



BANG OVERSEAS LTD.



29th
Annual Report 2020 - 2021

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Brijgopal Balam Bang
Mr. Raghvendra Venugopal Bang
Mrs. Vandana Bang
Mr. Subrata Kumar Dey
Ms. Swati Sahukara
Mrs. Anuradha Parsakar

Chairman & Managing Director
Director
Director
Independent Director
Independent Director
Independent Director

CHIEF FINANCIAL OFFICER

Mr. Jaydas Tulshiram Dighe

COMPANY SECRETARY & COMPLIANCE OFFICER

*Ms. Labdhi Shah
*Mr. Harsh Joshi

STATUTORY AUDITORS

M/s. Bhatte & Company
Chartered Accountants
307, Tulsiani Chambers,
Nariman point,
Mumbai-400021
Tel.: (022) 22853039/30208868

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: dhhbhatte@gmail.com

E-mail: info@khacs.com

REGISTRAR & TRANSFER AGENT

Kfin Technologies Private Limited
(Formerly Karvy Fintech Private Limited)

REGISTERED OFFICE & CORPORATE OFFICE

405-406, Kewal Industrial Estate,
Senapati Bapat Marg,
Lower Parel (West), Mumbai – 400 013
Tel: (022) 66607965, Fax: (022) 66607970
Email: cs@banggroup.com

Selenium Tower B, Plot 31-32, Financial
District, Nanakramguda, Serilingampally Mandal,
Hyderabad – 500 032, Telangana
Tel.: +91 40 6716 2222, 3321 1000
Email: einward.ris@kfintech.com

CORPORATE IDENTITY NUMBER:

L51900MH1992PLC067013

BANKERS

Bank of India and ICICI Bank

MANUFACTURING UNITS

Unit No. 1 – FCC
17/3, 9th Main, Basavapura Village, Begur Hobli,
Electronic City Post, Bengaluru – 560 100, Karnataka

WAREHOUSES

Raj Laxmi Commercial Complex, Gala No. 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,
Dauvada, Visakhapatnam 530 046 (A.P)

Website: www.banggroup.com

* Mr. Harsh Joshi, resigned from the post of Company Secretary & Compliance Officer w.e.f. January 9, 2021. Subsequently Board on recommendation of Nomination & Remuneration Committee appointed Ms. Labdhi Shah as the Company Secretary & Compliance Officer w.e.f. March 16, 2021.

DIRECTORS' BIOGRAPHY

MR. BRIJGOPAL BALARAM BANG, CHAIRMAN & 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, DIRECTOR

Mr. Raghvendra Bang is Commerce Graduate from R A Poddar College, Mumbai University. He has an experience of more than 15 years in the field on Marketing & Finance. He is son of Mr. Venugopal Bang who was earlier on Board of Bang Overseas Limited and he is Non-executive director of the Company.

MRS. VANDANA BANG, WHOLE TIME DIRECTOR

Mrs. Vandana Bang has a degree in Bachelor of Commerce. She is been associated with the Company viz. Bang Overseas Limited as General Manager (Design Division) since the year 2013. With her forte in making best Designs and Patterns, Company has grown at a fast pace and has always been among prime and preferred fabric and Garment business in the market.

MR. SUBRATA K. DEY, INDEPENDENT DIRECTOR

Mr. Subrata K. Dey is a BA (Hons) and has done MA in Economics. He has experience of 36 years predominantly in areas of Corporate Banking especially for Large, mid-Corporate. 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.

MS. SWATI SAHUKARA, INDEPENDENT DIRECTOR

Ms. Swati Sahukara is an Associate Member of the Institute of Company Secretaries of India (ACS), B. Com and L.L.B. She has 14 years of rich experience in the field of Company Secretary profession, worked with various organizations viz. engaged in business of real estate, glass industry, film industry, corporate law consultancy and handled various assignments like merger, amalgamation, takeover, buy back of shares, preferential issue, due diligence etc.

MRS. ANURADHA PARASKAR, INDEPENDENT DIRECTOR

Mrs. Anuradha Paraskar has 29 years experience in the field of Marketing and communication as well as Sales and Business development. Her career has spanned across FMCG, Realty, hospitality and Tourism and Health care categories having worked in senior roles at companies like Godrej Consumer Products Ltd., Lavasa Corporation Ltd. (an HCC Group company) and Piramal Enterprises. Her last assignment was as President (Marketing and Group Brand) at Piramal. Currently an independent Marketing and Strategy consultant at Thermax Ltd., an Engineering leader. She is also a member of the Board of Governors at IIM Raipur. She is an MBA from Mumbai University and has also completed an Executive Education program from Harvard Business School on Customer centricity for profitable business growth. She conducts Training programs for Companies as well as lectures in Educational institutes.

DIRECTORS' REPORT

To,
The Members of,
Bang Overseas Limited

Your Directors take pleasure in presenting their 29th Annual Report of the Company together with the Audited Financial Statements for the Financial Year ended 31st March 2021.

FINANCIAL RESULTS:

(Rs. In Lacs)

Description	Standalone		Consolidated	
	Year ended 31.03.21	Year Ended 31.03.20	Year ended 31.03.21	Year Ended 31.03.20
Revenue	5659.33	9846.06	5711.66	11061.55
Other Income	514.75	403.22	530.87	409.46
Expenditure before Interest, Depreciation and Tax	5831.40	9822.44	6421.00	11026.35
Earnings before Interest, Depreciation and Tax (EBIDT)	342.69	426.84	365.64	444.66
Less: Interest	76.76	79.07	79.66	80.61
Earnings Before Depreciation and Tax (EBDT)	265.92	347.77	285.98	364.05
Less: Depreciation	189.40	218.27	192.40	220.21
Profit before Tax (PBT)	76.53	129.50	93.58	143.84
Add: Adjustment of Exceptional Item	-	619.97	-	619.97
Profit/ (Loss) before Tax after Exceptional items	76.53	749.48	93.58	763.82
Less: Tax Provision (Current, Deferred, FBT and Earlier Year adjustment)	-47.98	34.19	-46.2	34.87
Profit/(Loss) after Tax (PAT)	124.51	715.29	139.78	728.94
Total Net Comprehensive Income	2.81	1.74	2.81	1.63
Total Profit after Tax (including Comprehensive Income)	127.32	717.03	142.59	730.57

PERFORMANCE REVIEW:**Standalone**

During the year under review, the Company has achieved revenue of Rs. 5659.33 Lacs as against Rs.9846.06 Lacs in previous year. The Company has earned a Net Profit after tax (including Comprehensive income and exceptional item) of Rs.127.32 Lacs as against Net Profit after tax of Rs. 717.03 Lacs for the corresponding previous financial year. Turnover of the Company has decreased as compared to previous year due to stiff competition prevailing in the market. Your directors are hopeful for better sales realization and profit in the next year.

Consolidated

During the year under review, the Company has achieved revenue of Rs. 5711.66 Lacs as against Rs. 11061.55 Lacs in previous

year. The Company has earned a Net profit after tax (including Comprehensive income and exceptional item) of Rs. 142.59Lacs as against Net profit after tax of Rs. 730.57 lacs for the corresponding previous financial year.

DIVIDEND AND TRANSFER TO RESERVES:

In order to conserve the resources for increasing business operations, Your Director do not recommend any dividend for the year under review. No amount is proposed to be transferred to Reserves.

The Register of Members and Share Transfer Books will remain closed from September 24, 2021 to September 30, 2021 (both days inclusive). The Annual General Meeting of the Company will be held on September 30, 2021.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There is no change in the nature of the business during the year.

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:

There are no material changes and commitments occurred which affecting the financial position of the Company between the end of the financial year and as on the date of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

INTERNAL FINANCIAL CONTROL:

The Internal Financial Control with reference to financial statements as designed and implemented by the Company are adequate.

During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

SUBSIDIARY COMPANIES:

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

1. Vedanta Creations Limited
2. Bang HK Limited

M/s. Vedanta Creations Limited which is a wholly-owned subsidiary, is a material subsidiary of your Company.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing salient features of financial statements of subsidiaries, associates and joint venture Companies in Form AOC-1 is annexed as **Annexure A** to this report.

The policy for determining material subsidiaries framed by the Board of Directors is available on website of the Company at the link https://www.banggroup.com/images/BOL_Policy_for_Determining_Material_Subsiidiary_-_Final.pdf

The separate audited financial statements in respect of each of the subsidiary companies for the year ended March 31, 2021 is placed on the Company's website www.banggroup.com and shall also be kept open for inspection at the Registered Office of the Company. The Company will also make available these documents upon request by any Member of the Company interested in obtaining the same.

DEPOSITS:

During the year under review, your Company did not accept any deposits in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014. During the year, no amounts were outstanding which were classified as 'Deposits' under the applicable provisions of Companies Act, 1956 and hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

Social Welfare Activities has been an integral part of the Company since inception. The Company is committed to fulfill its social responsibility as a good corporate citizen.

In conformity with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has a CSR Committee which presently comprises of Mr. Brijgopal Bang as Chairman and Mrs. Anuradha Paraskar & Ms. Swati Sahukara as its members. The Committee is responsible for formulating and monitoring the CSR policy of the Company.

CSR activities, as per the provisions of the Companies Act, 2013, may be undertaken by the Company through a registered trust or a registered society.

The CSR policy as adopted by the Company can be viewed on the website of the Company viz: https://www.banggroup.com/images/BOL_CSR_Policy.pdf

As per the provisions of section 135 read with the Section 198 of the Companies Act, 2013, the Company did have CSR Obligation for the year 2020-2021. Accordingly, meetings of CSR Committee were held during the year. The Annual report on the CSR activities undertaken by the Company is annexed to this report as **Annexure-B**.

AUDITORS AND THEIR REPORTS:

The matters related to Auditors and their Reports are as under:

STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made

thereunder, M/s. Bhatner & Company, Chartered Accountants (Firm Registration No. 131092W), were appointed as statutory auditors of the Company for a period of five years by the members of the Company at 25th Annual General Meeting (AGM) to hold office from the conclusion of 25th AGM till the conclusion of 30th AGM, subject to the ratification of their appointment by the members in every ensuing annual General Meeting. It may be noted that pursuant to the amended provisions of section 139 (as amended by the Companies Amendment Act 2017), ratification of the appointment of statutory auditors is not required at every Annual General Meeting. Accordingly, resolution for yearly ratification of appointment has not been proposed/required.

The specific notes forming part of the Accounts referred to in the Auditor's Report read with the notes to financial statements as referred to therein, are self-explanatory and give complete information and addresses the observations if any. The Auditor's Report does not have any qualification or reservations or adverse comments. Further the observation/s made therein read with concerned Notes to financial statements, provide sufficient information and are self-explanatory. So no further explanations or comments is required/provided in this report with respect thereto.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT:

For the financial year 2020-21 Ms. "Vedanta Creations Limited" is the unlisted material subsidiary of our Company. The Board of Directors of the Company has, in compliance with the provisions of section 204 of the companies Act, 2013, and Regulation 24 of SEBI (LODR), appointed M/s. Kothari H. & Associates, Practicing Company Secretary to carry out secretarial audit.

Secretarial Audit Reports for both the Companies as per Section 204 of Companies Act 2013 and Regulation 24 of SEBI (LODR) is annexed as **Annexure C** to this report. There are adverse remarks in the secretarial audit report of our Company. However there are no adverse remarks or qualifications in the Secretarial Audit Report of the Material Subsidiary Company.

DIRECTORS COMMENT ON SECRETARIAL AUDITOR'S ADVERSE REMARKS IN SECRETARIAL AUDIT REPORT:

As the Secretarial Auditors has marked adversely in their report w.r.t. the following:

For BANG OVERSEAS LIMITED:

Sr. No.	Adverse remarks	Director's comment
1	Regulation 31 (2) & (3) of SEBI (LODR) Regulations, 2015 i.e. the listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form.	Directors state that the management will make necessary efforts to maintain hundred percent of shareholding of promoter(s) and promoter group in dematerialized form.
2	Late-compliance in the matter of closure of trading window with stock exchanges for the two quarters i.e for quarter ending September 2020 and December 2020.	On account of pandemic and government's guidelines on lockdown the working hours were irregular and the work from culture was adopted. Because of which, there had been delay in filing the closure of trading window for both the quarters.
3	Late submission of outcome of Meeting held on July 31, 2020, September 15, 2020 and November 12, 2020 with respect to Regulation 30(2) of SEBI(LODR) Regulations, 2015 on both the stock exchanges namely BSE and NSE.	On account of pandemic and government's guidelines on lockdown the working hours were irregular and the work from culture was adopted. Because of which, there had been delay in filing the outcome of the relevant quarter.
4	Late submission of Investor grievance for the quarter September, 2020 with respect to Regulation 13(3) of the SEBI (LODR) Regulations, 2015 on both the stock exchanges namely BSE and NSE.	On account of pandemic and government's guidelines on lockdown the working hours were irregular and the work from home culture was adopted. Because of which, there had been delay in filing the Investor grievance for quarter ended September 30, 2020.
5	Late submission of Half yearly Related Party Transaction as per Regulation 23(9) of SEBI(LODR) Regulations, 2015 on both the exchanges namely BSE and NSE.	It is to be noted that the Company has paid the penalty amount to the Stock Exchange.

Sr. No.	Adverse remarks	Director's comment
6	Non-compliance with Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for quarter ended June, 2020 and September, 2020	The Company was of the opinion that since the Company is not in top 2000 listed Companies as per BSE list, compliance with Regulation 17 of LODR was not required. The Company received non-compliance notice from Stock Exchange for which necessary reply letter is being sent to the Stock Exchange and SEBI for its due consideration.

There are no adverse remarks and qualifications in the Secretarial Audit Report in Vedanta Creations Limited.

The Management hereby states that it will take all the all due care in future to avoid any kind of non-compliances.

SHARE CAPITAL:

The Company has not issued any equity shares with differential rights / sweat equity shares/ employee stock options or not made any provision of its own shares by employees or by trustees for the benefit of employees during the financial year 2020-21.

The Company has not made any purchase or provision of its own shares by employees or by trustees for the benefit of employees during the financial year 2020-21.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information relating to conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 134(3)(m) of the Companies Act, 2013 is given by way of **Annexure D** to this Report.

EXTRACTS OF ANNUAL RETURN AND OTHER DISCLOSURES UNDER COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

The Annual Return in Form MGT-7 for the financial year ended, 31st March, 2021, will be available on the website of the Company at i.e. <http://www.bangroup.com>.

By virtue of amendment to Section 92(3) of the Companies Act, 2013, the Company is not required to provide the extract of Annual Return (Form MGT-9) as part of the Board's report.

DIRECTORS& KEY MANAGERIAL PERSONNEL:

A) Changes in Directors and Key Managerial Personnel

Pursuant to provisions of section 152(6) of the Companies Act, 2013, Mr. Raghavendra Bang retires by rotation at the ensuing Annual General Meeting and, being eligible, offer himself for reappointment.

At the Annual General Meeting held in the year 2020 shareholders approved the regularization of appointment of Mrs. Vandana Bang as the Whole-time Director of the Company for a period of three years till December 2023.

B) Declaration by an Independent Director(s) and re-appointment, if any

All Independent Directors have given declarations that they meet the criteria of independence as laid down sub-section (6) of section 149 of the Companies Act, 2013 and regulation 16(b) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of Management & Administration, Sales & Marketing, Finance & Accounting, Business Development, Economics, Risk Management, Financial Market, Legal & Advisory, Corporate Compliances, other relevant experience and they hold highest standards of integrity. Skills/ expertise/ competence of the Board of Directors is provided in the Corporate Governance Report which forms part of the Annual Report.

C) Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 read with rules thereunder and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

While independent directors in their separate meeting have carried out to assess the performance of Chairman & MD and other Directors of the Board more particularly about their business acumen and contribution to the Company, the performance evaluation of the Independent Directors was carried out by the entire Board.

The Independent Directors expressed their satisfaction with the evaluation process, functioning such as adequacy of the composition of the Board and its Committees, Board

culture, execution and performance of duties, obligations, responsibilities and governance.

D) Familiarization Program for the Independent Directors:

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has put in place a Familiarization Programme for Independent Directors to familiarize them with the working of the Company, their roles, rights and responsibilities vis-à-vis the Company, the industry in which the Company operates business model etc. Details of the Familiarization Programme are explained in the Corporate Governance report and also available at http://www.banggroup.com/images/Details_of_Familiarization_Programme_imparted_to_Independent_Directors.pdf

NUMBER OF MEETINGS OF THE BOARD:

The Board met five times during the financial year, the details of which are given in the Corporate Governance report that forms part of this Annual Report. As per MCA circular No. 11 dated March 24, 2020 the intervening gap between the Meetings was allowed to be 180 days instead of 120 days. The Company has convened Board Meetings within the period prescribed under the Companies Act, 2013 and MCA Circular.

Additionally, during the financial year ended March 31, 2021 a separate meeting of the Independent Directors was held in compliance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS UNDER SECTION 186:

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. However the Company has made investment in the subsidiary Companies. The details of the investments made by company is given in the notes to the financial statements.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

In line with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Policy on Related Party Transactions which is also available on Company's website at the link http://www.banggroup.com/images/BOL_Policy_on_Related_Party_Transaction_-_Final.pdf

The policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

This Policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All Related Party Transactions are placed before the Audit Committee for review and approval and wherever applicable omnibus approvals are obtained for Related Party Transactions. A statement of all such related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature and value of these transactions.

Particulars of contracts or arrangements with related parties referred to in section 188(1) of the companies act, 2013, in the prescribed Form AOC-2 is appended as **Annexure E** to the Board Report.

PARTICULARS OF EMPLOYEES:

The information as required under the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **Annexure F**

During the financial year 2020-21, there were no employee in the Company whose particulars are required to be given in terms of Section 197 (12) of the Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

VIGIL MECHANISM:

The Board has framed a Whistle Blower Policy/ Vigil Mechanism which is in line with the provisions of section 177 of the Companies Act, 2013 read with Regulation 22 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015. Further details in respect of the vigil mechanism are provided in the corporate governance report which forms part of Annual Report.

NOMINATION AND REMUNERATION COMMITTEE:

The Board has framed a Nomination and Remuneration Committee in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Kindly refer section on Corporate Governance, under the head, 'Nomination Remuneration Committee' for matters relating to constitution, meetings, functions of the Committee and the remuneration policy formulated by this Committee. The Nomination & Remuneration policy is annexed hereto as **Annexure G** and forms part of this report.

AUDIT COMMITTEE:

An Audit Committee is in existence in accordance with the provisions of Section 177 of the Companies Act, 2013 Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements)