



**Bharat Textiles & Proofing
Industries Limited**

ANNUAL REPORT
2015-2016

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BOARD OF DIRECTORS : MR.AJEET KUMAR BHANDARI - Managing Director
MR.ANIL BHANDARI - Whole Time Director & CFO
MR. RAJESH GURDAS WADHWA - Independent Director
MR. S.VINOD KUMAR - Independent Director
MR.MAHENDRAKUMAR BHANDARI - Independent Director
MS. SHIKHA BHANDARI - Non-Executive Director

REGISTERED OFFICE AND PLANT LOCATION : 994, SATYAVEDU ROAD, SIRUPUZHARPET, GUMMIDIPOONDI,
TAMIL NADU-601201

ADMINISTRATION OFFICE : NEW NO.39, (OLD NO. 50) 205,ABC TRADE CENTRE,
2ND FLOOR (INSIDE DEVI THEATRE COMPOUND),
ANNA SALAI, CHENNAI – 600 002

AUDITORS : M/S. SAKARIA & ASSOCIATES
#156, MINT STREET, “KANCHAN PLAZA”
1ST FLOOR, SOWCARPET, CHENNAI – 600 079

REGISTRAR AND SHARE TRANSFER AGENTS : M/S. CAMEO CORPORATE SERVICES LIMITED
“SUBRAMANIAM BUILDING” (V FLOOR)
NO. 1, CLUB HOUSE ROAD, CHENNAI – 600 002

BANKERS : ICICI BANK LIMITED
84, NSC BOSE ROAD, CHENNAI – 600 079
INDIAN BANK
66, RAJAJI SALAI, HARBOUR BRANCH, CHENNAI-600 001
AXIS BANK LIMITED
Corporate Banking Branch, Chennai – 600002

CONTENTS

Sl. No.	PARTICULARS	PAGE NOS.
1.	Notice to the Shareholders	2
2.	Directors’ Report	6
3.	Management Discussion and Analysis	24
4.	Independent Auditors’ Report	26
5.	Balance Sheet	30
6.	Statement of Profit & Loss	31
7.	Cash Flow Statement	32
8.	Notes to Financial Statements	33



Bharat Textiles & Proofing Industries Limited

NOTICE OF THE 26TH ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the 26th Annual General Meeting of the Company will be held on Wednesday, the 21st September, 2016 at 10:00 A.M. at the Registered Office of the Company situated at No.994, Satyavedu Road, Suravalikandigai, Sirupuzhalpet (P), Gummidipoondi, Tamil Nadu-601201 for transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended on 31st March, 2016 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Shikha Bhandari (**DIN: 01023609**), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, M/s. Sakaria & Associates, (**Firm Registration No. 202048**), Chartered Accountants, Chennai be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors of the Company, in addition to reimbursement of out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

By order of the Board
For **Bharat Textiles & Proofing Industries Limited**

Place : Chennai
Date : 12.08.2016

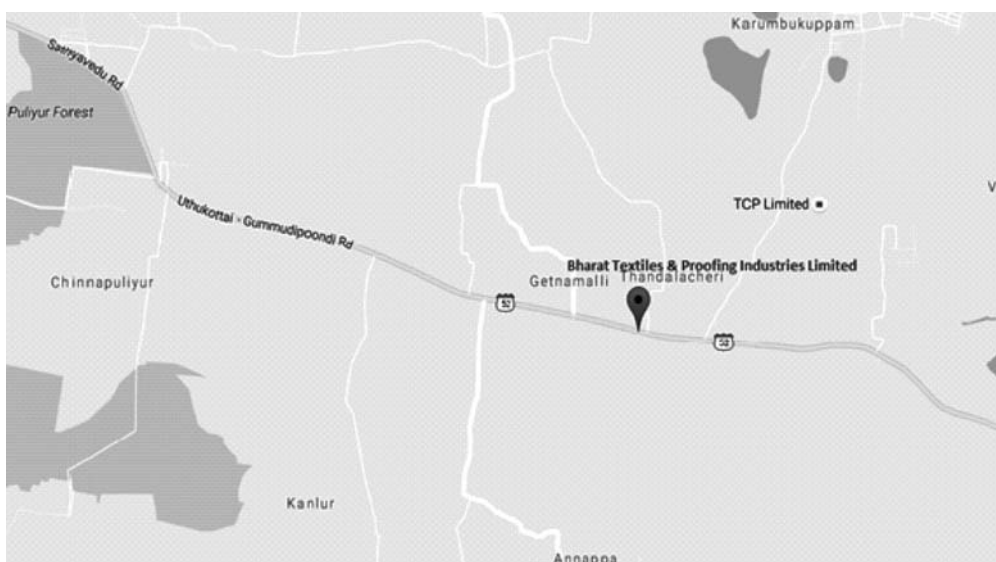
Sd/-
(**Ajeet Kumar Bhandari**)
Managing Director

NOTES:

1. Information under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the Director proposed to be reappointed is provided in Annexure to this Notice.
2. **A MEMBER OF THE COMPANY WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR A MEMBER.**
3. **INSTRUMENT OF PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.**
4. The Register of members and the share transfer books of the Company will remain closed from **16th September, 2016 to 21st September, 2016** (both days inclusive).
5. 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 behalf of the meeting.
6. Members are requested to notify immediately the change, if any, of the address registered with the Company.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical transfer and for ease in portfolio management. Members can contact the company or Registrar and Share Transfer Agents, M/s. Cameo Corporate Services Limited for assistance in this regard.

Bharat Textiles & Proofing Industries Limited

8. Shareholders/proxy holders are requested to produce at the entrance, the attached admission slip duly completed and signed, for admission to the meeting hall.
9. Members desirous of getting any information about the accounts and operation of the Company are requested to address their query to the company at the registered office of the company well in advance so that the same may reach at least ten days before the date of the meeting so as to enable the management to keep the required information readily available at the meeting.
10. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
11. The Register of Directors and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
12. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company or the RTA for consolidating their holdings into one folio.
13. In case of joint holders, if more than one holder intends to attend the Meeting, they must obtain additional slips on request from the Registered Office of the Company.
14. Members are requested to send all communications relating to transfer of physical shares/ demat, etc. directly to the Registrars and Share Transfer Agents, M/s. Cameo Corporate Services Limited, 'Subramanian Building' (V Floor), No.1, Club House Road, Chennai – 600 002.
15. Members are requested to update their respective email address with the depository participant to ensure that the annual report and other documents reach you on your preferred email account.
16. SEBI has made it mandatory for every participant in the securities/capital market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit the details of their PAN along with a photocopy of both sides of the PAN Card, duly attested, to the Registrar and Share Transfer Agents M/s. Cameo Corporate Services Limited, 'Subramanian Building' (V Floor), No.1, Club House Road, Chennai – 600 002.
17. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for Financial Year 2015-16 will also be available on the Company's website [www. bharattarpaulin.com](http://www.bharattarpaulin.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: ajeet@bharatcanvas.com.
18. At the ensuing Annual General Meeting of the Company, Ms. Shikha Bhandari, Director retires by rotation and being eligible, offer herself for re-appointment.
19. The Route map of the Annual General Meeting is attached below and available in the Company's website as well.





Bharat Textiles & Proofing Industries Limited

STATEMENT PURSUANT TO REGULATION 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTOR PROPOSED TO BE RE-APPOINTED VIDE ITEM NO.2 IN THE NOTICE DATED 12TH AUGUST, 2016:

Name of the Director	Ms. Shikha Bhandari
Date of Birth	08.07.1992
Date of appointment	31.03.2015
Qualification(s)	B.Sc Electronic Media
Expertise in Specific Functional Area	Nil
List of outside Directorships held	Nil
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	Nil
Relationship between Directors Inter-se	Daughter of Mr. Ajeet Bhandari
No. of Shares held	Nil

20. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and Regulation 44 of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

Members may note that those who have already voted on the resolutions through remote e-voting facility may attend the meeting but shall not be allowed to vote at the meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 18.09.2016 at 9.00 a.m. and ends on 20.09.2016 at 5.00 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 15.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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. 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.



Bharat Textiles & Proofing Industries Limited

- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) **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. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **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.evotingindia.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.

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

22. Mr. Soy Joseph, Company Secretary (Membership No. 13852) and Partner, M/s. JM & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e- voting process in a fair and transparent manner.
23. The Scrutinizer immediately after the conclusion of voting at the Annual general Meeting will first count the votes cast at the meeting and thereafter will unblock the votes in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours from conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against the resolution, invalid votes, if any and whether the Resolution(s) has/have been carried or not, to the Chairman or a person authorised by him in writing who shall countersign the same.
24. The Results declared along with the Scrutinizer's report shall be placed on the Company's website www.bharattarpaulin.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") where the shares of the Company are listed.

By order of the Board
For **BHARAT TEXTILES & PROOFING INDUSTRIES LIMITED**

Place : Chennai
Date : 12.08.2016

Sd/-
(Ajeet Kumar Bhandari)
Managing Director

**Bharat Textiles & Proofing Industries Limited****DIRECTORS' REPORT**

To,

The Members,

Your Directors have pleasure in presenting their 26th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.

1. FINANCIAL RESULTS IN STANDALONE BASIS:

During the year under review your company has achieved the following financial results:

PARTICULARS	(IN LAKHS)	
	YEAR ENDED 31.03.2016	YEAR ENDED 31.03.2015
Total Income	818.34	795.23
Total Expenditure	812.02	791.38
Profit/(Loss) before tax (PBT)	6.31	3.85
Tax Expenses	5.12	7.91
Net Profit/(Loss)	1.20	11.77
Earning per share	0.02	0.20

2. PERFORMANCE OF THE COMPANY:

The revenue from operations for the Financial year 2015-16 is Rs. 80,554,280/- registering an improvement against the prior year.

BTPIL is proudly one of the leading exporters of canvas fabric. Over the years the Company has earned a respectable reputation for our Quality consistency and services. The Company normally export its products to Australia, Dubai, U.K., U.S.A., Srilanka, West Indies, South Africa, Algeria, New Zealand, U.A.E. Etc.

RANGE OF PRODUCTS INCLUDES:

- Truck Covers
- Grey cotton canvas/duck
- Polyester-Cotton, 100% Polyester Canvas
- Chemically processed canvas
- Waterproof, Rot proofed canvas
- Fire Retardant Canvas
- Army ducks and Number ducks
- Relief Tents
- Bags, Tents, Sleeping Bag Materials Etc.,

Company's new factory is under construction in Tada, Andhra and same will start functioning from the beginning of 2016.

3. CHANGE IN NATURE OF BUSINESS, IF ANY

Our Company has not deviated its line of business activity nor has expanded the area of activities; therefore, there is no change in the nature of business for the year under review.

4. DIVIDEND

In view of the results achieved and to conserve the resources of the company for the future expansion, modernization & working capital purpose, your directors do not recommend any dividend for this year.

5. RESERVES

The Company has no reserves for the financial year 2015-16 and the balance of the Reserves lying in the Company's account is running into negative balance of Rs. (472.97) lakhs.



Bharat Textiles & Proofing Industries Limited

6. SHARE CAPITAL

There was no further issue of shares during the year 2015-16. The Capital structure of the Company is as follows:

Share Capital	31.03.2016	31.03.2015
(a) Authorised share Capital 1,60,00,000 Equity Shares of Rs 10/- each	160,000,000	160,000,000
(b) Issued, Subscribed and fully paid up share capital 58,57,140 fully paid Equity Shares of Rs 10/- each	58,571,400	58,571,400
	58,571,400	58,571,400

7. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Company has no subsidiaries, associate and joint ventures, therefore, disclosing the names of the respective entities does not arise.

8. MATERIAL CHANGES & COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY, OCCURRING AFTER BALANCE SHEET DATE

There are no material changes or commitments likely to affect the financial position of the Company which is having an impact on the functioning and working of the Company. The operations of the Company have been effectively being managed and the Management shall review the performance from time to time in order to monitor the business activities of the Company.

9. PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees and investments under Section 186 of the Companies Act, 2013 during the year 2015-16.

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES TO REFERRED TO IN SUB SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013

All transactions entered by the Company during the Financial year 2015-16 with related parties were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the act.

Approval of Audit committee was taken for entering into transaction with related parties and the transactions were reviewed on a quarterly basis.

Form AOC-2 disclosing the particulars of contracts/arrangements entered into by the Company with related parties including the arm's length transaction has been enclosed as annexure 3.

11. DEPOSITS

The Company has not accepted any deposits under Chapter-V of the Companies Act, 2013.

12. INTERNAL AUDITORS

The Company has carried out the internal audit for every quarter during the year 2015-16 by A.K. Lunawath & Associates, Chartered Accountants and the reports issued by the respective Auditor have also been considered and taken on record.

13. STATUTORY AUDITORS

The Auditors of your Company, M/s. Sakaria & Associates, Chartered Accountants, Chennai hold office until the conclusion of the Twenty Sixth Annual General Meeting and, being eligible, offer themselves for re-appointment as the Auditors of your Company for the financial year 2016-17. The Company has received the consent from the Auditors for their appointment for the respective year.

The Auditors' report on the financial statements for the year 2015-16 does not contain any qualification or adverse remark.

14. COST AUDITORS.

Cost Audit is not applicable to the Company. The Central government has not specified maintenance of cost records for the Company under sub – section (1) of section 148 of the Companies act 2013. Therefore, there is no requirement for appointment of Cost Auditors.



Bharat Textiles & Proofing Industries Limited

15. SECRETARIAL AUDIT REPORT

Pursuant to provisions of Section 204 of the Companies act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/S. JM & Associates represented by Mr. Soy Joseph and Mr. Sony George Mathew as the Secretarial Auditors of the Company for the financial year 2015-16.

The report of Secretarial Audit for 2015-16 is attached herewith as annexure 4.

16. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies act, 2013, the Board of Director's to the best of their knowledge and ability, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. 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 profit of the company for that period;
- iii. 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;
- iv. had prepared the annual accounts on a going concern basis; and
- v. had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company has in all 6 Directors with considerable professional experience in divergent areas connected with corporate functioning. The Board is headed by Mr. Ajeet Kumar, Managing Director and Mr. Anil Bhandari, Whole-time Director of the Company who are entrusted with the substantial powers of the management of the Company subject to the superintendence, control and directions of the Board and has Ms. Shikha Bhandari as Women Director on the Board. The Board has three Non-executive Independent Directors namely Mr. Rajesh Gurdas Wadhwa, Mr. Mahendrakumar Bhandari and Mr. S. Vinod Kumar.

Name of Director	Category of Director	No. of Director-ships in other Companies	No. of Equity Shares held
Mr. Ajeet Kumar	P/MD	NIL	4,74,770
Mr. Anil Bhandari	P/ED	NIL	76,400
Mr. Rajesh Gurdas Wadhwa	I/NED	I	NIL
Mr. Mahendra Kumar Bhandari	I/NED	NIL	NIL
Mr. S. Vinod Kumar	I/NED	NIL	NIL
Ms. Shikha Bhandhari	NED	NIL	NIL

P	Promoter	MD	Managing Director
ED	Executive Director	NED	Non-Executive Director
I	Independent	-	-

At the Annual General Meeting of the Company held on 27th September, 2014, the members had approved the appointments of Mr. S. Vinod Kumar, Mr. Rajesh Gurdas Wadhwa and Mr. Mahendra Kumar Bhandari as Independent Directors for a term of five years w.e.f. 27th September, 2014. All the Independent Directors have given declarations that they met the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the rules made thereunder and they are independent of the management.

Ms. Shikha Bhandari retires by rotation at the forthcoming Annual General Meeting and being eligible, offers herself for re-appointment. Brief particulars and expertise about her has been given in the annexure to the Notice of the Annual general Meeting in accordance with the requirements of listing regulations.