

46th ANNUAL REPORT



CONTENT

Particulars	Page No.
Corporate Information	3
Notice	4
Procedure and Instruction for E-voting	6
Additional information of Directors seeking Re-Appointment/Appointment	9
Board of Directors' Report	10
Annexure to Directors' Report	
❖ Form MR-3 Secretarial Audit Report – Annexure I	17
❖ Form AOC-2 (Related Party Transaction) – Annexure II	20
❖ For MGT-9 Extract of Annual Return – Annexure III	21
❖ Conservation of Energy & Technology Absorption, Foreign Exchange Earning & Outgo – Annexure IV	30
❖ Certificate on Non- Disqualification of Directors – Annexure V	32
Corporate Governance Report	33
Compliance Certificate under Regulation 17(8) of SEBI (LODR) Regulations, 2015	43
Management Discussion and Analysis	45
Certificate of Compliance from Auditors as per Regulations of SEBI (LODR), Regulations, 2015	48
CEO / CFO Certificate	49
Independent Auditors' Report	50
➤ Annexure A to Auditors' Report	54
➤ Annexure B to Auditors' Report	58
Balance Sheet with Notes & Forming Part	59
Profit & Loss Account with Notes & Forming Part	63
Cash Flow Statement	67
Report on Significant to Accounting Policies	68
Attendance Slip	72
Proxy Form (In MGT-11)	72
Ballot Paper (In MGT-12)	73
Route Map of 46th AGM	74

CORPORATE INFORMATION

SHRI BHOLANATH CARPETS LIMITED

CIN: L17226UP1973PLC003746

BOARD OF DIRECTORS:

Name of Director	Designation
Mr. Bholanath Baranwal	Chairman & Managing Director
Mr. Harish Baranwal	Director
Mr. Vivek Baranwal	Director & CFO
Mrs. Nisha Tripathi	Director
Mrs. Veena Agnihotri	Director
Mr. Shrinarayan Khemka	Director

Mr. Niraj Tripathi – Company Secretary & Compliance officer (resigned w.e.f. 04.04.2019)

Bankers:

Syndicate Bank
Mid Corporate Office,
Maqbool Alam Road, Varanasi-221002

Statutory Auditors:

M/s. O.P. Tulyan & Co.
Chartered Accountant,
Varanasi- 221010

Secretarial Auditor

Ajay Jaiswal & Co.,
Practicing Company Secretary
Varanasi- 221010

Registered Office:

G.T. Road, Kachhawan,
Varanasi- 221313, U.P.
Website: www.bholanath.biz
Email ID: cs@bholanath.biz
Phone: 542-2620221

Internal Auditor:

M/s. Shah Mukul Kumar & Associates
Chartered Accountant,
Varanasi- 221005

Registrar & Transfer Agent:

Mas Services Limited
T-34, 2nd Floor, Okhla Industrial Area
Phase No. II, New Delhi- 110020,
E-mail: info@masserv.com
Website: www.masserv.com

Listing of Equity Shares:

BSE Limited, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001

ANNUAL REPORT 2018-19**NOTICE**

Notice is hereby given that **46th Annual General Meeting** of the shareholders of the Company will be held on Saturday **28th September, 2019**, at **Registered office address at G.T. Road, Kachhawan, Varanasi- 221313** at **11:30 a.m.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019, the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Harish Baranwal (DIN: 01722061), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

REGISTERED OFFICE

G.T. Road, Kachhawan,
Varansi- 221313, U.P

CIN: L17226UP1973PLC003746

Date: 21/08/2019

BY ORDER OF THE BOARD
SHRI BHOLANATH CARPETS LIMITED

sd/-
Bholanath Baranwal
(Chairman & Managing Director)

IMPORTANT COMMUNICATION TO MEMBERS – GREEN INITIATIVE IN CORPORATE GOVERNANCE

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued a circular stating that service of all documents including Annual Reports can be sent by email to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all Members to support in this noble cause.

The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the members on the email address provided by them to the R&T Agent/ the Depositories.

The Members who hold shares in physical form are requested to intimate/update their email address to the Company/R&T Agent while members holding shares in Demat form can intimate/update their email address to their respective Depository Participants.

NOTES:

1. A member is entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself/herself and a proxy need not be a member of the company. a person can act as proxy on behalf of member's up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. Further, 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 may not act as a proxy for any other person or member. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting.

ANNUAL REPORT 2018-19

2. Corporate Members are requested to send in advance duly certified copy of Board Resolution /power of attorney authorizing their representative to attend the annual general meeting.
3. Members/ proxies are requested to bring their copies of annual reports and the attendance slip duly completed and signed at the meeting, quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
4. The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (Mas Services Limited) of the Company.
5. Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at: **Mas Services Limited T-32, 2nd Floor, Okhla Industrial Area, Phase- II, New Delhi – 110 020.**
6. Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014' electronic copy of the Annual Report for financial year 2018-2019 along with Notice of 46th Annual General Meeting of the company (including the Attendance Slip & Proxy Form) is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their e mail address, physical copies of the Annual Report for the financial year 2018-2019 along with the notice of the 46th Annual general Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Forms is being sent by other permissible modes.
7. Electronic copy of the Notice convening the 46th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose email addresses are registered with their respective Depository Participants. For those members who have not registered their email address, physical copies of the said Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
8. Members may also note that the Notice of the 46th Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's website www.bholanath.biz which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Varanasi for inspection during normal business hours on all the working days except Saturdays and Sundays.
9. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
10. The Company has paid the annual listing fees for the financial year 2019-20 to BSE Limited.
11. Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
12. Pursuant to section 91 of the Companies Act, 2013 The Register of Members and the Transfer Book of the Company will remain closed from 22/09/2019 to 29/09/2019 (both days inclusive).

ANNUAL REPORT 2018-19

13. Brief details of the Directors, who are seeking appointment / re-appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.



14. Procedure and Instruction for E-Voting

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 46th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.

The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

A detail on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL

ANNUAL REPORT 2018-19

eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

ANNUAL REPORT 2018-19

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. After you click on the "Login" button, Home page of e-Voting will open.
9. Now, you will have to click on "Login" button.

A Detail on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN 111802" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to carrsoni@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

- i. The e-voting period commences on Wednesday, 25/09/2019 at 9:00 A.M. and ends on Friday, 27/09/2019 at 5:00 P.M. During this period, members of the company holding shares either in physical form or in dematerialized form, as on the cutoff / relevant date i.e. Saturday, 21/09/2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
- ii. Any person, who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 21/09/2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cs@bholanath.biz. However, if such member is already registered with NSDL for remote e-voting then he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by NSDL by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

ANNUAL REPORT 2018-19

- iii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., 21/09/2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- iv. Mr. Ajay Jaiswal, (Membership No.5112) of M/s. Ajay Jaiswal & Co., Practicing Company Secretary, Varanasi has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting and e-voting process in a fair and transparent manner.
- v. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- vi. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company www.bholanath.biz and on the website of NSDL immediately after the declaration of results by the Chairman or by a person duly authorized. The results shall also be immediately forwarded to the BSE Limited, where the equity shares of the Company are listed.

REGISTERED OFFICE

**G.T. Road, Kachhawan,
Varanasi- 221313**

CIN: L17226UP1973PLC003746

Date: 21/08/20119

**BY ORDER OF THE BOARD
SHRI BHOLANATH CARPETS LIMITED**

sd/-

**Bholanath Baranwal
(Chairman & Managing Director)**

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for re-appointment/Appointment at the 46th Annual General Meeting

Particulars	Mr. Harish Baranwal
DIN	01722061
Date of Birth	10/08/1972
PAN	ACEPB0693A
Nationality	Indian
Date of Appointment	30/08/2008
No. of Equity Shares held	57500
Qualifications	B.Com
Brief Profile	Mr. Harish Baranwal is Graduate in Commerce. He has good interpersonal, communication skills and ability to lead as Directors. He has vast experience in the field of administration work.
Directorship held in other entities	1. Shri Bholanath Industries Limited 2. Organic Weave Limited
Membership/Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	NIL
Relationships, if any between Directors, interest.	Son of Bholanath Baranwal, chairman & Managing Director & Brother of Vivek Baranwal Director of the Company

ANNUAL REPORT 2018-19

BOARDS' REPORT

To THE MEMBERS OF THE COMPANY

Your Directors have pleasures in submitting their 46th Annual report of the company along with the Audited Financial Statements for the year ended 31st March, 2019.

FINANCIAL RESULTS:

Particulars	2018-19 (Rs. In Lacs)	2017-18 (Rs. In Lacs)
Revenue from Operations	2273.71	2723.92
Revenue from other income	28.13	27.06
Total Revenue from Operation	2301.84	2750.98
Profit before depreciation, Exceptional & tax	48.04	35
Depreciation	16.83	21.91
Exceptional Income	15.47	0
Profit after Depreciation & Exceptional Income but before Tax	15.74	13.09
Provision for Taxation (current)	5.26	3.42
Provision for Tax (deferred)	2.33	0
Tax Adjustment for earlier years	-	-
Profit / Loss after Tax	8.15	9.67
Other equity excluding revaluation reserve	776.77	768.62
EPS	0.02	0.02

PERFORMANCE REVIEW:

During the year under review your Company achieved total revenue of Rs. 2301.84 lacs as against Rs. 2750.98 in the previous year. This is mainly due to cost escalation of Raw materials and overall impact of the economy on textile sector and poor response of the buyers at international. The company have net profit after tax is Rs. 8.15 Lakhs as compared to net profit of 9.67 Lakhs in the previous year which is primarily due to less turnover and increase of taxes. The management of the Company is very optimistic with regards to the performance of the Company in future and they taking every suitable or necesasary step required for the profitable future of the Company and its members.

DIVIDEND:

In order to conserve the reserve for a sustainable future, your Company do not recommended any dividend on Equity Shares for the year under review.

RESERVES

During the year of the Company stand at Rs. 776.77 Lakhs as compared to Rs. 768.62 in the previous year.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Pursuant to Section 152 of the Companies Act, 2013 Mr. Harish Baranwal retire by rotation and being eligible offered himself for re- appointment. If re-appointed, he will continue as director of the Company.