



BANG OVERSEAS LTD.

ANNUAL REPORT

2013-2014



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Brijgopal Balaram Bang
 Mr. Raghvendra Venugopal Bang
 Mr. Purshottam Bang
 Dr. Mithilesh Kumar Sinha
 Mr. Vijay Dattatraya Ajgaonkar
 Mr. Subrata Kumar Dey

Chairman & Managing Director
 Whole-Time Director
 Whole-Time Director
 Independent Director
 Independent Director
 Independent Director

CHIEF FINANCIAL OFFICER

Mr. Jaydas Tulshiram Dighe

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Hemali Gohil

STATUTORY AUDITORS

M/s. Rajendra K. Gupta & Associates
 Room No. 3, Kshipra Society,
 Akurli Cross Road No. – 1,
 Kandivali (East),
 Mumbai – 400 101
 Tel.: (022) 28874879
 E-mail: rk.gupta@hawcoindia.com

SECRETARIAL AUDITORS

M/s. Kothari H. & Associates
 Practicing Company Secretaries
 208, 2nd Floor, BSE Building,
 Dalal Street, Fort,
 Mumbai 400 001.
 Tel.: (022) 2272 1831
 E mail: hiteshkotharics@yahoo.co.in

INTERNAL AUDITORS

VISHAL KHADE & Co.
 Chartered Accountants
 Prerana Apt., 2nd Floor
 Room No. 12, Parshuramwadi
 Kolsewadi, Kalyan (E) – 421306

BANKERS

Bank of India
 Oriental Bank of Commerce

REGISTERED OFFICE

Masjid Manor, IInd Floor
 16, Homi Modi Street,
 Fort, Mumbai- 400 023
 Tel.: (022) 66607965
 Fax: (022) 66607970

CORPORATE OFFICE

405-406, Kewal Industrial Estate,
 Senapati Bapat Marg
 Lower Parel (West), Mumbai- 400 013
 Tel: (022) 66607969, Fax: (022) 66607970

CORPORATE IDENTITY NUMBER:

L51900MH1992PLC067013

REGISTRAR & TRANSFER AGENT

Karvy Computershare Pvt. Ltd.
 Plot No. 17-24 Vittal Rao Nagar,
 Madhapur, Hyderabad 500 081
 Tel.: 040- 4465 5000
 Email: Varghese@karvy.com

MANUFACTURING UNITS**Unit No. 1-FCC**

19/2, 9th Main, Basavapura Village, Begurhobli,
 Electronic City Post, Bangalore-560 100, India

Unit No. 2-RCC

1941/A & 2011, Gramathana Kacharakanaahalli,
 Hennur Main Road, Bangalore- 560 084

WAREHOUSES

Rajlaxmi Commercial Complex,
 Gala No.'O' -10/11/12, BD- 201 to 220,
 Mane Farm House, Opp. Durgesh Park,
 Kalher Village, Bhiwandi – 421 302.

Reunion Clothing Company
 Plot No.: Z-5, Phase II, VSEZ,
 Dauvvada, Visakhapatnam 530 046 (A.P)

Website: www.banggroup.com

DIRECTORS' BIOGRAPHY

MR. BRIJGOPAL BALARAM BANG - MANAGING DIRECTOR:

Mr. Brijgopal Bang is Commerce Graduate and also completed Master of Management Studies (MMS) from Bombay University in the year 1992. He is the promoter and Managing Director of the Company. He has been actively involved in the business of the Company since incorporation and has played a key role in the growth of the Company with his inputs in strategic planning and business development.

MR. RAGHVENDRA VENUGOPAL BANG- WHOLE –TIME DIRECTOR

Mr. Raghvendra Bang is Commerce Graduate from R A Poddar College, Mumbai University. He has an experience of more than 8 years in the field of Marketing & Finance. He is son of Mr. Venugopal Bang who was earlier on Board of Bang Overseas Limited. He is looking overseas operation of the Company.

MR. PURSHOTTAM BANG- WHOLE –TIME DIRECTOR

Mr. Purshottam Bang is a B.Sc.(Physics) Graduate from Jai Hind College, Mumbai. He has a vast experience of more than 15 years in the field of Marketing. He has been handling manufacturing division of Bang Overseas Limited.

DR. MITHILESH KUMAR SINHA – NON – EXECUTIVE & INDEPENDENT DIRECTOR:

Dr. M.K. Sinha is a Doctorate in Operation Research and has done his Masters in Mathematics. He retired as the Chairman & Managing Director of State Bank of India (SBI) in 1995 after serving the bank for almost 39 years. He Over his period of service with the SBI, he has been involved in critical areas like management audit, human resource & organizational development, foreign exchange, fund management, financial restructuring etc. He was a representative of SBI for the East European countries at Moscow for almost 4 years. He was on the Board of seven associate banks of SBI while working with the SBI.

MR. VIJAY DATTATRAYA AJGAONKAR – NON- EXECUTIVE & INDEPENDENT DIRECTOR:

Mr. V.D. Ajgaonkar is CAIIB, M.Com and LL.B. He served State Bank of India from 1979 to 1995 in different capacities and from 1996 to 2000; he was on deputation to SBI Capital Markets Limited. After serving SBI Capital Markets Limited, in February, 2000, he joined Times Guarantee Financial Limited and served their till March, 2004. He has experience in project finance and other related capital market activities.

MR. SUBRATA K. DEY – NON- EXECUTIVE & INDEPENDENT DIRECTOR :

Mr. Subrata K. Dey is a BA (Hons) and has done MA in Economics. He has experience of 35 years predominantly in areas of Corporate Banking especially for Large, mid-Corporates. He served ING VYSYA BANK LTD from 2001 to 2009 as Regional Head (West). After retirement from ING VYSYA BANK LTD he joined a listed NBFC as Director in Advisory Role in the area of Corporate Finance – Debt Syndication, Structuring, Restructuring, Finance options, etc.

DIRECTORS' REPORT

To the Members,

Your Directors take pleasure in presenting their 22nd Annual Report of the Company together with the Audited Financial Statement for the year ended 31st March 2014.

FINANCIAL RESULTS

(Rs. In Lacs)

Description	Stand Alone		Consolidated	
	Year Ended 31.03.14	Year Ended 31.03.13	Year Ended 31.03.14	Year Ended 31.03.13
Revenue	16337.55	23659.28	19528.73	27196.61
Other Income	311.58	373.85	433.32	422.35
Total Expenditure	15816.79	23120.92	19159.23	26581.7
Earnings before Interest, Depreciation and Tax (EBIDT)	832.34	912.21	802.82	1037.26
Less: Interest	486.60	474.09	531.00	534.15
Earnings Before Depreciation and Tax (EBDT)	345.74	438.12	271.82	503.11
Less: Depreciation	124.29	124.92	141.15	142.58
Profit before Tax (PBT)	221.45	313.20	130.67	360.53
Less: Adjustment of Exceptional Item	1850.24	0.00	1850.69	0.00
Profit/ (Loss) before Tax after Exceptional items	(1628.79)	313.20	(1720.02)	360.53
Less: Tax Provision (Current, Deferred, FBT and Earlier Year adjustment)	(8.48)	211.65	(11.22)	229.68
Profit/(Loss) after Tax	(1620.31)	101.55	(1708.80)	130.85

PERFORMANCE REVIEW

Stand Alone

During the year under review, the Company achieved revenue of Rs.16337.55 Lacs as against Rs.23659.28 Lacs in previous year. The Company has incurred a Net loss after tax of Rs. 1620.31 Lacs as against Net Profit after tax of Rs.101.55 lacs for the corresponding previous financial year.

Consolidated

During the year under review, the Company achieved revenue of Rs. 19528.73 Lacs as against Rs. 27196.61 Lacs in previous year. The Company has incurred a Net loss after tax of Rs. 1708.80 Lacs as against Net Profit after tax of Rs. 130.85 lacs for the corresponding previous financial year.

DIVIDEND AND TRANSFER TO RESERVES

In view of the business loss incurred during the year, your Director's do not recommend any dividend for the year 2014-15.

The Register of Members and Share Transfer Books will remain closed from September 22, 2014 to September 29, 2014, both days inclusive. The Annual General Meeting of the Company will be held on September 29, 2014.

BUSINESS OPERATIONS

OVERSEAS INVESTMENTS/ACQUISITIONS

Your Company has 2 (Two) Wholly Owned Subsidiaries namely Bang Europa S. R. O. at Slovakia and Bang HK Limited at Hong Kong in order to expand its business activities. Also, in order to establish a place in International Market by way of formation and acquisition of business set up abroad, Bang HK Limited has incorporated its Subsidiary known as "Grand Fashion Textile (Shanghai) Co. Ltd at China and is planning to remit money to the subsidiary towards its Share Capital.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the applicable Accounting Standards AS 21 on Consolidated Financial Statements read with AS 23 on Accounting of Investments in Associates, your Director's provide the Audited Consolidated Financial Statements in this Annual Report.

Business Outlook, Operations and Performance are discussed in detail in the Management Discussion & Analysis forming a part of this Report and have not been incorporated here to avoid repetition.

SUBSIDIARY COMPANIES:

During the year under review, your Company has following subsidiaries:

1. Vedanta Creations Limited
2. Bang Europa S.R.O
3. Bang HK Limited
4. Grand Fashion Textile (Shanghai) Co., Ltd (Step Down Subsidiary)
5. A.S. Raiment Pvt Ltd.

In terms of the general exemption granted by the Central Government vide their General Circular No.2/2011 dated 8th February 2011 under Section 212(8) of the Companies Act, 1956, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. The Company will make available the Annual Accounts of the subsidiary companies and the related detailed information to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company and that of the respective subsidiary companies. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies.

DIRECTORS

Pursuant to Section 149 of the Companies Act, 2013, the Board at its meeting held on August, 13, 2014 recommended appointment of Mr. Vijay Dattatraya Ajgaonkar, Mr. Mithilesh Kumar Sinha and Mr. Subrata Kumar Dey as Independent Directors of the Company, not liable to retire by rotation for a period of five years from the date of its 22nd Annual General Meeting subject to approval of the Members of the Company. These Directors have given the declarations to the Board that they meet the criteria of independence as provided under Section 149(6) of the said Act and also confirmed that they will abide by the provisions as mentioned in Schedule IV of the Companies Act, 2013.

The Board recommends the resolutions for your approval for the above appointments.

None of the Directors of the Company is disqualified under Section 164(2) of the Companies Act, 2013.

In terms of the Articles of Association of the Company, Mr. Brijgopal Bang retire by rotation at the ensuing Annual General Meeting and, being eligible, offer himself for reappointment.

APPOINTMENT OF KEY MANAGERIAL PERSONNEL

As per requirement of Section 203 of the Companies Act 2013, the company has appointed, Mr. Jaydas Tulshiram Dighe as Chief Financial Officer of the Company w.e.f 30th May, 2014.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis of the financial condition and results of the operations of the Company for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges., is presented in a separate section forming part of the Annual Report.

STATUTORY AUDITORS

M/s Rajendra K. Gupta & Associates, Chartered Accountants, the Statutory Auditors of the Company, hold office until the ensuing Annual General Meeting (AGM). The said Auditors have furnished the Certificate of their eligibility for re-appointment. Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules framed thereunder, it is proposed to appoint M/s Rajendra K. Gupta & Associates, Chartered Accountants as Statutory Auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the 25th AGM to be held in the year 2017, subject to ratification of their appointment at the subsequent AGMs.

AUDITOR'S REPORT

The observations made in the Auditor's Report, read together with the relevant notes thereon are self-explanatory and hence, do not call for any comments under Section 217 of the Companies Act, 1956.

SECRETARIAL AUDITOR

As required under Section 204 of the Companies Act, 2013, the Board at its meeting held on August 13, 2014 has appointed Mr. Hitesh Kothari, Partner, Kothari H. & Associates, Practicing Company Secretaries as Secretarial Auditor for the Financial year 2014-15.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The Company has implemented several best corporate governance practices as prevalent globally.

Your Company has complied with the requirements of Clause 49 of the Listing Agreement regarding Corporate Governance. A Report on the Corporate Governance and Practicing Company Secretary's Certificate on Compliance of Corporate Governance are annexed as a part of this Annual Report for the information of the Shareholders. The Company has also obtained the requisite certificate from the Managing Director of the Company. The Managing Director's declaration regarding Compliance with Company's Code of Conduct for Directors and Senior Management Personnel forms a part of the Report on Corporate Governance.

PARTICULARS OF EMPLOYEES

There is no employee in the Company whose particulars are required to be given under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended.

FIXED DEPOSITS

Your Company has not accepted any Fixed Deposits during the year and as such, no amount of principal or interest was outstanding as on date of Balance Sheet.

LISTING

At present, the Company's Equity Shares are listed at National Stock Exchange of India Limited and BSE Limited and the Company has paid the Listing fees to the above Exchanges for the year 2014-15.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT AND INNOVATION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information relating to conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of the Particulars in the Report of Board of Directors) Rules, 1988 is given by way of Annexure I to this Report.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Total foreign exchange earnings and outgo is stated in Notes forming part of the Financial Statements.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956 the Board of Directors of the Company confirms that-

1. In preparation of the Annual Accounts for the financial year 2013- 2014, the applicable accounting standards have been followed.
2. The Directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period.
3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

4. The Directors had prepared the Annual Accounts on a going concern basis.

TRANSFER OF UNPAID / UNCLAIMED AMOUNTS TO INVESTOR EDUCATION PROTECTION FUND (IEPF)

During the year, there were no amounts which remained unpaid / unclaimed for a period of 7 years and which were required to be transferred by the Company to the Investor Education and Protection Fund established by the Central Government pursuant to Section 205C of the Companies Act, 1956

ACKNOWLEDGEMENT

The Director sincerely appreciates the contributions made by all the employees, associates and business partners who have contributed towards the success of the Company. The Directors place on record their gratitude for the continuing support of Shareholders, bankers and Business associates at all levels.

For and on behalf of the board of directors

Sd/-

BRIJGOPAL BANG

(DIN: 00112203)

CHAIRMAN & MANAGING DIRECTOR

Place: Mumbai

Date: August 13, 2014