

BRONZE INFRA-TECH LIMITED



2014-15

ANNUAL REPORT

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Goutam Gupta	- Chairman & Managing Director
Mr. Punit Sureka	- Director
Mr. Niraj Jewrajka	- Director
Ms. Neha Mehrotra	- Director

CHIEF FINANCIAL OFFICER

Mr. Amit Bansal

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Shilpi Agarwal

AUDITORS

M/s. Surana Singh Rathi & Co.,
Chartered Accountants
15/A, Laxmi Narayan Mukherjee Road,
Kolkata- 700 006, West Bengal

BANKER

Union Bank of India
Kotak Mahindra Bank Ltd (formally ING
Vysya Bank)
Yes Bank Limited

REGISTRAR & SHARE TRANSFER AGENT

Maheswari Datamatics Pvt Ltd
6, Mangoe Lane, 2nd Floor, Kolkata- 700 001
Ph : (033) 2243 5029/2248 2248
Fax: (033) 22484787

REGISTERED OFFICE

Unit No.3/A Imax Lohia S,
23 Gangadhar Babu Lane,
Kolkata-700 012
Email: info@bronzeinfratech.com
Website: www.bronzeinfratech.com
CIN: L74990WB2004PLC100116

FORWARD LOOKING STATEMENT

In this annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and the underlying assumptions undergoing change. Should known or unknown risks or uncertainties materialize, or should underlying assumptions not materialize, actual results could vary materially

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise

NOTICE OF 11TH ANNUAL GENERAL MEETING

Notice is hereby given that the 11th Annual General Meeting of the members of **BRONZE INFRA-TECH LIMITED** will be held on Friday, 18th September, 2015 at 10.00 a.m., at Tusthi Banquet Hall, 808 Ho-Chi Minh Sarni, Behala, Sakuntala Park, Kolkata - 700 061 to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2015 and the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Punit Sureka (DIN: 00535780), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution which will be proposed as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Surana Singh Rathi & Co, Chartered Accountants, (FRN: 317119E) be and is hereby ratified as Statutory Auditors of the Company and to conduct audit for the financial year 2015-16 and pursuant to the resolution passed by the Shareholders in the 10th AGM, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Ms. Neha Mehrotra (DIN: 05318153), who was appointed as an Additional Director of the Company with effect from 31st March, 2015 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company and to hold office for a term upto five consecutive years commencing from 31st March, 2015."

By order of the Board of Directors
For BRONZE INFRA-TECH LIMITED
Sd/-

Shilpi Agarwal
Company Secretary

Place: Kolkata

Date: August 24, 2015

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON POLL) INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint a single person as proxy, who shall not act as a proxy for any other member. Proxies in order to be valid must reach the Registered Office of the Company duly completed and signed, at least 48 hours before the commencement of the meeting. Proxy Form is also sent herewith.
3. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. Relevant documents referred to in the Notice and the accompanying statements are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
5. The Register of Members and Transfer Books of the Company will remain closed from Friday the 11th day of September, 2015 to Friday the 18th day of September, 2015 (both days inclusive).
6. Members may kindly take note for "Green Initiative in the Corporate Governance" in view of Circular No. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by Ministry of Corporate Affairs. It is earnestly requested in view of the Circular and other statutory provisions, that the Members who have yet not registered/updated their e-mail ids may notify the same to the Company either at the registered office or at email address info@bronzefratech.com quoting full details of Folio No./DP, Client ID and name of first/sole holder.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and clause 35B of the Listing Agreement, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by CDSL on all resolutions set forth in this Notice.
8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 11th September, 2015 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting (e-voting) at the AGM.
9. Members who do not have access to e-voting facility, a Ballot Form is being sent along with the notice of AGM, to enable them to send their assent or dissent by Post.
10. A member can opt for only one mode of voting, i.e either by e-voting or through Ballot. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and Ballot form of that Member shall be treated as invalid.
11. Facility of voting through Ballot/Poll paper shall also be made available at the Meeting. Members attending the Meeting who have not already cast their vote by remote e-voting or through Ballot form shall be able to exercise their right at the Meeting. Voting by show of hands is not allowed at the Meeting.
12. Any person, who acquires Share of the Company and become a member of the Company after the dispatch of the AGM Notice and holds shares as on Cut-off date i.e. 11th September, 2015 may obtain the

Login ID & Password by sending a request at helpdesk.evoting@cdslindia.com or to the Company at info@bronzeinftratech.com by mentioning their Folio No. / DP ID and Client ID. However, if you are already registered with CDSL for remote e-voting then you can use your existing user id and password for casting your vote. If the aforesaid members want to opt for voting by Ballot through post, they can obtain the Ballot Form from the Registered Office of the Company or can download the same from the website of the Company i.e. www.bronzeinftratech.com

13. The shareholders shall have one vote per equity share held by them as on the cut-off date of 11th September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

14. Members who want to vote by post through Ballot are requested to carefully read the instructions printed on the Ballot Form and return the form duly completed so as to reach the Scrutinizer before the closing hours (i.e. up to 5.00 p.m.) on 17th September, 2015, forms received after this date will not be considered. Ballot form annexed with this Notice only shall be used and no other form thereof is permitted.

15. The members who have not received Ballot Forms may apply to the Company at the Registered Office and obtain a duplicate copy thereof or can download the same from the website of the Company i.e. www.bronzeinftratech.com

16. **The instructions for members for voting electronically are as under:-**

IN CASE OF MEMBERS RECEIVING E-MAIL:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "**BRONZE INFRA-TECH LIMITED**" from the drop down menu and click on "SUBMIT"
- (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) 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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 serial number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

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

(ix) Members holding shares in physical form will then reach directly 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 "**BRONZE INFRA-TECH LIMITED**" 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY:

- A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- B) The voting period begins on 15th September, 2015 at 10.00 A.M. and ends on 17th September, 2015 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 (11th September, 2015) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C) 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.
17. Institutional Members/Bodies Corporate (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. together with the attested specimen signature of the duly authorized signatory (ies) who are authorized to vote on e-mail at www.bronzeinftratech.com with a copy marked to helpdesk.evoting@cdslindia.com on and or before 17 September, 2015 up to 5 P.M without which the vote shall not be treated as valid.
18. The Board of Directors of the Company have appointed S. A & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting by remote e-voting process (i.e. casting of votes using electronic voting system from place other than the venue of the Meeting) as well as voting by ballot through post and through Ballot/Poll paper at the Meeting, in a fair and transparent manner. The decision of the Scrutinizer on validity of votes shall be final.
19. The Scrutinizer shall after conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote-e-voting and also count the votes received by post through Ballot Form in the presence of at least two (2) witnesses not in the employment of the Company.
20. The Scrutinizer will collate the votes cast at the Meeting, votes downloaded from the e-voting system and vote received through post and make not later than two days from the conclusion of the Meeting, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorized by him in writing, who shall countersign the same.
21. The Chairman of the Meeting or a person authorized by him in writing shall declare the result by 21st September-2015 before 4.00 p.m. at the Registered Office of the Company. The results declared, along with the Scrutinizer's Report will be displayed at the registered office of the Company and shall also be communicated to the Stock Exchanges and will also be displayed on the Company's website www.bronzeinftratech.com. However, the result of voting shall be deemed to be passed on the date of meeting i.e. on the date of Annual General Meeting.
22. Member/Proxies should bring the enclosed attendance slip duly filled in, for attending Annual General Meeting along with copy of the Annual Report.

EXPLANATORY STATEMENT

ITEM NO.4

The Board of Directors of the Company had appointed Ms. Neha Mehrotra as an Additional Director of the Company with effect from 31st March, 2015. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Neha Mehrotra shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Ms. Neha Mehrotra signifying her candidature as an Independent Director of the Company.

The Company has received a declaration of independence from Ms. Neha Mehrotra. In the opinion of the Board, Ms. Neha Mehrotra fulfils the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

By order of the Board of Directors
For BRONZE INFRA-TECH LIMITED
Sd/-

Shilpi Agarwal
Company Secretary

Place: Kolkata

Date: August 24, 2015

Notice(Continue)

Details of Directors seeking Re-appointment

Name	Mr. Punit Sureka (DIN: 00535780)
Date of Birth	22.07.1979
Nationality	Indian
Designation	Director
Qualification	B.com(H)
Date of Appointment	06.12.2011
Shares held in the Company	1,67,150 (0.9675%)
Directorship in other Companies	Competent Textiles Private Limited

Appointment of Independent Director

Name	Ms. Neha Mehrotra (DIN: 07144994)
Date of Birth	25.10.1984
Nationality	Indian
Designation	Director
Qualification	B.A
Date of Appointment	31.03.2015
Shares held in the Company	Nil
Directorship in other Companies	Nil

DIRECTORS' REPORT

**TO
THE MEMBERS
BRONZE INFRA-TECH LIMITED**

Your Directors have pleasure in presenting their 11TH Annual Report together with the Audited Financial Statements of the Company for the Year ended March 31, 2015.

FINANCIAL RESULTS: (Amount in Rs)

Particulars	March 31, 2015	March 31, 2014
Revenue from Operations	20,751,830	18,468,359
Other Income	174,990	206,254
Total Income	20,926,820	18,674,613
Profit before depreciation Interest & taxation	192,175	521,700
Less: Depreciation	112,905	12,132
Less: Finance Cost	-	71,918
Less: Provision for taxation	45,000	193,220
Deffered Tax	(21,011)	4,348
Profit after taxation	55,281	240,082
Balance carried to Balance sheet	55,281	240,082

GENERAL RESERVE:

Your Company did not transfer any amount to General Reserve this year.

OPERATIONAL REVIEW:

Gross Revenue increased to Rs 20,751,830/- a growth of 12.37% against Rs. 18,468,359/- in the previous year. Profit before taxation stood at Rs. 79,270/- against Rs. 437,650/- in the previous year. The net profit of the Company for the year under review was placed at Rs 55,281/- as against Rs. 240,082/- in the previous year.

DIVIDEND:

Your Company's director feel that it is prudent to plough back the profits for future growth of the Company and hence do not recommend any dividend for the year ended 31st March, 2015.

SHARE CAPITAL:

The paid up equity capital as on March 31, 2015 was Rs.172, 765,000/- (Rupees Seventeen Crore Twenty Seven Lacs Sixty Five Thousand Only). There was no change in share capital during the year under review.

CHANGES IN THE NATURE OF BUSINESS:

There has been no change in the nature of business of your company.

There have been no material changes and commitments have occurred between the end of the financial year and date of report.

FINANCE:

Cash and cash equivalents stood as on March 31, 2015 was Rs. 5,362,401/-.

DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has given loans and has made investments. However the Company is in compliance with the provisions of section 186 of the Companies Act, 2013.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope of work includes review of process for safeguarding the assets of the Company, review of operational efficiency effectiveness of systems and processes, and assessing the internal control strengths in all areas.

CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES:

In pursuance of the provision of Section 135 of the Companies Act, 2013, the CSR provisions are not applicable to your Company.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

The particulars of conservation of energy and technology absorption as required under Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 are not applicable to your Company.

FOREIGN EXCHANGE EARNINGS AND OUT-GO:

During the period under review there was an outgo of Rs 60984/- for the purposes of business.

APPOINTMENT / CESSATION OF DIRECTORS' & KMPs:**a) APPOINTMENT**

- a) Ms. Neha Mehrotra has been appointed as an Additional Independent Director w.e.f. 31st March, 2015;
- b) Mr. Amit Bansal has been appointed as Additional Independent Director of the Company w. e. f. 22nd July, 2014.
- c) Mr. Amit Bansal has been appointed as Chief Financial Officer of the Company w.e.f February 21, 2015

The Board now recommends the appointment of Ms. Neha Mehrotra as Independent Director under section 149 of the Companies Act, 2013 and clause 49 of the listing agreement in the ensuing A.G.M. to hold office for 5 (Five) consecutive years i.e. for a term up to the conclusion of 16th Annual General Meeting of the company to be held in 2020.

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr Punit Sureka, Director of the Company, retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

b) CESSATION

Mr. Prasanta Nath, resigned from the Board of Directors with effect from 25th July, 2014 and Mr Amit Bansal resigned with effect from 21st February, 2015.

The Board hereby places on record its sincerest thanks and gratitude for the invaluable contribution made by Mr. Prasanta Nath and Mr. Amit Bansal towards the growth and development of the company during their tenure as a director.

c) DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

d) FORMAL ANNUAL EVALUATION

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out the annual performance evaluation of its own performance, the Directors individually including the Chairman of the Board as well as the evaluation of the Committees of the Board. A structured questionnaire was prepared after taking into consideration inputs received from the Directors. The performance evaluation of the Independent Directors was also carried out by the entire Board.

The results of the evaluation done by Independent Directors were reported to the Chairman of the Board. It was reported that the performance evaluation of the Board, Committee etc. was satisfactory. The Directors expressed their satisfaction with the evaluation process.

e) MEETINGS

During the financial year 31st March, 2015, Ten Board Meetings were held and four Audit Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 i.e. not more than 120 days from the previous meeting.

f) INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on March 21, 2015, inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole ;
2. Evaluation of the performance of Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for the year under review.
- iii) The directors have 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) The directors have prepared the annual accounts on a going concern basis.
- v) The directors 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 had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

RELATED PARTY TRANSACTIONS:

There are no related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company.

SUBSIDIARY COMPANIES:

Your Company does not have any subsidiary during the Financial Year ended 2014-15.

CONSOLIDATED FINANCIAL STATEMENTS:

Since your Company does not have any subsidiary, therefore, there is no need to make Consolidated Financial Statements.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Your Company has a vigil mechanism named Fraud and Risk Management (FRM) Policy to deal with instance of fraud and mismanagement, if any.

Your Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

PREVENTION OF INSIDER TRADING:

Your Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in

possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

AUDITOR'S REPORT / SECRETARIAL AUDIT REPORT

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report from M/s. S. A & Associates, Practicing Company Secretaries. Certain observations made in the report with regard to non filing of some forms were mainly due to ambiguity and uncertainty of the applicability of the same for the relevant period. However, the company would ensure in future that all the provisions are complied with the fullest extent.

AUDITORS:

M/s. Surana Singh Rathi & Co, Chartered Accountants, (FRN: 317119E) were appointed as Statutory Auditors of the in the 10th AGM of the Company which was held on 30th September, 2014 and are eligible to continue as Statutory Auditors of the Company subject to ratification by members at the forthcoming Annual General Meeting at remuneration to be decided by the members. They have furnished a certificate, confirming that if reappointed, their re-appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. The members are requested to consider ratification of their continuity of appointment as Auditors of the Company and authorise the Board of Directors to fix their remuneration.

SECRETARIAL AUDIT:

The Board had appointed M/s S. A & Associates, Practicing Company Secretaries, to carry out secretarial audit Pursuant to provision of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit report is annexed herewith as "Annexure A"

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure B".

BUSINESS RISK MANAGEMENT:

Pursuant to section 134(3)(n) of the Companies Act, 2013 & Clause 49 of the listing agreement, the company has constituted a business risk management committee. At present the company has not identified any element of risk which may threaten the existence of the company.

PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard and the same will be furnished on request.

Particulars of Employees pursuant to section 134(3)(g) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a) None of the employees was employed throughout the financial year, who was in receipt of remuneration exceeding Rs. 6,000,000/- per annum or more. Therefore, Rule 5(2)(i) of the captioned Rules is not applicable.
- b) None of the employees was employed throughout the financial year, who was in receipt of remuneration exceeding Rs. 500,000/- per month. Therefore, Rule 5(2)(ii) of the captioned Rules is not applicable.
- c) No employee is a relative of any director or Key Managerial personnel of the Company. Therefore, Rule 5(2)(iii) of the captioned Rules is not applicable to any employee.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS:

The Company has complied with the corporate governance requirements as stipulated under clause 49 of the listing agreement. A separate section on corporate governance under the listing agreement, along with a certificate from the auditor confirming the compliance, is annexed and forms part of this Annual report.

AUDIT COMMITTEE:

The Audit Committee consists an optimum mix of Independent and Non-Independent Directors. All members of the Audit Committee are financially literate and they have accounting or related financial management expertise. The primary purpose of the Audit Committee is to assist the Board of Directors (the "Board") of Bronze Infra-Tech Limited, (the "Company") in fulfilling its oversight responsibilities with respect to (a) the accounting and financial reporting processes of the Company, including the integrity of the audited financial results and other financial information provided by the Company to its stockholders, the public, any stock exchange and others, (b) the Company's compliances with legal and regulatory requirements, (c) the Company's independent auditors' qualification and independence, (d) the audit of the Company's Financial statements, and the performance of the Company's internal audit function and its Independent Auditors.

The composition of the Audit Committee is given below:

Sr. No.	Name	Designation	Category	No. of Meeting held	No. of Meeting attended
1	Niraj Jewrajka	Chairman	Independent/Non Executive	5	5
2	Punit Sureka	Member	Non Independent/Non Executive/ Promoter	5	5
3	Goutam Gupta	Member	Non Independent/Executive	5	5
4.	Amit Bansal*	Member	Independent/Non Executive	5	3
5.	Prasanta Nath^	Member	Independent/Non Executive	5	1

*Mr. Amit Bansal, resigned from the Board w.e.f February 21, 2015.

^Mr. Prasanta Nath, resigned from the Board w.e.f July 25, 2014.

NOMINATION AND REMUNERATION COMMITTEE (NRC):

Your Company has constituted the NRC pursuant to the provisions of Section 178 of the Companies Act, 2013. The functions of this Committee include identification of persons who are qualified to become directors and who may be appointed, formulation of criteria for determining qualifications, positive attributes, independence, recommendations of their appointments to the Board, evaluation of every director's performance, and formulation of Remuneration Policy to include recommendation of remuneration for directors, key managerial personnel.

The composition of Nomination & Remuneration Committee is given below:

Sl. No.	Name	Designation	Category
1.	Niraj Jewrajka	Chairman	Independent/Non Executive
2.	Punit Sureka	Member	Non Independent/Non Executive/ Promoter
3.	Goutam Gupta	Member	Non Independent/Executive
4.	Amit Bansal*	Member	Independent/Non Executive
5.	Prasanta Nath^	Member	Independent/Non Executive

*Mr. Amit Bansal, resigned from the Board w.e.f February 21, 2015.

^Mr. Prasanta Nath, resigned from the Board w.e.f July 25, 2014.

SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE (SGC):

The Shareholders Investors Grievance Committee consists of 3 directors. The Committee is in charge of looking after grievances of Investors and Shareholders. The detail of the Committee is as follows:

The Composition of Shareholder and Investor Grievances' Committee is as follows:

Sl. No.	Name	Designation	Category
1.	Niraj Jewrajka	Chairman	Independent/Non Executive
2.	Punit Sureka	Member	Non Independent/ Non Executive/ Promoter
3.	Goutam Gupta	Member	Non Independent/Executive
4.	Prasanta Nath [^]	Member	Independent/Non Executive

[^]Mr. Prasanta Nath, resigned from the Board w.e.f July 25, 2014.

MIGRATION FROM BSE SME EXCHANGE TO BSE MAIN BOARD:

Your Company had made an application to BSE Main Board in order to migrate from BSE SME Exchange. The Application was then approved by BSE Limited and the Scrip (Code 534731) was shifted to Main Board of BSE Limited w.e.f February 16, 2015.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

ACKNOWLEDGEMENTS:

Your Directors express their deep sense of gratitude to the banks and shareholders for their co-operation and support and look forward to their continued support in future.

We very warmly thank to our all employees for their contribution to your company's performance. We applaud them for their support levels of competence, dedication and commitment to your company.

For and on behalf of the Board of Directors

Sd/-

Goutam Gupta

Chairman & Managing Director

DIN: 06740979

Place: Kolkata

August 24, 2015

Annexure A to Directors' Report

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015

(Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014]

To,

The Members,

BRONZE INFRA-TECH LIMITED

158, LENIN SARANI, 3RD FLOOR, ROOM NO.7B,

KOLKATA-700013, WEST BENGAL

1. We have conducted the secretarial audit related to compliance of all applicable statutory provisions and adherence to good corporate practices by **M/s. Bronze Infra-Tech Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :
3. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015, according to the provisions of the following laws:
 - I. The Companies Act, 2013 (the Act) and the rules made thereunder ;
 - II. The Securities Contracts (Regulation) Act, 1956 (SCRA') and the rules made thereunder;
 - III. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the company during the audit period**).
 - IV. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992 (SEBI Act') viz:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
The provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company for the period under audit:-
 - a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - b) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: and
- g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

4. We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India **were not applicable to the Company** as the same were not in force for the Financial Year ended 31.03.2015.

(ii) The Listing Agreements entered into by the Company with BSE Limited (BSE).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above except to the extent as mentioned below:

a) *The Annual General Meeting for the financial year ended on 31st March 2014 was held on 30th September, 2014, however, the Company has not filed MGT-15 in Form GNL-2 with the Registrar of Company;*

b) *The Company has not appointed an Internal Auditor pursuant to provisions of section 138 read with rules 12 of Companies (Accounts) Rules, 2014.*

5. We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

6. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

7. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

8. **We further report** that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

9. **We further report that** during the audit period, there were no instances of:

(i) Public / Rights / Preferential issue of shares / debentures / sweat equity.

(ii) Redemption / buy-back of securities.

(iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.

(iv) Merger / amalgamation / reconstruction etc.

(v) Foreign technical collaborations.

Place: Kolkata

Date: 26.06.2015

**For S.A & Associates
Company Secretaries**

Sd/-

(SHIPRA AGARWAL)

Proprietor

FCS: 4917

CP NO: 3173

Note: Enclosed herewith is “Annexure-A” which is an integral part of this report

'Annexure A'

To,
The Members,
BRONZE INFRA-TECH LIMITED
158, LENIN SARANI, 3RD FLOOR, ROOM NO.7B,
KOLKATA-700013, WEST BENGAL

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For S. A & Associates
Company Secretaries
Sd/-
(Shipra Agarwal)
Proprietor
CP No. 3173

Place: Kolkata
Date: 26.06.2015

Annexure 'B' to Directors' Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L74990WB2004PLC100116
2.	Registration Date	October 12, 2004
3.	Name of the Company	BRONZE INFRA-TECH LIMITED
4.	Category / Sub-Category of the Company	Company Limited by shares/ Indian Non-Government Company
5.	Address of the Registered office and contact details	Unit No.3/A Imax Lohia S, 23 Gangadhar Babu Lane, Kolkata-700012 Phone: 033 2215 8486, E-mail : info@bronzeinftratech.com
6.	Whether listed company	Yes/No
7.	Name, Address and Contact details of Registrar and Transfer Agent	MAHESHWARI DATAMATICS PVT. LTD 6, Mangoe Lane, 2nd Floor, Kolkata-700 001, West Bengal Phone: 033 22435029/ 22482248, Fax: 033 22484787, Email: mdpldc@yahoo.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Musical Instrument	*47595- Retail sale of Musical Instruments	61.09
2	Infrastructure Services	*8413- Regulation of and contribution to more efficient operation of businesses	38.91

*As per National Industrial Classification- Ministry of Statistics and Programme Implementation

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	NIL	N.A	N.A	N.A	N.A

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
Individual/HUF	334300	--	334300	1.935	334300	--	334300	1.935	Nil
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt. (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	8028680	--	8028630	46.471	7340680	--	7340680	42.49	(3.981)
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (1):-	362980	--	8362980	48.406	7674980	--	7674980	44.425	(3.981)
(2) Foreign									
a) NRIs - Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other - Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (2):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	8362980	--	8362980	48.406	7674980	--	7674980	44.425	(3.981)
B. Public Shareholding									
a) Mutual Funds / Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

c) State Govt.(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Venture Capital funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FII's	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2. Non-Institutions									
a) Bodies Corp.	1009421	--	1009421	5.842	1337475	--	1337475	7.74	1.898
i) Indian	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2405239	71360	2476599	14.335	2015231	48860	2064091	11.95	(2.385)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	4179800	943700	5123500	29.655	5769949	430000	6199949	35.89	6.235
c) Others Clearing Members	304000	Nil	304000	1.759	5	Nil	5	0.00	(1.759)
d) NRI's	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(2):-	7898460	1015060	8913520	51.591	9122660	478860	9601520	55.575	3.989
Total Public Shareholding (B)=(B)(1)+ (B)(2)	7898460	1015060	8913520	51.591	9122660	478860	9601520	55.575	3.989
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	16261440	1015060	17276500	100	16797640	478860	17276500	100	0.008

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	
1	MANOJ KUMAR BAJAJ	167150	0.9675	--	167150	0.9675	--	--
2	PUNIT SUREKA	167150	0.9675	--	167150	0.9675	--	--
3	COMPETENT TEXTILES PRIVATE LIMITED	8028680	46.471	--	7340680	42.489	--	(3.982)
	Total	8362980	48.406		7674980	44.424	--	(3.982)

Note: The change in the shareholding of promoter is due to transfer of shares.

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Name	Shareholding at the beginning of the year (As on 01.04.2014)		Date	Increase/Decrease	Reason	Cumulative Shareholding during the year (AS on 31.03.2015)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	COMPETENT TEXTILES PRIVATE LIMITED	80,28,680	46.47	04.04.2014	-96,000	Transfer	79,32,680	45.92
				07.04.2014	-48,000	Transfer	78,84,680	45.64
				09.04.2014	-48,000	Transfer	78,36,680	45.36
				30.04.2014	-48,000	Transfer	77,78,680	45.08
				21.10.2014	-48,000	Transfer	77,40,680	44.80
				22.10.2014	-160,000	Transfer	75,80,680	43.88
				28.10.2014	-80,000	Transfer	75,00,680	43.41
				11.11.2014	-80,000	Transfer	74,20,680	42.95
				13.11.2014	-80,000	Transfer	73,40,680	42.49
	Shareholding at the end of the year	73,40,680	42.49					

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the End of the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1)	SHERWOOD SECURITIES PRIVATE LIMITED	604000	2.917	150819	0.873
2.	MOTISONS SHARES PRIVATE LIMITED	472000	2.732	160000	0.926
3)	VIKAS MALHOTRA	192000	1.111	192000	1.111
4)	TOUCHWIN COMMERCIAL PRIVATE LIMITED	138000	0.799	4000	0.023
5)	PADAM CHAND JAIN	128000	0.741	128000	0.741
6)	HEMANT KUMAR JAIN	120000	0.695	120000	0.695
7)	NIRMAL VEDPRAKASH MALHOTRA	112000	0.648	112000	0.648
8)	NEELIMA RASTOGI	88000	0.509	88000	0.509
9)	DIPTI DEEPAK KOTHARI	80000	0.463	80000	0.463
10)	MUKESH KUMAR RASTOGI	72000	0.416	72000	0.416

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Name of Directors/KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.		Mr. Punit Sureka (Director & Promoter)				
	At the beginning of the year		167150	0.9675	167150	0.9675
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--	--
	At the End of the year		167150	0.9675	167150	0.9675

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	—	—	—	—
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	—	—	—	—
Change in Indebtedness during the financial year	—	—	—	—
Addition	—	—	—	—
Reduction	—	—	—	—
Net Change Indebtedness	—	—	—	—
At the end of the financial year	—	—	—	—
i) Principal Amount	—	—	—	—
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	—	—	—	—

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Mr. Goutam Gupta	
1	Gross salary (per annum)	Rs. 360,000/-	Rs. 360,000/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (A)	Rs. 360,000/-	Rs. 360,000/-
	Ceiling as per the Act	5% of the net profit of the Company	

B. Remuneration to other directors: (Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Punit Sureka	Mr. Niraj Jewrajka	Ms. Neha Mehrotra	
1	Independent Directors Fee for attending board / committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (1)				
2	Other Non-Executive Directors				
	Fee for attending board / committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	N.A			

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD

Sl.No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Ms. Shilpi Agarwal (Company Secretary)	Mr. Amit Bansal (Chief Financial Officer)	
1	Gross salary (per annum)	Rs. 240,000/-	Rs. 62,500/-	Rs. 3,02,500/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil

3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total (C)	Rs. 240,000/-	Rs. 62500/-	Rs. 3,02,500/-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/punishment/Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

MD/C.E.O & C.F.O CERTIFICATION

The Board of Directors

M/s. Bronze Infra-Tech Limited

A. We have reviewed the financial statements and the cash flow statement of Bronze Infra-Tech Limited for the financial year ended 2014-15 and to the best of our Knowledge and belief, we state that:

i. these statements do not contain any materially untrue statements or omit any material facts or contain statements that might be misleading;

ii. these statements Present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.

B. there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violation of the Company's Code of Conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any of which we are aware and steps taken and/or proposed to be taken to rectify these deficiencies.

D. We have also indicated to the Auditors and the Audit Committee:

(i) Significant changes, if any, in the Internal Controls over financial reporting during the year.

(ii) Significant changes, if any, in accounting policies made during the Year and that the same have been disclosed in the notes to the financial statements; and

E) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Kolkata
August 24, 2015

Sd/-
Goutam Gupta
Managing Director

Sd/-
Amit Bansal
Chief Financial Officer

CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance pursuant to Clause 49 of the Listing Agreement with Stock Exchanges.

1. PHILOSOPHY:

Bronze Infra-Tech Limited (BITL) defines Corporate Governance as a systemic process by which companies are directed and controlled to enhance their wealth-generating capacity. BITL Corporate Governance structure, systems and processes are based on two core principles: (i) Management must have the executive freedom to drive the enterprise forward without undue restraints, and (ii) This freedom of management should be exercised within a framework of effective accountability. BITL's believes that any meaningful policy on Corporate Governance must empower the executive management of the Company. At the same time, Governance must create a mechanism of checks and balances to ensure that the decision-making powers vested in the executive management are used with care and responsibility to meet stakeholders' aspirations and societal expectations.

2. BOARD OF DIRECTORS:

2.1 Composition, Category of Directors and their other directorship as on March 31, 2015:

Name of the Director	Category of Directorship	No. of Directorship in other Public & Pvt. Ltd. Companies	No. of outside committee position(s) held
Mr. Amit Bansal*	Non Executive (Independent Director)	--	--
Mr. Niraj Jewrajka	Non Executive (Independent Director)	--	--
Mr. Punit Sureka	Non Executive/Non Independent/Promoter	1	--
Ms. Neha Mehrotra	Non Executive (Independent Director)	--	--
Mr. Prasanta Nath^	Non Executive (Independent Director)	2	--
Mr. Goutam Gupta	Executive (Non-Independent Director)	1	--

*Mr. Amit Bansal, resigned from the Board w.e.f February 21, 2015.

^Mr. Prasanta Nath, resigned from the Board w.e.f July 25, 2014.

2.2 Number of Board Meetings:

During the financial year 31st March, 2015, Ten Board Meetings were held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 i.e. not more than 120 days from the previous meeting.

2.3 Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on March 21, 2015 to review the performance of Non-independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.;

2.4 Directors' Attendance Record

The last Annual General Meeting (AGM) was held on September 30, 2014. The attendance record of the Directors at the Board Meetings during the year ended on 31st March, 2015, and at the last AGM is as under:

Name of the Director	No. of Board Meetings attended during the year	Whether attended last AGM
Mr. Amit Bansal*	9 out of 10	Yes
Mr. Niraj Jewrajka	10 out of 10	Yes
Mr. Punit Sureka	10 out of 10	Yes
Ms. Neha Mehrotra\$	\$	N.A.(\$)
Mr. Prasanta Nath^	1 out of 10	No
Mr. Goutam Gupta	10 out of 10	Yes

*Mr. Amit Bansal, resigned from the Board w.e.f February 21, 2015.

^Mr. Prasanta Nath, resigned from the Board w.e.f July 25, 2014.

\$ Ms. Neha Mehrotra has been appointed as Additional Independent Director w.e.f 31st March, 2015.

2.5 Evaluation of the Board's Performance:

Pursuant to the provisions of the Companies Act, 2013 and Revised 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration.

The result of the evaluation done by Independent Directors was reported to the Chairman of the Board. It was reported that the performance evaluation of the Board & Committee's was satisfactory. The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. The Directors expressed their satisfaction with the evaluation process.

2.6 Prevention of Insider Trading Code:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

3. COMMITTEES OF THE BOARD

In accordance with requirement of the Listing Agreement with the Stock Exchanges, provisions on Corporate Governance the Board of Directors of the Company had constituted following 3 Committees, the details of which are as under:

A. AUDIT COMMITTEE:

i) Terms of Reference:

The terms of reference of the Audit Committee are as per the guidelines set out in the listing agreement with the stock exchanges read with section 177 of the Companies Act, 2013. These broadly includes (i) Develop an annual plan for Committee (ii) review of financial reporting processes, (iii) review of risk management, internal control and governance processes, (iv) discussions on quarterly, half yearly and annual financial statements,(v) interaction with statutory, internal and cost auditors, (vi) recommendation for appointment, remuneration and terms of appointment of auditors and (vii) risk management framework concerning the critical operations of the Company.

In addition to the above, the Audit Committee also reviews the following:

- a) Matter included in the Director's Responsibility Statement.
- b) Changes, if any, in the accounting policies.
- c) Major accounting estimates and significant adjustments in financial statement.
- d) Compliance with listing and other legal requirements concerning financial statements.
- e) Disclosures in financial statement including related party transactions,
- f) Qualification in draft audit report.
- g) Scrutiny of inter-corporate loans & investments.
- h) Management's Discussions and Analysis of Company's operations.
- i) Valuation of undertakings or assests of the company, wherever it is necessary.
- j) Periodical Internal Audit Reports and the report of Fraud Risk Management Committee.
- k) Findings of any special investigations carried out either by the Internal Auditors or by the external investigating agencies.
- l) Letters of Statutory Auditors to management on internal control weakness, if any.

- m) Major non routine transactions recorded in the financial statements involving exercise of judgement by the management.
- n) Recommend to the Board the appointment, re-appointment and, if required the replacement or removal of the statutory auditors and cost auditors considering their independence and effectiveness, and recommend the audit fees.
- o) Subject to review by the Board of Directors, review on quarterly basis, Related Party Transactions entered into by the Company pursuant to each omnibus approval given.

ii) Composition and Meetings:

The Audit Committee consists of three Independent Directors, one Executive Director and one Non Independent Directors. All members of the Audit Committee are financially literate and they have accounting or related financial management expertise. The Audit Committee meets 4 times during the financial year ended 31st March, 2015. The attendance record of the members at the meeting was as follows:

Sr. No.	Name	Designation	Category	No of Meeting held	No of Meeting attended
1	Niraj Jewrajka	Chairman	Independent/Non Executive	5	5
2	Punit Sureka	Member	Non Executive /Non Independent/Promoter	5	5
3	Goutam Gupta	Member	Non Independent/Executive	5	5
4.	Amit Bansal*	Member	Independent/Non Executive	5	3
5.	Prasanta Nath^	Member	Independent/Non Executive	5	1

*Mr. Amit Bansal, resigned from the Board w.e.f February 21, 2015.

^Mr. Prasanta Nath, resigned from the Board w.e.f July 25, 2014.

B. NOMINATION COMMITTEE & REMUNERATION:

The Board of Directors of the Company has constituted a Nomination & Remuneration Committee, as per the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, with the object of Remuneration & Nomination committee is to recommend/ review the remuneration of Managing Directors/Whole-time Directors. The remuneration policy of the Company is directed towards rewarding performance and attracting new talents/retaining them. While deciding the remuneration, the Committee takes into account the financial position of the Company, trend in the Industry, Appointee's qualification, experience, past performance, past remuneration etc.

I. Terms of Reference:

The Committee is empowered:-

- a) Formulate criteria for determining qualifications, positive attributes and independence of Directors and evaluating the performance of the Board of Directors;
- b) Identification and assessing potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel's;
- c) Support Board in evaluation of performance of all the Directors & in annual self-assessment of the Board's overall performance;
- d) Conduct Annual performance review of MD and CEO and Senior Management Employees;
- e) Administration of Employee Stock Option Scheme (ESOS);
- f) Formulate a policy relating to remuneration for the Directors, Committee and also the Senior Management Employees.

II. Composition of the Remuneration & Nomination Committee is as follows:

SL.NO	Name	Designation	Category
1.	Niraj Jewrajka	Chairman	Independent/Non Executive
2.	Punit Sureka	Member	Non Independent/ Promoter/Non Executive
3.	Goutam Gupta	Member	Non Independent/Executive
4.	Amit Bansal*	Member	Independent/Non Executive
5.	Prasanta Nath^	Member	Independent/Non Executive

*Mr. Amit Bansal, resigned from the Board w.e.f February 21, 2015.

^Mr. Prasanta Nath, resigned from the Board w.e.f July 25, 2014.

This Committee has been formed to carry out the function as contained in Schedule III of the Companies Act, 2013 and shall enjoy necessary powers and authority reviews commensurate with its functions.

III. Policy for selection and appointment of Directors and their Remuneration:

The Appointment and Remuneration (A&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

Criteria of selection of Non Executive Directors:

The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the A&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The A&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The A&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director:

- i) Qualification, expertise and experience of the Directors in their respective fields;
- ii) Personal, Professional or business standing;
- iii) Diversity of the Board.

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

IV. Remuneration Policy:

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board meetings.

A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

a) CEO/Managing Director/CFO - Criteria for selection / appointment:

For the purpose of selection of the CEO/MD/CFO, the A&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

b) Remuneration for the CEO/Managing Director/CFO:

At the time of appointment or re-appointment, the CEO/Managing Director/CFO shall be paid such remuneration as may be mutually agreed between the Company (which includes the A&R Committee and the Board of Directors) and the CEO/Managing Director/CFO within the overall limits prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

The remuneration of the CEO/Managing Director/CFO comprises only of fixed component.

The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits.

c) Remuneration Policy for the Senior Management Employees:

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the A&R Committee shall ensure the relationship of remuneration and performance benchmark is clear.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the A&R Committee for its review and approval.

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee is comprised of Ms. Neha Mehrotra, Independent Director as the Chairman and Mr. Punit Sureka and Mr. Niraj Jewrajka, as members of the Committee.

The role of Stakeholders' Relationship Committee is as follows:

- a. Consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc;
- b. Ensure expeditious share transfer process in line with the proceedings of the Share Transfer Committee;
- c. Evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company.

D. RISK MANAGEMENT COMMITTEE:

In accordance with the requirement of Listing Agreement, your Company constituted a Risk Management Committee during the year. The Committee comprises Mr. Niraj Jewrajka, Independent Director as the Chairman and Mr. Punit Sureka Sharma and Mr. Goutam Gupta, as members of the Committee.

- a) The role of Risk Management Committee is as follows:
- b) Implementation of Risk Management Systems and Framework;
- c) Reviewing the Company's financial and risk management policies;
- d) Assessing risk and minimizing the procedures;
- e) Framing, implementing and monitoring the risk management plan for the Company.

E. SHARE TRANSFER / INVESTOR GRIEVANCE COMMITTEE:

The Share Transfer / Transmission Committee have been formed to look into share transfer and related applications received from shareholders, with a view to accelerate the transfer procedures.

The Committee inter alia considers applications for transfer, transmission, split, consolidation of share certificates and cancellation of any share certificate in compliance with the provisions in this regard. The Committee is authorised to sign, seal or issue any new share certificate as a result of transfer, consolidation, splitting or in lieu of share certificates lost, defaced or destroyed.

The Composition of Shareholder and Investor Grievances' Committee is as follows:

SL.NO	Name	Designation	Category
1.	Niraj Jewrajka	Chairman	Independent/Non Executive
2.	Punit Sureka	Member	Non Independent/Non Executive/ Promoter
3.	Goutam Gupta	Member	Non Independent/Executive
4.	Prasanta Nath [^]	Member	Independent/Non Executive

[^]Mr. Prasanta Nath, resigned from the Board w.e.f July 25, 2014.

F. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

4. GENERAL BODY MEETINGS:

I. Annual General Meetings (AGM)

The details of the last three Annual General Meetings (AGMs) of the Company are as under:

Financial Year	Date & Time	Venue
2013-14	30th September, 2014, at 11.30 A.M	Sakuntala Multiplex, 808 Ho-Chi Minh Sarni, Near Sakuntala Park, Kolkata - 700 061
2012-13	30th September, 2013, at 11.30 A.M	158, Lenin Sarani, 3rd Floor, Room No. 7B, Kolkata - 700 013
2011-12	29th September, 2012, at 11.30 A.M	158, Lenin Sarani, 3rd Floor, Room No. 7B, Kolkata - 700 013

II. Postal Ballot

The Company successfully completed the process of obtaining approval of its Members on the following resolution through Postal Ballots during the year 2014-15:

III. Migration from BSE SME Exchange to BSE Main Board

Voting Pattern and Procedure for Postal Ballot:

- The Board of Directors of the Company had appointed Mr. Anurag Fatehpuria, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot voting process;
- The Postal Ballot notices were dispatched to the Equity Shares on 17th October, 2014 together with the Explanatory Statement along with forms and postage prepaid business reply envelopes;
- The Scrutinizer had submitted its report on 19th November, 2014;
- On 20th November, 2014, Mr. Goutam Gupta, Managing Director announced the results of the postal ballot as per the Scrutinizer's Report.

5. DISCLOSURES:

- a) There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, or their relatives or Subsidiaries that had potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report.
- b) There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.
- c) No penalties have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- d) The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.
- e) During the year ended 31st March, 2015 the Company does not have any material listed/unlisted subsidiary companies as defined in Clause 49 of the Listing Agreement.
- f) The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under Clause 49 of the Listing Agreement.

6. CEO/CFO CERTIFICATION:

The Managing Director (MD) and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Clause 49 of the listing agreement certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

7. MEANS OF COMMUNICATION:

The Quarterly Un-Audited (Provisional) Results and the Annual Audited Financial results of the company are sent to the stock exchanges immediately after they are approved by the Board and are also published in one vernacular news paper and one English news paper. Also they are uploaded on the company's website www.bronzeinftratech.com. The results are published in accordance with the guidelines of the Stock Exchanges.

8. GENERAL'S SHAREHOLDERS INFORMATION:

a) Annual General Meeting:

Day & Date: Friday, 18th September, 2015

Time: 10.00 a.m.

Venue: Tusthi Banquet Hall, 808 Ho-Chi Minh Sarni, Behala, Near Sakuntala Park, Kolkata -700 061

b) Financial Calendar:

Financial Year: April 01 to March 31 for the financial year 2015-16, the tentative dates for declaration of Quarterly unaudited results will be by August 14, 2015, November 15, 2015, 2015, February 14, 2016 and May 30, 2016.

c) Book Closure:

The Register of Members and Transfer Books of the Company will remain closed from Friday 11th day of September, 2015 to Friday the 18th day of September, 2015 (both days inclusive).

d) Listing in stock exchanges and stock codes:

The names of stock exchanges at which the equity shares are listed and respective stock codes are as under:

Name of the Stock Exchanges	Stock Code No.
BSE Limited	534731

e) The ISIN number for the Company equity share: INE830N01015

f) CIN: L74990WB2004PLC100116

g) Outstanding GDR's/ADR's/Warrant's/Convertible instruments and their impact on equity: NIL

h) Listing Fees:

The Company has paid listing fees up to 31st March, 2016 to BSE Limited (BSE), where the Company's shares are listed.

i) E-Voting :

In terms of Section 108 of the Companies Act, 2013, Rules framed there under and Clause 35B of the Listing Agreement, the Company is providing e-voting facility to its Members in respect of all Members' resolutions proposed to be passed at this Annual General Meeting.

j) Share Transfers Agent:

M/s. Maheshwari Datamatics, 6, Mangoe Lane, 2nd Floor, Kolkata-700 001, West Bengal

k) Share Transfer System:

All physical share transfers are effected within 15 days of lodgment, subject to the documents being in order.

9. COMPLIANCE:

Certificate from the Statutory Auditors confirming compliance with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange forms part of the Annual Report.

10. SUBSIDIARY COMPANIES:

The Company does not have any subsidiary during the Financial Year ended 31st March, 2015.

11. REPORT ON CORPORATE GOVERNANCE

The Corporate Governance Report forms part of the Annual Report. Your Company complies with the provisions of clause 49 of the Listing Agreement with the Stock Exchange.

For and on behalf of the Board of Directors

Sd/-

Goutam Gupta

Chairman & Managing Director

DIN: 06740979

Place: Kolkata

August 24, 2015

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The purpose of this discussion is to provide an understanding of financial statements and a composite summary of performance of our business.

Management Discussion and Analysis (MDA) is structured as follows:

- Overview of Indian Economy
- Construction Industry Overview
- Business Overview:
- Financial Performance and Highlights
- Internal Control Systems and adequacy
- Material Development in Human Resources

Overview of Indian Economy

India is the fourth largest economy in the world after the European Union, United States of America and China in purchasing power parity terms, with an estimated Gross Domestic Product ("GDP") (purchasing power parity) of U.S.\$ 4.46 trillion in 2011 (Source: CIA World Factbook 2011). India rebounded from the global financial crisis, largely because of strong fundamentals and robust banking policies, posting a GDP growth of 7.8% in 2011. India is developing into an open-market economy, yet traces of its past autarkic policies remain. Economic liberalization, including industrial deregulation, privatization of state-owned enterprises, and reduced controls on foreign trade and investment, began in the early 1990s and has served to accelerate the country's growth, which has averaged more than 7% per year since 1997.

Construction Industry Overview

The Construction Industry in India is the second largest economic activity after agriculture and provides employment to large amount of people. Broadly, construction can be classified into two segments – infrastructure and real estate. The infrastructure segment involves construction projects in different sectors like roads, rails, ports, irrigation, power, *etc.* Investment in the infrastructure sector plays a crucial role in the growth of the economy of the country. Development of infrastructure in the country mainly depends upon the spending by GOI in various sub-segments of infrastructure.

Business Overview:

Our Company was initially incorporated with the object of trading in textiles. Till FY 2012 our Company was engaged in the business of textile trading. We started construction and IT Supply activities in FY 2012-13. Currently, we subcontract specific construction, development and execution work related to our projects to third party contractors. Currently, we are engaged in the business of Land Development, Construction and execution of infrastructure projects. We are currently executing four diversified projects, two of which are land development based projects, one project for civil work and another project related to supply of IT Equipments.

Financial Performance

During the fiscal 2015, the gross revenue of the Company was Rs. 20,751,830 as compared to previous fiscal of Rs. 18,468,359. Profit after tax for the fiscal 2015 was Rs. 55,281 as compared to the previous year Rs. 240,082.

Financial Highlights:

- Revenue from operation stood at Rs. 20,751,830/- for fiscal year 2015
- Profit before Taxes of fiscal year 2015 was Rs.79,270/-
- Profit After Taxes of fiscal 2015 was Rs.55,281/-
- Basic Earnings per share for fiscal 2015 was Rs. 0.00 per share.

Internal Control System and Adequacy:

Internal Control Systems has been designed to provide reasonable assurance that assets are safeguarded, transactions are executed in accordance's with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other financial information. Internal check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems.

Auditor's Certificate on Corporate Governance

To,
The Members
M/s. Bronze Infra-Tech Limited

We have examined the compliance of conditions of corporate governance by Bronze Infra-Tech Limited, ('the Company'), for the year ended on March 31, 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Surana Singh Rathi And Co.
Chartered Accountants
Firm Registration No. : 317119E

Renu Surana
Partner
Membership No.: 061788

Place: Kolkata
Date: 30th May 2015

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF BRONZE INFRA-TECH LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of BRONZE INFRA-TECH LIMITED ("the company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
4. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2015, its profit and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2015("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
8. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i. The Company does not have any pending litigations which would materially impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses]
 - iii. There were no amounts which were required to be transferred by the Company to the Investor Education and Protection Fund.

For Surana Singh Rathi And Co.
Chartered Accountants
Firm Registration No. :317119E

Renu Surana
Partner
Membership No.: 061788

Place: Kolkata
Date: 30th May 2015

Annexure referred to in paragraph 7 Our Report of even date to the members of BRONZE INFRA-TECH LIMITED on the accounts of the company for the year ended 31st March, 2015

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;
- ii. The nature of business of the Company does not require it to have any inventory. Hence, the requirement of clause (ii) of paragraph 3 of the said Order is not applicable to the Company.
- iii. The company has not granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and for the sale of services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, no major weakness has not been noticed or reported.
- v. As informed to us, the Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- vi. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act..
- vii. (a) *According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, , Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India except for Rs. 5961905.00 (Rupees fifty nine lacs sixty one thousand nine hundred five only) on account of service Tax which has been outstanding for a period exceeding six months. ;*

(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.

(c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise.
- viii. The company has no accumulated losses as on 31st March, 2015 and neither has incurred any cash losses during the financial year ending 31st March, 2015.
- ix. According to the records of the company examined by us and as per the information and explanations given to us, the company has not availed of any loans from any financial institution or banks and has not issued debentures.
- x. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year.
- xi. In our opinion, and according to the information and explanations given to us, the company has not raised any term loans during the year.
- xii. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

For Surana Singh Rathi And Co.
Chartered Accountants
Firm Registration No. :317119E

Renu Surana
Partner
Membership No.: 061788
Place: Kolkata
Date: 30th May 2015

BRONZE INFRA-TECH LIMITED

CIN:- L74990WB2004PLC100116

BALANCE SHEET AS AT 31st MARCH 2015

		Amount in ₹	
	Note	As at 31 st March 2015	As at 31 st March 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	172,765,000	172,765,000
Reserves and Surplus	4	82,920,616	82,865,336
		255,685,616	255,630,336
Non- Current Liabilities			
Deferred Tax Liability (Net)	8	-	1,647
		-	1,647
Current Liabilities			
Trade Payables	5.1	-	-
Other Current Liabilities	5.2	9,204,878	25,529,572
Short-term Provisions	6	45,000	193,220
		9,249,878	25,722,792
TOTAL EQUITY AND LIABILITIES		264,935,495	281,354,775
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	7	318,269	66,583
Short-term Loans and Advances	12	1,066,800	855,600
Deferred Tax Assets (Net)	8	19,364	-
		1,404,433	922,183
Current Assets			
Current Investments	9	219,297,014	247,147,758
Inventory		4,030,200	555,503
Trade Receivables	10	8,982,240	5,246,813
Cash and Bank Balances	11	5,362,401	1,569,694
Short-term Loans and Advances	12	25,859,207	25,912,823
		263,531,062	280,432,592
TOTAL ASSETS		264,935,495	281,354,775

The accompanying notes 1 to 27 are an integral part of the Financial Statement

In terms of our report of even date annexed

For Surana Singh Rathi And Co.
Chartered Accountants
FRN: 317119E

R. Surana
Partner
Membership No. 061788

Kolkata, 30th May, 2015

For and on behalf of the Board

Goutam Gupta
(Managing Director)
Din: 06740979

Amit Bansal
(CFO)

Punit Sureka
(Director)
Din: 00535780

Shilpi Agarwal
(Company Secretary)

BRONZE INFRA-TECH LIMITED

CIN:- L74990WB2004PLC100116

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2015

		Amount in ₹	
	Notes	For the year ended 31 st March 2015	For the year ended 31 st March 2014
INCOME			
Revenue from Operations (gross)	13	20,751,830	18,468,359
Less : Excise Duty		-	-
Revenue from Operations (net)		20,751,830	18,468,359
Other Income	14	174,990	206,254
	"A"	20,926,820	18,674,613
EXPENDITURE			
Purchase of Traded Goods	15	11,326,110	7,552,631
Changes in Inventories of finished goods	16	(3,474,697)	(555,503)
Employee Benefits Expense	17	2,280,698	696,554
Finance Cost	18	-	71,918
Depreciation and Amortization Expenses	19	112,905	12,132
Other Expenses	20	10,602,534	10,459,231
	"B"	20,847,550	18,236,963
PROFIT BEFORE TAX	(A-B)	79,270	437,650
TAX EXPENSES :			
Current Tax		45,000	193,220
Deferred Tax		(21,011)	4,348
Earlier Years		-	-
NET TAX EXPENSES		23,989	197,568
PROFIT / (LOSS) FOR THE YEAR		55,281	240,082
Earnings Per Equity Share (Face Value of ₹ 10/- each) :			
Basic	21	0.00	0.01
Diluted		0.00	0.01

The accompanying notes 1 to 27 are an integral part of the Financial Statement

In terms of our report of even date annexed

For Surana Singh Rathi And Co.

Chartered Accountants

FRN: 317119E

R. Surana

Partner

Membership No. 061788

Kolkata, 30th May, 2015

For and on behalf of the Board

Goutam Gupta
(Managing Director)
Din: 06740979

Punit Sureka
(Director)
Din: 00535780

Amit Bansal
(CFO)

Shilpi Agarwal
(Company Secretary)

BRONZE INFRA-TECH LIMITED**CASH FLOW STATEMENT** for the year ended 31st MARCH, 2015.

Amount in ₹

Particulars	Year Ended 31st March, 2015	Year Ended 31st March, 2014
A Cash Flow from Operating Activities :		
Net Profit/(Loss) before tax	79,269.71	437,650
Adjustments for:		
Depreciation	112,905	12,132
Interest Income	(142,266)	(120,000)
Income from other Investing Items	(19,256)	(78,611)
Interest Expenses	-	71,918
Operating Profit before working capital changes	30,652.70	323,089
Increase / (Decrease) in Other Current Liabilities	(16,324,693.69)	(23,534,669)
(Increase) / Decrease in Inventories	(3,474,696.74)	(555,503)
Increase / (Decrease) in Trade Payable	-	(32,697,500)
(Increase) / Decrease in Short Term Loans & Advances	53,616	4,381,386
(Increase) / Decrease in Trade Receivables	(3,735,427)	76,659,602
Operating Profit after working capital changes	(23,450,548)	24,576,405
Less: Income Tax Paid	193,220	883,000
Net Cash from/ (used in) Operating Activities (A)	(23,643,768)	23,693,405
B Cash Flow from Investing Activities :		
Interest Income	142,266	120,000
Income from other Investments	19,256	78,611
Purchase of fixed Asset	(364,591)	(3,204)
loans and advances	(211,200)	
(Purchase)/sale of investment	27,850,744	(48,050,304)
Net Cash from/ (used in) Investing Activities (B)	27,436,475	(47,854,897)
C Cash Flow from Financing Activities :		
Interest Expenses	-	(71,918)
Net Cash from/ (used in) Financing Activities (C)	-	(71,918)
Net Increase/ (Decrease) in Cash & Cash Equivalents (A+B+C)	3,792,707	(24,233,410)
Cash & Cash Equivalents as at the beginning of the year	1,569,694	25,803,106
Cash & Cash Equivalents as at the end of the year	5,362,401	1,569,696

For Surana Singh Rathi And Co.

Chartered Accountants

FRN: 317119E

R. Surana

Partner

Membership No. 061788

Kolkata, 30th May, 2015

For and on behalf of the Board

Goutam Gupta
(Managing Director)

Din: 06740979

Amit Bansal
(CFO)Punit Sureka
(Director)

Din: 00535780

Shilpi Agarwal
(Company Secretary)

BRONZE INFRA-TECH LIMITED

CIN:- L74990WB2004PLC100116

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2015

3. SHARE CAPITAL	As at 31 st March 2015 Amount in ₹	As at 31 st March 2014 Amount in ₹
Authorised Shares 17,500,000 Equity Shares of ₹ 10/- each	175,000,000	175,000,000
Issued, Subscribed & Fully paid-up shares 17,276,500 Equity Shares of ₹ 10/- each	172,765,000	172,765,000
	172,765,000	172,765,000

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period :

	As at 31 st March 2015		As at 31 st March 2014	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
Shares outstanding at the beginning of the year	17,276,500	172,765,000	17,276,500	172,765,000
Shares Issued during the year - Bonus Issue	-	-	-	-
Shares Issued during the year - Preferential Issue	-	-	-	-
Shares Issued during the year - Public Issue	-	-	-	-
Shares outstanding at the end of the year	17,276,500	172,765,000	17,276,500	172,765,000

(b) Terms / Rights attached to Equity Shares

The Company has only one class of Equity Shares having a par value of ₹ 10 per shares. Each holder of equity shares is entitled to one vote per share. Any shareholder whose name is entered in the Registrar of Members of the Company shall enjoy the same rights and be subject to the same liabilities as all other shareholders of the same class.

Dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The Company in general meeting can't declare dividend in excess of the amount recommended by the Board. Dividend as declared in the ensuing Annual General Meeting, shall be distributed within the period provided in Companies Act, 2013.

In the event of Winding up of the Company, Equity Shareholders will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. For the said purpose, the liquidator may set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out between the members.

(c) Details of Shareholders holding more than 5 % (percent) shares in the Company :

	As at 31 st March 2015		As at 31 st March 2014	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Equity Shares of ₹ 10 each fully paid-up Competent Textiles (P) Ltd.	7,340,680	42.49%	8,028,680	46.47%

As per records of the Company, including its registers of Shareholders / Members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(d) Aggregate number of shares allotted as fully paid up by way of bonus shares during the period of five years immediately preceding the reporting date :

Equity Shares of ₹ 10 each

Issued as fully paid-up by way of Bonus Shares (issued in Ratio of 1:12 adjusted with Securities Premium Account) in F.Y. 2012-13 3078000 Equity Shares of RS 30780000

BRONZE INFRA-TECH LIMITED

CIN:- L74990WB2004PLC100116

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2015

4. RESERVES & SURPLUS	As at 31 st March 2015 Amount in ₹	As at 31 st March 2014 Amount in ₹		
Securities Premium Account #				
Balance as per last financial statements	80,103,142	80,103,142		
	80,103,142	80,103,142		
Surplus / (Deficit) in the Statement of Profit and Loss				
Balance as per last financial statements	2,762,194	2,522,112		
Add : Net Profit / (Net Loss) for the year	55,281	240,082		
Net Surplus / (Deficit) in the Statement of Profit and Loss	2,817,474	2,762,194		
	82,920,616	82,865,336		
5. TRADE PAYABLES & OTHER CURRENT LIABILITIES				
5.1 Trade Payables				
Trade Payables	-	-		
	-	-		
5.2 Other Current Liabilities				
Dues for Expenses	538,332	82,578		
Dues for Statutory Liabilities	6,166,546	6,476,994		
Advances received from Parties	2,500,000	18,970,000		
	-	-		
	9,204,878	25,529,572		
6. SHORT TERM PROVISIONS				
Provision For Tax	45,000	193,220		
	45,000	193,220		
8. DEFERRED TAX				
Deferred Tax Assets				
Fixed Assets : Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting	19,364	-		
Net Deferred Tax Assets	19,364	-		
Deferred Tax Liability				
Fixed Assets : Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting	-	1,647		
Net Deferred Tax Liability	-	1,647		
9. CURRENT INVESTMENTS				
Valued at cost				
	As at 31st March 2015		As at 31st March 2014	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
QUOTED				
DSP Black Rock	95	954	95	954
Econet	830,000	164,921,000	830,000	164,921,000
Unno Industries	-	-	1,150,067	34,105,744
		164,921,954		199,027,698
UNQUOTED				
Evergreen Trafim Pvt Ltd	29,750	297,500	29,750	297,500
G.C. Construction	33,000	9,900,000		
Jackpot Vintrade P Ltd	4,422	4,422,000	17,822	17,822,000
Lifestyle Barter Pvt Ltd	56	560	56	560
Newedge Vinimay Pvt Ltd	14,725	14,725,000		
Silverson Tradelink Pvt Ltd	25,030	25,030,000	30,000	30,000,000
		54,375,060		48,120,060
		219,297,014		247,147,758

BRONZE INFRA-TECH LIMITED

CIN:- L74990WB2004PLC100116

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2015

10. TRADE RECEIVABLES	As at 31 st March 2015 Amount in ₹	As at 31 st March 2014 Amount in ₹
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	4,615,215	4,615,215
Doubtful	-	-
	<u>4,615,215</u>	<u>4,615,215</u>
Outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	4,367,025	631,598
	<u>4,367,025</u>	<u>631,598</u>
Other Receivables		
Unsecured, considered good	-	-
	<u>-</u>	<u>-</u>
	<u>8,982,240</u>	<u>5,246,813</u>
11. CASH AND BANK BALANCES		
Cash and Cash Equivalents		
Balances with Banks		
In Current Accounts	5,176,049	145,6510
Cash in Hand	186,352	113,185
	<u>5,362,401</u>	<u>1,569,694</u>
12. SHORT TERM LOANS AND ADVANCES		
12.1 CURRENT		
Unsecured, considered good unless stated otherwise		
Advances recoverable in Cash or in kind or for value to be received	25,394,779	25,222,052
Balances with Revenue Authorities	380,358	606,701
others	84,070	84,070
	<u>25,859,207</u>	<u>25,912,823</u>
12.2 NON CURRENT		
Deposit with Stock Exchange	855,600	855,600
Deposit Others	211,200	-
	<u>1,066,800</u>	<u>855,600</u>
13. REVENUE FROM OPERATIONS		
Sale of Products		
Traded Goods	12,678,291	7,155,759
Sale of Services	8,073,539	11,312,600
Revenue from Operations (gross)	<u>20,751,830</u>	<u>18,468,359</u>
Less : Excise Duty	-	-
Revenue from Operations (net)	<u>20,751,830</u>	<u>18,468,359</u>
(a) Details of Products Sold		
Traded Goods		
Fancy Sarees	-	6,452,500
Electronic Items	12,678,291	703,259
	<u>12,678,291</u>	<u>7,155,759</u>
(b) Details of Services Rendered		
Contract Receipts	8,012,600	11,312,600
	<u>8,012,600</u>	<u>11,312,600</u>
14. OTHER INCOME		
Interest on Loan	142,266	120,000
Income from MF	-	78,611
Discount Received	13,468	7,643
Income From Sale of Securities	19,256	-
	<u>174,990</u>	<u>206,254</u>

BRONZE INFRA-TECH LIMITED

CIN:- L74990WB2004PLC100116

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2015

15. PURCHASE OF TRADED GOODS	For the year ended 31 st March, 2015 Amount in ₹	For the year ended 31 st March, 2014 Amount in ₹
Details of Purchase of Traded Goods		
Fancy Sarees	-	6,350,000
Electronic Items	11,326,110	1,202,631
	11,326,110	7,552,631
16. CHANGES IN INVENTORY OF FINISHED GOODS		
At the beginning of the period	555,503	-
At the end of the period	4,030,200	555,503
	(3,474,697)	(555,503)
17. EMPLOYEE BENEFITS EXPENSE		
Salaries, Bonus & Other Allowances	2,280,698	696,554
	2,280,698	696,554
18. FINANCE COST		
Interest Expenses	-	71,918
	-	71,918
19. DEPRECIATION AND AMORTIZATION EXPENSES		
Depreciation on Tangible Assets	112,905	12,132
	112,905	12,132
20. OTHER EXPENSES		
Direct Expenses		
Contract Charges Paid	7,336,000.00	9,089,000.00
Commission	-	-
Carriage Inward	93,300	52,500
Port Charges	231,494	-
Entry Tax	93,343	-
Administrative Expenses		
Accounting Charges	90,000	78000
Advertising Expenses	109,933	-
Bank Charges	11,780	13616.69
Carriage Outward	95,810	40000
Courier Expenses	78,193	-
Depository fee	65,000	49797
Discount Given	10,814	-
Electrecity Expenses	59,846	-
Filing Fees	19,900	15500
Foreign Currency Fluctuation	60,984	-
General Expenses	117,297	65430.93
Insurance	49,154	-
Interest on Taxes	6,126	193730
Listing Fees	496,632	25000
Market Making Fees	150,000	450000
Office Expenses	32,134	-
Packing Expenses	80,810	50000
Payment to Auditor (Refer details below)	60,000	55000
Printing & Stationary	56,403	5902
Professional Fees	13,700	10000
Registrar & Share Transfer charges	23,500	(13,106)
Rent	297,800	180000
Sales Promotion Expenses	85,000	-
Telephone & Internet Expenses	27,002	3285.66
Travelling & Conveyance	730,580	95575
Website Expenses	20,000	-
	10,602,534	10,459,231

BRONZE INFRA-TECH LIMITED

CIN:- L74990WB2004PLC100116

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2015

(a) Details of Payments to Auditor

As Auditor		
Statutory Audit	50,000	50,000
Certification Fees	-	5,000
Tax Audit	10,000	-
	60,000	55,000

21. EARNINGS PER SHARE (EPS)

The calculation of Earning Per Share (EPS) has been made in accordance with Accounting Standard - 20. A statement on calculation of Basic and Diluted EPS is as under :

	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
Net Profit After Taxation (in ₹)	55,281	240,082
Weighted average number of Equity Shares	17,276,500	17,276,500
Add: Dilutive Potential Equity Shares	-	-
No. of Equity Shares for Dilutive EPS	17,276,500	17,276,500
Nominal Value of Shares (in ₹)	10	10
Basic Earnings Per Share (in ₹)	0.00	0.01
Diluted Earnings Per Share (in ₹)	0.00	0.01

22. PRIOR PERIOD ITEM

	For the year ended 31 st March, 2015 Amount in ₹	For the year ended 31 st March, 2014 Amount in ₹
ROC Filing Fees	-	-
	-	-

23. RELATED PARTY DISCLOSURES

(a) List of Related Parties

Name of related parties with whom transactions have taken place during the year:

(i) Key Management Personnel

Goutam Gupta	Managing Director
Amit Bansal	CFO

(ii) Other Related Parties (Enterprises having control over the Company)

Competent Textiles (P) Ltd

(b) Transactions with Related Parties

Particulars	Other Related Parties		Key Mgm. Personnel	
	2014-2015	2013-2014	2014-2015 (₹)	2013-2014 (₹)
Transactions with Key Management Personnel				
Goutam Gupta				
-Remuneration	-	-	360,000	-
Amit Bansal				
-Remuneration	-	-	50,000	-
- Reimbursement of Travelling Expenses	-	-	90,410	
Balance Outstanding at the year end				
Receivable	Nil	Nil	Nil	Nil
Payable	Nil	Nil	140210.00	Nil

24. VALUE OF IMPORTS CALCULATED ON C.I.E. BASIS

	For the year ended 31 st March, 2015 Amount in ₹	For the year ended 31 st March, 2014 Amount in ₹
Traded Goods	9,041,666	Nil

BRONZE INFRA-TECH LIMITED

CIN:- L74990WB2004PLC100116

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2015

25. **DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MSMED ACT 2006**
Based on the representations made to us by the management of the Company, there are no dues to entities defined as Micro and Small Enterprises under Micro, Small and Medium Enterprises Development Act, 2006.

	For the year ended 31 st March, 2015 Amount in ₹	For the year ended 31 st March, 2014 Amount in ₹
26. EXENDITURE IN FOREIGN CURRENCY	60,984	Nil
27. EARNINGS IN FOREIGN EXCHANGE	Nil	Nil
27. REMUNARATION TO DIRECTORS		
-Salary	410,000	-

28. **SEGMENT REPORTING**

A) PRIMARY SEGMENT INFORMATION (BUSINESS SEGMENTS)

	2015	
	External Sale	Total
1 Segment Revenue		
Works Contract	8,012,600	8,012,600
Trading of Electronic Items	12,678,291	12,678,291
Other	60,939	60,939
	<u>12,739,230</u>	<u>12,739,230</u>
Segment Total	20,751,830	20,751,830
Gross Revenue from sale of products and services		20,751,830
2 Segment Results		
Works Contract		676,600
Trading of Electronic Items		4,408,741
Other		60,939
Consolidated Total		5,146,280
Unallocated corporate expenses net of unallocated income		5,242,000
Profit before interest etc. and taxation		(95,721)
Interest earned on loans and deposits, income from current and long term investments, profit and loss on sale of investments etc. - Net		174,990
Profit Before Tax		79,270
Tax Expenses		23,989
Profit for the year		55,281
3 Other Information		
Unallocated Corporate Assets/Liabilities		

B) The Company do not have any Geographical Segments

The Company operates mainly in Works & Supplies Contracts, hence in pursuance to the requirements of Accounting Standard 17 issued by the Institute of Chartered Accountants of India the segments are not separately reportable.

28. **PREVIOUS YEAR FIGURES**

The Company has reclassified, rearranged and regrouped the previous year figures in accordance with the requirements applicable in the current year.

For Surana Singh Rathi And Co.
Chartered Accountants
FRN: 317119E

For and on behalf of the Board

R. Surana
Partner
Membership No. 061788

Goutam Gupta
(Managing Director)
Din: 06740979

Punit Sureka
(Director)
Din: 00535780

Kolkata, 30th May, 2015

Amit Bansal
(CFO)

Shilpi Agarwal
(Company Sectreary)

BRONZE INFRA-TECH LIMITED

CIN:- L74990WB2004PLC100116

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2015

7. FIXED ASSETS

Amount in ₹

Description	Gross Block				Depreciation / Amortisation				Net Block	
	As at 01-04-2014	Additions	Deduction/ Adjustments	As at 31-03-2015	As at 01-04-2014	For the year	Deduction/ Adjustments	Up to 31-03-2015	As at 31-03-2015	As at 31-03-2014
TANGIBLE ASSETS :										
Computer	114,259	192,524	-	306,783	109,949	39,635	-	149,584	157,199	4,310
Furniture & Fixture	110,145	7,500.00	-	117,645	91,540	18,870	-	110,410	7,235	18,605
Mobile Phones	58,249	-	-	58,249	14,581	43,668	-	58,249	-	43,668
Motors	-	88,354.00	-	88,354	-	7,141	-	7,141	81,213	-
Electrical Equipment	-	76,213.00	-	76,213	-	3,591	-	3,591	72,622	-
Total (A)	282,653	364,591	-	647,244	216,070	112,905	-	328,975	318,269	66,583
INTANGIBLE ASSETS :										
Total (B)	-	-	-	-	-	-	-	-	-	-
Total (A+B)	282,653	364,591	-	647,244	216,070	112,905	-	328,975	318,269	66,583
Previous Year	279,449	3,204	-	282,653	203,938	12,132	-	216,070	66,583	-

BRONZE INFRA-TECH LIMITED

CIN:- L74990WB2004PLC100116

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

1 **CORPORATE INFORMATION**

Bronze Infra-Tech Limited (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 2013.

1.1 **BASIS OF PREPARATION**

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with Generally Accepted Accounting Principles (GAAP) in India, in compliance with the provisions of the Companies Act, 2013 and the Accounting Standards as specified in the Companies (Accounting Standards) (Second Amendment) Rules, 2011, prescribed by the Central Government. Management evaluates all recently used or revised accounting standards on an ongoing basis.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

2 **SIGNIFICANT ACCOUNTING POLICIES**

(a) **Use of Estimates**

The preparation of the Financial Statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amount of income and expenses during the period. Examples of such estimates includes future obligation with respect to employees benefits, income taxes, useful lives of fixed assets etc. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

(b) **Fixed Assets and Depreciation**

(i) *Tangible Assets*

Tangible assets are stated at their cost of acquisition net of receivable CENVAT and VAT Credits. All costs, direct or indirect, relating to the acquisition and installation of fixed assets and bringing it to its working condition for its intended use are capitalised and include borrowing costs and adjustments arising from foreign exchange rate variations directly attributable to construction or acquisition of fixed assets. Depreciation on fixed assets is provided on straight line method (SLM) on a pro-rata-basis at the rates and in the manner specified in Schedule II to the Companies Act, 2013. In respect of assets acquired/sold during the year, depreciation has been provided on pro-rata basis with reference to the days of addition/put to use or disposal.

(ii) *Intangible Assets*

Intangible Assets are stated at their cost of acquisition, less accumulated amortization and accumulated impairment losses thereon. An intangible asset is recognized where it is probable that future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. The depreciable amount of intangible assets is allocated based on the estimates of the useful life of the asset not exceeding five years.

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(c) **Impairment of Assets**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit & Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

(d) **Investments**

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investment. Current investment are carried at lower of cost and fair value determined on an individual item basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

(e) **Inventories**

- (i) Finished and Semi-Finished products produced and purchased by the Company are carried at lower of cost and net realisable value after providing for obsolescence, if any.
- (ii) Work-in-progress is carried at lower of cost and net realisable value.
- (iii) Stock of raw materials, stores, spare parts and packing materials are valued at lower of cost less CENVAT Credit/ VAT availed or net realisable value.
- (iv) Cost of inventories comprises all costs of purchase, cost of conversion and other costs incurred in bringing them to their respective present location and condition.
- (v) Liability for excise duty in respect of goods manufactured by the Company is accounted upon removal of goods from the factory.

(f) **Revenue Recognition**

Income and expenditure is recognized and accounted for on accrual basis. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from sale of goods is recognised on transfer of significant risks and rewards of ownership to the customer and when no significant uncertainty exists regarding realisation of the consideration. Sales are recorded net of sales returns, sales tax/VAT, cash and trade discounts.

(g) **Foreign Currency Transactions**

The company follows Accounting Standard 11 issued by the Institute of Chartered Accountants of India to account for the foreign exchange transactions.

(h) **Government Grants and Subsidies**

Grants and Subsidies from the Government are recognized when there is reasonable certainty that the Grant/Subsidy will be received and all attaching conditions will be complied with. When the Grant or Subsidy relates to an expense item, it is recognised as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate. Where the Grant or Subsidy relates to an asset, its value is deducted from the gross value of the asset concerned in arriving at the carrying amount of the related asset. Government Grants of the nature of Promoters' contribution are credited to Capital Reserve and treated as a part of Shareholders' Funds.

(i) **Retirement Benefits**

Contributions to the provident fund and employees state insurance (if any) is made monthly at a pre-determined rate to the Provident Fund Commissioner and Employees State Insurance Fund respectively and debited to the profit & loss account on an accrual basis.

Provision for outstanding Leave Encashment benefit and Gratuity (if any) for employees, if any is accounted for on accrual basis.

(j) **Borrowing Costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. All other borrowing costs are charged to revenue.

BRONZE INFRA-TECH LIMITED

CIN:- L74990WB2004PLC100116

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2015

(k) **Lease Policy**

(i) *Finance Leases*

Leases which effectively transfer to the company substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the Statement of Profit and Loss.

A Leased Asset is depreciated on a straight-line basis over the useful life of the asset or the useful life envisaged in Schedule II to the Companies Act, 2013, whichever is lower.

(ii) *Operating Leases*

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as Operating lease. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

(l) **Earning Per Share**

The Company reports Basic and Diluted earnings per equity share in accordance with the Accounting Standard - 20 on Earning Per Share. In determining earning per share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary/exceptional items. The number of shares used in computing basic earning per share is the weighted average number of equity shares outstanding during the period. The numbers of shares used in computing diluted earning per share comprises the weighted average number of equity shares that would have been issued on the conversion of all potential equity shares. Dilutive potential equity shares have been deemed converted as of the beginning of the period, unless issued at a later date.

(m) **Provision for Current and Deferred Tax**

Provision for current Income Tax and Wealth Tax are made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred Tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

(o) **Provision, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

BRONZE INFRA-TECH LIMITED
CIN: L74990WB2004PLC100116

Regd. Office: Unit No.3/A Imax Lohia S, 23 Gangadhar Babu Lane, Kolkata – 700012

11TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP Id *		Client Id*	
Regd. Folio No.		No. of Shares	

*Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full: _____

I/we hereby record my/our presence at the 11th annual general meeting of the Company being held on Friday, the 18th day of September, 2015 at 10.00 a.m. at Tusthi Banquet Hall, 808 Ho-Chi Minh Sarani, Behala, Sakuntala Park, Kolkata - 700 061, West Bengal

Please (√) in the box

MEMBER PROXY

Signature of Shareholder / Proxy

**Form No. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN: L74990WB2004PLC100116

Name of the Company: Bronze Infra-Tech Limited

Registered Office: Unit No.3/A Imax Lohia S, 23 Gangadhar Babu Lane, Kolkata - 700012

Name of the member(s)	
Registered address:	
E-mail Id:	
Folio No. / Client Id	
DP ID:	

I/We, being the member(s) of shares of the above named Company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him/her

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him/her

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company, to be held on 18th September, 2015 at 10:00 a.m. at Tusthi Banquet Hall, 808 Ho-Chi Minh Sarni, Behala, Sakuntala Park, Kolkata - 700 061, West Bengal, and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Description of Resolutions:
1.	To receive, consider and adopt the Audited Profit & Loss Statement for the year ended 31st March, 2015, the Balance Sheet as on that date and the Reports of the Board of Directors and the Auditors thereon.
2.	To appoint a Director in place of Mr. Punit Sureka (DIN: 00535780), who retires by rotation and being eligible, offers himself for re-appointment.
3.	Ratification of Auditors Appointment.
4.	To appoint Ms. Neha Mehrotra (DIN: 05318153), as an Independent Director of the Company.

Signed this day of 2015

Affix a Re.1/- Revenue Stamp

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. Any alteration or correction made to this Proxy form must be initialled by the signatory / signatories.
4. In case of Joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Form No. MGT- 12

Ballot/ Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: BRONZE INFRA-TECH LIMITED
Registered Office: UNIT NO.3/A IMAX LOHIA S, 23 GANGADHAR BABU LANE, KOLKATA-700012
CIN: L74990WB2004PLC100116

BALLOT PAPER

S No	Particulars	Details
1.	Name of the first named	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary Resolution enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the
1.	To receive, consider and adopt the Audited Profit & Loss Statement for the year ended 31st March, 2015, the Balance Sheet as on that date and the Reports of the Board of Directors and the Auditors thereon.			
2.	To appoint a Director in place of Mr. Punit Sureka (DIN: 00535780), who retires by rotation and being eligible, offers himself for re-appointment.			
3.	Ratification of Auditors Appointment.			
4.	To appoint Ms. Neha Mehrotra (DIN: 05318153), as an Independent Director of the Company			

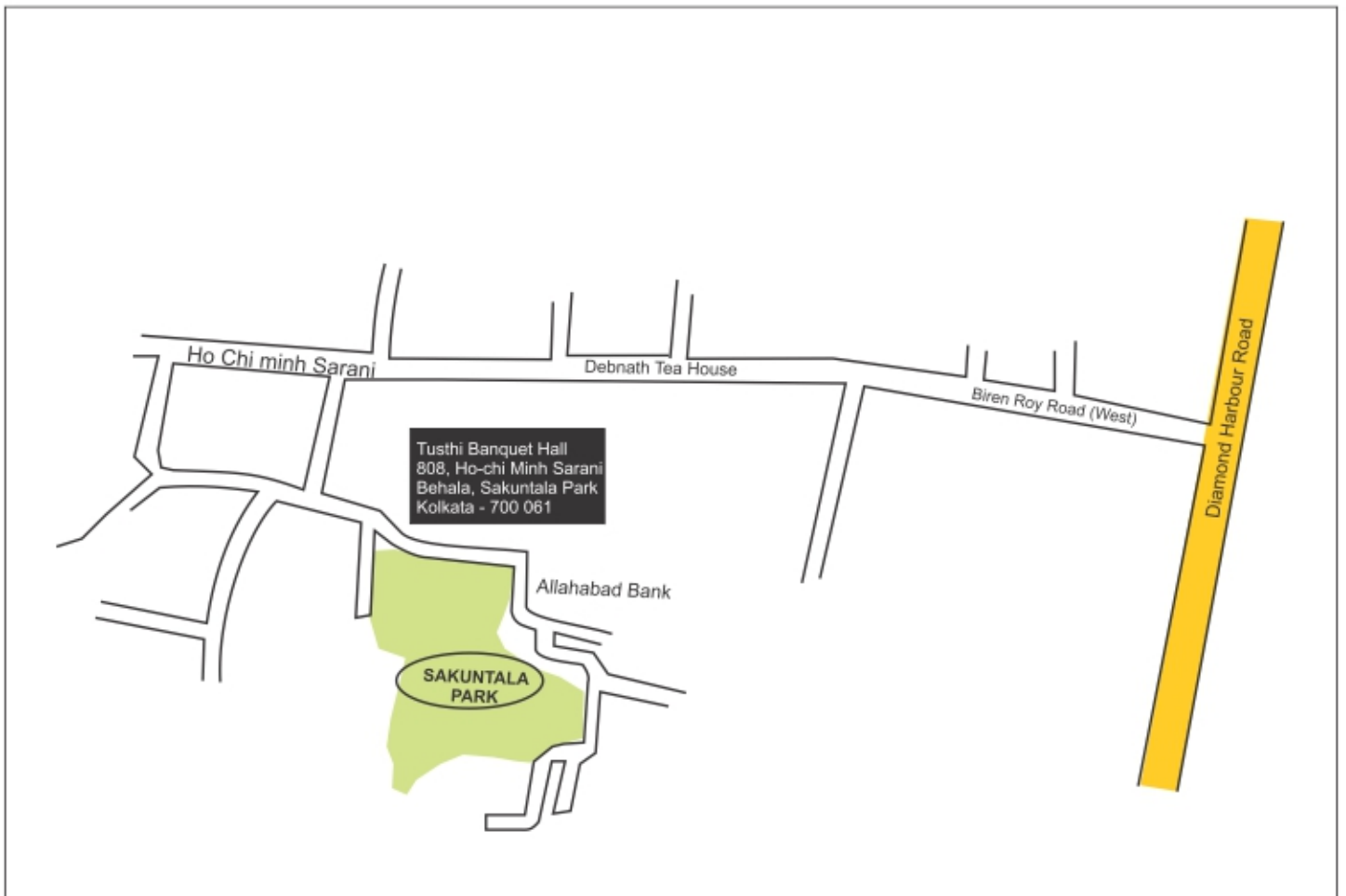
Place:

Date:

(Signature of the shareholder*)

(*as per Company records)

ROUTE MAP



IF UNDELIVERED, PLEASE RETURN,
BRONZE INFRA-TECH LIMITED
Unit No.3/A Imax Lohia S,
23 Gangadhar Babu Lane,
Kolkata-700012