

**NOTICE**

Notice is hereby given that the Fortysecond Annual General Meeting of the Company will be held at Steel Club, Sector-8, Bhilai- 490 006 (Chattisgarh) on 7<sup>th</sup> August, (Thursday) 2014 at 4.30 P.M to transact the following business:

**A. ORDINARY BUSINESS :**

1. To consider and adopt the accounts of the company for the financial year ended 31st March, 2014 and the report of the Board of Directors and Auditors thereon.
2. To appoint Auditors and fix their remuneration.

**B. SPECIAL BUSINESS:**

1. To appoint Shri Prabir Choudhury an existing Independent Director for a term upto five consecutive years as per section 149 (10) and (11) read with schedule iv of the Companies Act, 2013.
2. To appoint Shri Malay Sengupta an existing Independent Director for a term upto five consecutive years as per section 149 (10) and (11) read with schedule iv of the Companies Act, 2013.

**By order of the Board  
FOR BWL LIMITED**

**(SUNIL KHETAWAT)  
MANAGING DIRECTOR**

**Place: Bhilai**

**Dated: 28th, May 2014**

**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 such proxy need not be a member.
- 2) Instrument appointing proxy should be deposited at the registered office of the company not less then 48 hours before the time fixed for the meeting.
- 3) The Register of Members and Share Transfer Books of the company will remain closed from 1<sup>st</sup> August,2014 TO 7<sup>th</sup> August,2014( both days inclusive).
- 4) The practice of distributing copies of Annual Report at the Annual General Meeting has been discontinued as a measure of economy. Members are therefore requested to bring their copies of Annual Report at the meeting.
- 5) Members are requested to notify any change of address as well as E-mail ID and Bank details to update our record as well as to serve them efficiently.

**Explanatory Statement in terms of section 102 of the Companies Act, 2013****Sl. No 1.**

The Board of Directors appointed Shri Prabir Choudhury as Additional Director in the Board meeting held on 23.08.2003 and subsequently appointed as a Director in the Annual General Meeting held on 09.09. 2004. His profile has been disclosed in page no. 15 of the Annual Report under sl.no 15 in General Share Holder's Information.

To comply the condition of section 149 (10) and (11) read with Schedule iv of the Companies Act, 2013 within one year from 1st April,2014, the Company intend to appoint existing Independent Directors under the new Act, subject to compliance with eligibility and other prescribed condition.

In the opinion of the Board Shri Prabir Choudhury comply the requirement of section 149 (6) of the Companies Act, 2013 and intend to recommend him to appoint as an Independent Director for a Consecutive period of 5 years to the Share Holders for approval as a special resolution.

None of the Directors excepting Shri Prabir Choudhury is interested in the said resolution.

**Sl. No 2.**

The Board of Directors appointed Shri Malay Sengupta as Additional Director in the Board meeting held on 23.10.2010 and subsequently appointed as a Director in the Annual General Meeting held on 12.08. 2011. His profile has been disclosed in page no. 16 of the Annual Report under sl. No 15 in General Share Holder's Information.

To comply the condition of section 149 (10) and (11) read with Schedule iv of the Companies Act, 2013 within one year from 1st April,2014, the Company intend to appoint existing Independent Directors under the new Act, subject to compliance with eligibility and other prescribed condition.

In the opinion of the Board Shri Malay Sengupta comply the requirement of section 149 (6) of the Companies Act, 2013 and intend to recommend him to appoint as an Independent Director for a Consecutive period of 5 years to the Share Holders for approval as a special resolution.

None of the Directors excepting Shri Malay Sengupta is interested in the said resolution.

**REPORT OF DIRECTORS' & MANAGEMENT DISCUSSION AND ANALYSIS:**

Your Directors submit their report and Audited account for the year ended 31st March, 2014.

**1. FINANCIAL RESULTS:**

	Financial Year ended 31st March 2014 (Rs.)	Financial Year ended 31st March 2013 (Rs.)
Turn Over		
Profit/(Loss) before interest,	(16,01,164)	(15,70,860)
Depreciation & Taxes.		
Add Depreciation	4,05,925	4,08,961
Profit/(Loss) for the year	(20,07,089)	(19,79,821)
Balance brought forwarded	(41,83,21,070)	(41,63,41,249)
From last year.		
(Loss) carried to Balance Sheet	(42,03,28,159)	(41,83,21,070)

**2. DIVIDEND :**

In view of accumulated loss, your Directors regret their inability to recommend any dividend.

**3. PERFORMANCE :**

The Scheme of Rehabilitation of the company under consideration of BIFR provides, inter-alia, road map on commencing production at commercial level, gradual capacity buildup and establishment of viability of the company in long term prospective. The management aspires to pursue said road map after the same being approved by the apex body considering availability of smother passage the approval mark of the apex body carries.

**4. HUMAN RESOURCES & INDUSTRIAL RELATIONS:**

Industrial relations remained more or less cordial during the year.

**5. BANK & INSTITTIONAL DUES :**

The company has no due to bank &/or financial institutions at present.

**6. STATUTORY DUES :**

The Directors have pleasure to state that the company continues to pay / deposit all statutory dues to the extent lying undisputed generally in time notwithstanding its Sick status.

There is also no default in payment to creditors for goods and services.

**7. BIFR STATUS:**

As reported earlier that the company has been declared sick by the Hon'ble BIFR under the provisions of SICA. Subsequently OA as per instruction of the Hon'ble BIFR advised the company

for Board's / Members approval for de rating of share capital and conversion of a part or entire unsecured loan mobilized from promoters sources in to equity. Accordingly company accorded share holders approval through postal ballot for de rating of equity / preference share capital by reducing the face value by 60% and sub-dividing balance face value ( Rs. 4/- per share) in to four fully paid shares of Rs. 1/- each, beside conversion of Rs.3,40,61,000/- of unsecured loan from promoter's group in to 3,40,61,000 fully paid equity shares of Rs. 1/- each at per. However operationalisation of this resolution had been laid subject to the approval of scheme by the Hon, ble BIFR.

DRS in revised context of above was submitted to OA and the latter after examination of the same forwarded it to the Hon, ble BIFR on 18<sup>th</sup> April . 2013 for scrutiny and circulation among the interested parties. However subsequently on three occasions ( Dated 02.08 2013,18.12.2013& 25.03.2014 )BIFR issued deficiency letters which had been replied by the company through proper channel. Your company is hopeful of approval of revised DRS from appropriate quarters in near future.

**8. DIRECTORS:**

Shareholders approval has been sought in the ensuing Annual General Meeting for Mr Prabir Choudhury and Mr Malay Sengupta the existing Independent Directors to appoint them as Independent Directors in terms of section 149 (10) & (11) of the Companies Act, 2013.

**9. AUDITORS:**

M/s G. Basu & Co, retires as auditor of the company and being eligible, offer themselves for re-appointment.

**10. CORPORATE GOVERNANCE :**

Your company has generally complied with the applicable provisions of the listing Agreements with the Stock Exchanges where it's shares are listed. A separate report on Corporate Governance along with the auditors certificate on it's compliance is annexed in this Annual Report.

Report on Management discussion and analysis appears in para -11 of Corporate Governance Report.

**11. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT & TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The particulars as prescribed under subsection (i)(e) of Section -217 of the Companies Act,1956, read with the Companies(Disclosure of particulars in the report of the Board of Directors) Rules, 1988, are set-out in the annexure which form part of this report.

**12. PARTICULARS OF EMPLOYEES:**

No one was employed during the whole or part of the year drawing remuneration attracting disclosure under section 217(2A) of companies act 1956.

**13. AUDITORS REPORT:**

The observations of the Auditors when read with corresponding reference in Notes on Account will be found self explanatory.

**14. DIRECTORS RESPONSIBILITY STATEMENT :**

As required under section 217 (2AA) of the companies Act,1956, your directors confirm having :

- a) Followed in the preparation of the Annual Accounts, the applicable accounting standards with proper explanation relating to departures, if any.
- b) 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 your company as at 31st March,2014 and of the Loss of the company for the year ended on that date.
- c) Taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the companies Act, 1956 for safeguarding the assets of your company and for preventing and detecting fraud and other irregularities .
- d) Prepared the Annual Accounts on a going concern basis notwithstanding negative net worth on the ground of confidence of Board of Directors on the potentiality of the company to revive, subject to application of working rehabilitation strategy.

**15. ACKNOWLEDGEMENT:**

Your directors express their appreciation for support extended by the employees, customers, vendors and other agencies. The members wish to place on record their sincere appreciation for the wise counsel, guidance and co-operation extended, by all . The Board express as thanks and gratitude to shareholders for their continued confidence reposed on the management.

For and on behalf of the Board

**(SUNIL KHETAWAT)**  
(Managing Director)

Place: Kolkata

Dated: 28<sup>th</sup> May 2014

**ANNEXURE TO THE DIRECTOR'S REPORT**

Statement pursuant to section 217(1)(e) read with the companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 and forming part of the Director's Report for the year ended 31st March, 2014.

**1. CONSERVATION OF ENERGY:**

- a) As suggested by petroleum Conservation Research Association (under the ministry of Petroleum and Natural Gas, Government of India) few modification have been done in the Galvanising Plant in earlier years.
- b) Additional investment and proposals, if any, for reducing consumption of energy : The company intend to make investment during the current financial year after restart of the unit as suggested by the energy auditor to reduce the energy consumption.
- c) Impact of measures at (a) & (b) above for reducing energy consumption and consequent impact on the cost of production of goods. The impact is expected during the current fiscal once the units restart.
- d) Total energy consumption per unit of production are given below :-

**A. POWER AND FUEL CONSUMPTION**

		Financial Year ended 31st March 2014 (Rs.)	Financial Year ended 31st March 2013 (Rs.)
<b>Electricity:</b>			
a) Purchased			
Unit	(in KWH)	56076	55728
Total Amount	(Rs.in Lacs)	5.11	4.95
Rate per Unit	(in Rs.)	9.12	8.79
b) Own generation:			
(I) Through Diesel Generator:			
Unit	(in KWH)	—	—
Unit generated/lr.of diesel		—	—
Cost/Unit	(in Rs.)	—	—
(II) Furnace Oil:			
Quantity	(in K.Ltr)	—	—
Total Amount	(Rs.in Lacs)	—	—
Average rate/K.Ltr	(in Rs.)	—	—

**B. CONSUMPTION PER UNIT OF PRODUCTION:**

Steel Wire Division: As there was no production in the unit, the power has been consumed for lighting load of Administrative office and Factory shed.

**2. TECHNOLOGY ABSORPTION:**

- a) Benefit derived as a result of above R&D.

The brightness in the finished wires have been improved.

- b) Future plan on R&D:

R&D activities will be continued in the specific areas for production of various qualities of wire in wide range of Hardware Fixture required for installation of Optic Fibre Cable and Transmission Tower etc.

- c) Expenditure on R&D: NIL

**3. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Earned	Rs. Nil
Out go	Rs. Nil

**CORPORATE GOVERNANCE:****1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

Your Company has consistently followed the principles of good corporate governance through transparency in dissemination of information to stakeholders and adhering to objectives, the doctrine of Corporate Governance stands for.

Your Company believes that the Code on Corporate Governance provides a structure by which the rights and responsibilities amongst different participants in the organisation, such as the Board of Directors, employees, shareholders and other parties are clearly defined and coordinated, so as to ensure that the Company's performance against its basic objectives are adequately measured and monitored for accomplishment. True that company's performance is not measurable at this point of time for reason discussed time and again. Nevertheless the tenets of transparency has never been compromised by way of providing feedback to stakeholders as well as all interested quarters about the progresses assumed and company's endeavor for accomplishment of its objectives.

As a listed company, BWL Limited adheres to listing requirements. It has generally complied with in all material respect the requirements of corporate Governance specified in the Listing Agreement with the BSE barring few exceptions referred to in audit certificate which were beyond control of the management on economic and other practical grounds.

**2. BOARD OF DIRECTORS - COMPOSITION**

As on the date of this report, the Board of Directors of your Company consists of 4 (four) members comprising of 2 (two) Executive Promoter Directors and 2 (two) Independent Non-executive Directors. Chairman of the Board of Directors is an Executive Director. Two Executive directors are not member of Board of Directors in any other public company. .Mr. P. Choudhury holds the office of director in an unlisted public company where he is not member in any committee of Board of Directors. Shri Malay Sengupta also held the office of Director of a listed public company and two unlisted public companies. Lone committee membership of Board of Directors held by Shri.Sengupta relates to the listed company where he was chairman of audit committee.

**Board Meetings held during the year:**

Four Board meetings were held during the year ended 31st March, 2014, respective dates of meeting being 29th May'2013, 09th August'2013, 11th November,,2013 and 14th February,2014.

**DIRECTORS' REMURETION:**

Details of the Remunerations paid/payable to whole time Directors for the financial year ended 31.03.2014 are as under :

Name	Salary (Rs)	Allowance & Perquisites (Rs)	Cont. to Prov. & other Fund (Rs)	Total (Rs.)
Sunil Khetawat	72000	45300	100846	218146
Sandeep Khetawat	66240	36600	92778	195618



The Company does not have any other scheme of remuneration to the Whole time Director. In view of dismal performance of company and sick industrial status, the whole time directors have been foregoing lion's share of their salaries and house rent allowance since 01.10.2008.

b) Non-Executive Directors :

Non-Executive independent Directors get sitting fees for attending Board/ Committee Meetings. The details of Fees paid/payable to the Non-executive independent Directors for the financial year ended 31st March 2014 are as under:-

Name	Sitting fees			Total
	Board Meeting (Rs)	Audit Committee meeting (Rs)	Remuneration committee meeting (Rs)	(Rs)
Prabir Choudhury	12000	12000	3000	27,000
Malay Sengupta	12000	12000	3000	27,000

Attendance of Directors at the Board Meetings and the last AGM:

Name	Number of Board Meeting attended	Attendance in the last AGM held on 08.08.2013
Sunil Khetawat	2	Yes
Sandeep Khetawat	3	No
Prabir Choudhury	4	Yes
Malay Sengupta	4	Yes

### 3. AUDIT COMMITTEE

The Audit Committee was constituted on 31st January, 2001 and has been entrusted with the roles as hereunder:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing with management the annual financial statement before submission to the Board, focusing primarily on;

- a) Matters required to be included in the Director's responsibility statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
  - b) Changes, if any, in accounting policies and practices and reasons for the same.
  - c) Major accounting entries involving estimates based on the exercise of judgment by management.
  - d) Significant adjustments made in the financial statements arising out of audit findings.
  - e) Compliance with listing and other legal requirements relating to financial statements.
  - f) Disclosure of any related party transactions.
  - g) Qualifications in the draft audit report.
5. Reviewing with the management, the quarterly financial statement before submission to the Board for approval.
  6. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
  7. Reviewing the adequacy of internal audit function, including the structure of the internal audit department if any, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  8. Discussion with internal auditors any significant findings and follow-up thereon.
  9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
  10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, share holders (in case of non payment of declared dividends) and creditors.
  12. Carrying out any other function as is mentioned in terms of reference of the audit committee including those laid down under section 292-A of companies Act.
  13. Review of report on management discussion and analysis of financial condition and results of operations, significant related party transactions, management letters/latter or internal control weakness issued by statutory auditors, internal audit reports and appointment, removal and terms of remuneration of internal auditors.

During the course of performing its role, the audit committee is conferred with the power to investigate any activity, seek information from any employee, obtain professional and legal advice from outside professionals and secure attendance of outside experts, if needed.

The Audit Committee is comprised of Two independent Directors and one Executive Director. DGM(F&A) Compliance Officer is the Secretary of the audit committee. The committee is chaired