier HEP Project of 15 MW at Tawa Nagar (MP) in 1997, the Group has commissioned, India's first IPP Hydroelectric Malana Power Project of 86 MW in a record time of 30 months at Kullu (HP), in July, 2001 and is set to commence work on 200 MW Allain-Duhangan Hydro Electric Project at Manali (HP).

The Group companies have also been awarded IS/ISO 9001:2000 certification for their continuous exemplary quality standards.

GROUP FINANCIAL HIGHLIGHTS (Rs. in Cro				
PARTICULARS	2002-2003	2003-2004		
Turnover	1727	1815		
Export Sales	784	792		
PBIDT .	288	259		
PBT	73	81		
PAT	62	72		
Gross Fixed Assets	1929	1953		
Net Worth	729	768		

CONTENTS	
Directors' Report	4
Report On Corporate Governance	10
Auditors' Report	17
Balance Sheet	19
Profit & Loss Account	20
Schedules .	21
Accounting Policies and Notes on Accounts	28
Cash Flow Statement	36
Balance Sheet Abstract and Company's General Business Profile	37
Statistics :	 38
Community Service	41
Particulars of Subsidiary Company BSL Wulfing Limited	42



FINANCIAL HIGHLIGHTS

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PARTICULARS	2001-2002	2002-2003	2003-2004
Turnover	151.49	140.98	137.44
Exports	52.96	50.65	50.91
PBIDT	20.38	19.22	16.37
Interest	9.24	8,14	5.38
Depreciation	9.66	10.85	10.62
Taxation	0.48	(0.65)	(0.16)
PAT (Before Extra Ordinary ite	1.00 m)	0.88	0.53
Gross Block	124.41	124,21	136.93
Less : Depreciation	60.09	70.59	80.82
Net Block	64.32	53.62	56.11
Net Worth	40.69	42.74	44.06



BOARD OF DIRECTORS

Shri A.K. Churiwal, Chairman & Managing Director

Shri Ravi Jhunjhunwala

Shri Shekhar Agarwal

Shri R.P. Khaitan

Shri B.D. Mundhra

Shri O.P. Sodhani

Shri Ritesh Kumar (Nominee-ICICI Bank Ltd.)

Shri Sushil Jhunjhunwala

Shri R.N.Gupta

Shri Riju Jhunjhunwala

Shri Nivedan Churiwal, Executive Director

PRESIDENT

Shri M.D.Gagrani

KEY EXECUTIVES

Shri R.K. Garg, Vice President (Synthetic-Marketing)

Shri P. Maheshwari, Vice President (Finance)

Shri M.C. Maheshwari, Vice President (Exports)

Shri Basant Kala, Vice President (Works)

COMPANY SECRETARY

Shri Praveen Jain

BANKERS

The Bank of Rajasthan Limited

Oriental Bank of Commerce

Bank of Baroda

State Bank of India

AUDITORS

M/s A.L. Chechani & Co.,

Chartered Accountants

Bhilwara (Rajasthan)

REGISTERED OFFICE

26, Industrial Area

Post Box No.17,

Gandhi Nagar,

Bhilwara-311 001,

(Rajasthan)

DIRECTORS' REPORT

To The Members,

The Board of Directors have pleasure to present the 33rd Annual Report and Statement of Accounts for the year ended 31st March, 2004.

1. FINANCIAL RESULTS

(Rs. in Crores)

(110:111			o. III Ololoo)
Item		This Year	Previous Year
Total Turnover - a) Domestic	86.53	9	0.33 ,
- b) Exports	50.91	137.44 5	0.65 140.98
Profit before Interest and			***************************************
Depreciation		16.37	19.22
Less : Interest(Net)		5.38	8.14
Profit before Depreciation	•••••••	10.99	11.08
Less: Depreciation		10.62	10.85
Profit before Income Tax		0.37	0.23
Provision for Income Tax		0.02	0.40
Provision for Deferred Tax		(0.18)	(1.05)
Profit after Tax		0.53	0.88
***************************************			***!********************

2. OPERATIONS

The divisionwise performance is as under:-

Value (Rs. in Crores)

					,
		This Year		Previous Year	
		Qty.	Value	Qty.	Value
(a)	Fabrics (Lac Mtrs.)			
	Domestic	73.22	81.98	77.01	84.11
	– Exports	45.43	50.31	36.18	48.75
	Total	118.65	132.29	113.19	132.86
(b)	Yarn (Tons)				9014 FERRING 11 11 11 11 11 11 11 11 11 11 11 11 11
**********	– Domestic	85	2.34	113	3.45
	– Exports	13	0.45	48	1.90
	Total	98	2.79	161	5.35
(c)	Readymade Garments (No. of Pieces)	52615	2.04	57687	2.47
(d)	Others	_	0.32		0.30
	Total		137.44		140.98

3. TEXTILE SCENARIO

The Domestic Textile Industry continues to be in the situation of excess supply with competition from both organised and unorganised sector. The imports from Far East are increasing and having adverse impact on the market.

In the Exports section the realisation and profitability was under severe pressure due to continuous revaluation of rupee. Moreover the Exports were also adversely affected in Far East & Middle East after SAARS/IRAQ WAR. Exports to USA were also lower due to competition from China in fine count worsted qualities.

4. OUTLOOK FOR COMPANY'S ACTIVITIES

A) Fabric

Domestic

With the changing focus of customer preference from Fabric to Readymades, the direct selling of fabrics in urban markets is shrinking. The Company therefore plans to give more thrust in Semi Urban and Rural Markets. The Company is also planning to aggressively tap uniform & garment sector.

Export

Looking to the fierce competition, the Company has planned for higher volumes in the Synthetics sector. The Company is also trying for new markets like Western Europe, East Europe, Latin America etc. Business in Far East seems to be improving.

5. WIND POWER PROJECT

As part of diversification, the Company has installed four Nos. Wind Turbine Generators of 0.60 MW each totalling 2.40 MW at Jaisalmer at total cost of Rs. 12 crores. The total power generated will be sold to Rajasthan Rajya Vidyut Prasaran Nigam Ltd. for which Power Purchase Agreement has been signed.

6. FUTURE PLANS

Synthetic Spinning Unit

Company is planning to install Synthetic Spinning Unit to produce Fibre Dyed Yarn, which is being bought from the market.



The total production of the unit will be captively consumed by the Company. With this backward integration, the company will ensure timely delivery to Overseas Buyers.

7. DELISTING OF EQUITY SHARES

As per SEBI (Delisting of Securities) Guidelines, 2003, Company had applied for delisting of its Equity Shares from Jaipur, Delhi & Calcutta Stock Exchanges. The permission for delisting from Delhi Stock Exchange have been received and the applications for delisting with Jaipur & Calcutta Stock Exchange are under process.

The Company's Shares would continue to be listed at NSE and BSE.

8. DIVIDEND

The Directors recommend dividend @7.50% on Equity shares of the Company.

9. AUDIT COMMITTEE

As mentioned in the last year's Director's Report, Audit Committee is covering all the areas as provided for in the Companies Act, 1956 as amended and also any matter referred to it by the Board. Shri O.P. Sodhani is the Chairman of the Committee and Shri Ravi Jhunjhunwala and Shri R.N. Gupta are other members of the Committee.

10. 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;
- ii) That they have selected such accounting policies and applied them consistently and made judgements 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;
- iii) That they have taken proper and sufficient care

for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

iv) That they have prepared the Annual Accounts on a going concern basis.

11. SUBSIDIARY COMPANY

There were no manufacturing operations in the subsidiary company BSL Wulfing Limited during the year. The Audited Accounts for the year ended 31/03/2004 are enclosed herewith.

12. 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 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 ceiling prescribed under section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

13. 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.

14. HUMAN RESOURCE DEVELOPMENT

Company's relations with the employees and workers at all levels have been cordial. Company has a full-fledged HRD department at its works. Regular orientation and development courses for various disciplines are conducted by in-house as well as

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BSL LIMITED

outside experts. The company endeavours to care for all its employees by providing medical and welfare facilities way beyond its statutory requirements.

15. DIRECTORS

Shri Riju Jhunjhunwala, Shri B.D.Mundhra and Shri R.P. Khaitan retire by rotation at the ensuing Annual General Meeting and are eligible for reappointment.

16. AUDITORS

M/s A.L. Chechani & Co. will cease to hold office as Auditors of the Company in the ensuing Annual

General Meeting, and are eligible for reappointment.

17. APPRECIATION

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

For and on behalf of the Board of Directors

Place: Noida

Date: 28th April, 2004

(A.K. Churiwal)
Chairman &
Managing Director

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निदेशकों का प्रतिवेदन

सदस्यगण,

निदेशक मंडल आपके समक्ष 33 वीं वार्षिक रिपोर्ट एवं 31 मार्च, 2004 को समाप्त हुए वर्ष का लेखा विवरण सहर्ष प्रस्तुत कर रहे है।

वित्तीय परिणाम

(रुपये करोड़ में)

मद	इस वष	गत वर्ष
कुल बिक्री —आन्तरिक	36.53	90.33
—निर्यात	50.91 137.44	50.65 140.98
ब्याज व मूल्यह्वास पूर्व लाभ	16.37	19.22
घटाया : शुद्ध ब्याज	5.38	8.14
मूल्यह्वास पूर्व लाभ	10.99	11.08
घटाया : मूल्यह्वास	10.62	10.85
आयकर पूर्व लाभ	0.37	0.23
आयकर हेतु प्रावधान	0.02	0.40
विलम्बित कर हेतु प्राव <mark>धा</mark> न	(0.18)	(1.05)
कर पश्चात् लाभ	0.53	0.88

2. संचालन

विभागानुसार विक्रय की स्थिति इस प्रकार है:-

मूल्य(रुपये करोड़ में)

मद	•	इस वर्ष		गत वर्ष
	परिमाण	मूल्य	परिमाण	मूल्य
(अ) वस्त्र (ला	ख मीटर में)			
आन्तरिक	73.22	81.98	77.01	84.11
निर्यात	45.43	50.31	36.18	48.75
कुल	118.65	132.29	113.19	132.86
(ब) धागा (टन	ों में)	······································		***************************************
आन्तरिक	85	2.34	113	3.45
निर्यात	13	0.45	48	1.90
कुल	98	2.79	161	5.35
(स) पोषाक (संख्या) 5261 5	2.04	57687	2.47
(द) अन्य		0.32	_	0.30
	······································	137.44		140.98

3. वस्त्र व्यापार वातावरण

घरेलू वस्त्र उद्योग लगातार संगठित एवं असंगठित क्षेत्र में प्रितिस्पर्धा के कारण अधिक आपूर्ति बनी रही। सुदूर पूर्व से आयात में वृद्धि हुई जिससे बाजार पर विपरीत प्रभाव पड़ा। निर्यात व्यापार मे रुपये के पुनः मूल्यन के कारण मूल्य एवं लाभ में कमी आई। सुदूर पूर्व एवं मध्य पूर्व मे सार्स एवं ईराक युद्ध के कारण निर्यात प्रभावित हुआ। चीन से प्रतिस्पर्धा के कारण अमेरिका मे भी निर्यात प्रभावित हुआ।

4. कम्पनी की गतिविधियों पर दृष्टिकोण

(अ) वस्त्र :

आन्तरिक : ग्राहक का वस्त्र से पोषाक की तरफ झुकाव के कारण शहरी क्षेत्रों में बिक्री प्रभावित रही इसलिए कम्पनी अर्द्ध शहरी एवं ग्रामीण क्षेत्रों पर अधिक ध्यान दे रही है। निर्यात :

लगातार बढती हुई प्रतिस्पर्धा के कारण कम्पनी सिन्थेटिक वस्त्र का अधिक मात्रा में निर्यात पर ध्यान दे रही है। कम्पनी नये निर्यात बाजारों मे, जैसे पश्चिमी यूरोप, पूर्वी यूरोप, अमेरिकी देशों इत्यादि में निर्यात बढ़ाने हेतु प्रयासरत है। सुदूर पूर्व में भी व्यापार बढ़ने की संभावना है।

पवन ऊर्जा परियोजना

कम्पनी ने रु. 12 करोड़ की लागत के 0.60 मेगावाट क्षमता के चार पवन ऊर्जा उत्पादक संयत्र, जिनकी कुल क्षमता 2.40 मेगावाट है, जैसलमेर में स्थापित किये है। इस परियोजना से बनने वाली ऊर्जा का विक्रय राजस्थान राज्य विद्युत वितरण निगम लिमिटेड को किया जा रहा है, इसके लिए ऊर्जा खरीद समझौता हस्ताक्षरित हो गया है।

6. भविष्य की योजना

कम्पनी सिन्थेटिक धागा बनाने के लिए तकुए स्थापित कर रही है। इस संयत्र में सिन्थेटिक धागा बनाया जायेगा जो कि अभी बाजार से खरीदा जाता है। इस का कुल उत्पादन निजी वस्त्र उत्पादन हेतु किया जाएगा, जिससे विदेशी खरीददारों को समयानुकूल डिजाइन युक्त कपड़े की आपूर्ति की जा सकेगी।

7. साधारण अंश असूचिबद

कम्पनी ने सेबी के नियमों के अनुसार साधारण अंशों का जयपुर, दिल्ली एवं कोलकाता स्टॉक एक्सचेंज से असूचिबद्ध करने के लिए आवेदन किया था, इसमें से दिल्ली स्टॉक एक्सचेंज से स्वीकृति मिल गई है एवं जयपुर व कोलकाता से प्रतिक्षारत है। कम्पनी के अंश तत्पश्चात् NSE व BSE पर सूचिबद्ध रहेगें।

8. लामांश

निदेशक मंडल साधारण अंशो पर 7.5 प्रतिशत लाभांश घोषित करने की अनुशंसा करता है।

9. अंकेक्षण समिति

जैसा कि गत वर्ष के निदेशको के प्रतिवेदन में उल्लेख किया गया था कि यह समिति कम्पनी अधिनियम 1956 एवम् संशोधित कम्पनी अधिनियम में सुझाये गये क्षेत्रो तथा अन्य कोई भी कार्य जो कि निदेशक मंडल द्वारा सौंपा जायेगा के अनुसार कार्य करेगी। श्री ओ.पी. सोढ़ाणी समिति के अध्यक्ष एवम् श्री रवि झुंझुनवाला एवम् श्री आर.एन. गुप्ता समिति के सदस्य है।

10. निदेशकों के उत्तरदायित्व का वर्णन

आपके निदेशक सुनिश्चित करते है-

- ं) कि वार्षिक खातों की तैयारी में यथोचित लेखाकन सिद्धांतो का पालन किया गया है, साथ ही महत्वपूर्ण.
 विचलनों की दशा में उपयुक्त स्पष्टीकरण भी दिये है।
- ii) कि निदेशकों ने ऐसी लेखांकन नीतियो का चयन कर उन पर लगातार अमल किया और उपयुक्त निर्णय और अनुमान लगाये, जो कि कम्पनी के वित्तीय वर्ष की समाप्ति पर स्थिति विवरण व वर्ष भर के लाभ हानि की स्थिति को सत्य व संतोषजनक रुप मे दर्शाते है।
- iii) िक निदेशकों ने कम्पनी की सम्पत्तियों की सुरक्षा और धोखाधडी एवं अनियमितता की जॉच व रोक से सम्बन्ध में कम्पनी अधिनियम में वर्णित नियमों का पालन करते हुए योग्य लेखाकन पुस्तको के रखरखाव के लिये यथोचित व पर्याप्त सावधानी का पालन किया।
- iv) िक निदेशकों ने वार्षिक खाते, व्यवसाय की निरन्तरता के सिद्धान्त को ध्यान मे रखते हुए तैयार किये।

11. सहायक कम्पनी

इस वर्ष के दौरान सहायक कम्पनी बीएसएल उल्फिंग लिमिटेड उत्पादन व व्यावसायिक संचालन मे नही थी। कम्पनी का 31 मार्च, 2004 को समाप्त हुए वित्तीय वर्ष का अंकेक्षित विवरण संलग्न है।

12. कम्पनी अधिनियम 1956 की धारा 217 का विवरण (अ)ऊर्जा, संरक्षण, तकनीक समावेशन एवम् विदेशी मुद्रा आय व्ययः-

कम्पनी अधिनियम के तहत ऊर्जा संरक्षण, तकनीक समावेशन एवम् विदेशी मुद्रा आय-व्यय का विवरण इस प्रतिवेदन की परिशिष्ट-I मे दर्शाया गया है।

(ब) कर्मचारियों का विवरण

कम्पनी अधिनियम 1956 की धारा 217 (2ए) के अनुसार वर्ष के दौरान किसी भी कर्मचारी एवं श्रमिक ने धारा में उल्लेखित पारिश्रमिक से अधिक का भुगतान प्राप्त नहीं किया है।

13. आन्तरिक नियन्त्रण पद्धति

कम्पनी के पास योग्य आन्तरिक नियन्त्रण पद्वति है जिससे आन्तरिक एवं प्रबन्ध अंकेक्षण, स्वतंत्र अंकेक्षक द्वारा नियमित रुप से किया जाता है।

14. मानव संसाधन विकास

कम्पनी का कर्मचारियो एवम् श्रमिको से सभी स्तर पर सौहार्दपूर्ण सम्बन्ध रहा है। कम्पनी में मानव संसाधन विकास विभाग कार्यरत है जो निरन्तर विभिन्न विकास कार्यक्रम स्वयं द्वारा व बाहर के विशेषज्ञों द्वारा संचालित करवाता है। कम्पनी वैद्यानिक दायित्वों के अतिरिक्त भी अपने सभी कर्मचारियों को मानवीय सुविधाएं उपलब्ध करने का मुख्य लक्ष्य रखती है।

15. निदेशक

श्री रिजू झुंझुनवाला, श्री बिट्टलदाप्त मूंधड़ा एवं श्री राजेन्द्र प्रसाद खैतान आगामी वार्षिक साधारण सभा मे क्रमानुसार अवकाश ग्रहण कर रहे है व पुनः नियुक्ति के योग्य है।

16. अंकेक्षक

सर्व श्री ए. एल. चेचाणी एण्ड कम्पनी आगामी वार्षिक साधारण सभा मे अवकाश ग्रहण करेगें व पुनः नियुक्ति के योग्य है।

17. आभार प्रदर्शन

निदेशक मंडल वित्तीय संस्थाओं, बैंको, केन्द्रीय व राज्य सरकारों के विभिन्न विभागों के प्रति सहयोग व मार्गदर्शन हेतु आभार व कृतज्ञता व्यक्त करता है।

निदेशक मंडल की ओर से

स्थान : नोएडा

दिनांक: 28 अप्रेल, 2004

अरुण कुमार चूड़ीवाल अध्यक्ष व प्रबन्ध निदेशक