



**BANG OVERSEAS LTD.**

UNIT NO. 405/406, KEWAL IND. ESTATE, S. B. MARG, LOWER PAREL (W), MUMBAI - 400 013. INDIA • CIN : L51900MH1992PLC067013

Tel.: +91 22 6660 7965 / 67, 3040 2214/15 • Fax : +91 22 6660 7970 • email : bol@banggroup.com • Web.: www.banggroup.com

October 01, 2016

To  
The General Manager,  
Department of Corporate Services,  
BSE Ltd.  
P.J. Towers, Dalal Street,  
Fort, Mumbai- 400 001

To  
The Manager,  
Listing Department  
The National Stock Exchange of India Ltd.  
"Exchange Plaza", Bandra-Kurla Complex,  
Bandra (East) Mumbai- 400 051

**Ref: BSE Scrip Code: 532946 and NSE Symbol: BANG**

**Sub.: Annual Report 2015-16**



Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we hereby submit the Annual Report of Bang Overseas Limited (the Company) for the financial year 2015-16, duly approved and adopted by the members of the company as per the Companies Act, 2013 at the 24<sup>th</sup> Annual General Meeting held on Thursday, 29<sup>th</sup> September, 2016 at 9.30 a.m. at Maheshwari Bhavan, 603, Jagannath Shankar Seth Road, Mumbai- 400 002.

Kindly take the same on your record and acknowledge the receipt.

Thanking you,

For Bang Overseas Limited

Trupti Limbasiya  
Company Secretary & Compliance Officer



**24<sup>th</sup>**  
**ANNUAL**  
**REPORT**  
**2015-16**

 **BANG OVERSEAS LTD.**

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**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Mr. Brijgopal Balaram Bang  
Mr. Raghvendra Venugopal Bang  
Mr. Purshottam Bang  
Mr. Vijay Dattatraya Ajgaonkar  
Mr. Subrata Kumar Dey  
Mrs. Swati Sahukara

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

**CHIEF FINANCIAL OFFICER**

Mr. Jaydas Tulshiram Dighe

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Trupti Limbasiya

**STATUTORY AUDITORS**

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

**SECRETARIAL AUDITORS**

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

**REGISTERED OFFICE**

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

**BANKERS**

Bank of India  
Oriental Bank of Commerce

**CORPORATE OFFICE**

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

**REGISTRAR & TRANSFER AGENT**

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

**CORPORATE IDENTITY NUMBER:**

L51900MH1992PLC067013

**MANUFACTURING UNITS**

Unit No. 1-FCC  
19/2, 9th Main, Basavapura Village, Begur Hobli,  
Electronic City Post, Bangalore-560 100, India

Unit No. 2-RCC  
1941/A&2011, Gramathana Kacharakanahalli,  
Hennur Main Road, Bangalore- 560 084

**WAREHOUSES**

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

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

Website: [www.banggroup.com](http://www.banggroup.com)

**DIRECTORS' BIOGRAPHY****MR. BRIJGOPAL BALARAM BANG, CHAIRMAN & MANAGING DIRECTOR:**

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

**MR. RAGHVENDRA VENUGOPAL BANG, WHOLE –TIME DIRECTOR**

Mr. Raghvendra Bang is Commerce Graduate from R A Poddar College, Mumbai University. He has an experience of more than 10 years in the field on Marketing & Finance. He is son of Mr. Venugopal Bang who was earlier on Board of Bang Overseas Limited. He is looking overseas operation of the Company.

**MR. PURSHOTTAM BANG, WHOLE -TIME DIRECTOR**

Mr. Purshottam Bang is a B.Sc.(Physics) Graduate from Jai Hind College, Mumbai. He has a vast experience of more than 17 years in the field of Marketing. He has been handling manufacturing division of Bang Overseas Limited.

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

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

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

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

**MRS. SWATI SAHUKARA, ADDITIONAL INDEPENDENT DIRECTOR:**

Mrs. Swati Sahukara is an Associate Member of the Institute of Company Secretaries of India (ACS), B. Com and L.L.B. She has 9 years of rich experience in the field of Company Secretary profession, worked with various organizations viz. engaged in business of real estate, glass industry, film industry, corporate law consultancy and handled various assignments like merger, amalgamation, takeover, buy back of shares, preferential issue, due diligence etc.

**DIRECTORS' REPORT**

To the Members,

Your Directors take pleasure in presenting their 24th Annual Report of the Company together with the Audited Financial Statement for the year ended 31st March 2016.

**FINANCIAL RESULTS**

(₹ In Lacs)

Description	Standalone		Consolidated	
	Year ended 31.03.2016	Year ended 31.03.2015	Year ended 31.03.2016	Year ended 31.03.2015
Revenue	14608.76	12888.54	16038.92	14895.93
Other Income	299.33	278.41	333.55	326.46
Total Expenditure	14150.04	12980.71	15554.4	14972.67
<b>Earnings before Interest, Depreciation and Tax (EBIDT)</b>	<b>758.06</b>	<b>186.24</b>	<b>818.08</b>	<b>249.73</b>
Less: Interest	450.45	484.79	498.69	543.71
<b>Earnings Before Depreciation and Tax (EBDT)</b>	<b>307.61</b>	<b>(298.55)</b>	<b>319.39</b>	<b>(293.98)</b>
Less: Depreciation	201.62	264.06	216.50	297.27
<b>Profit before Tax (PBT)</b>	<b>105.99</b>	<b>(562.61)</b>	<b>102.89</b>	<b>(591.25)</b>
Less: Adjustment of Exceptional Item	0.00	0.00	0.00	0.00
<b>Profit/ (Loss) before Tax after Exceptional items</b>	<b>105.99</b>	<b>(562.61)</b>	<b>102.89</b>	<b>(591.25)</b>
Less: Tax Provision (Current, Deferred, FBT and Earlier Year adjustment)	(10.80)	(30.67)	(11.08)	(31.83)
<b>Profit/(Loss) after Tax (PAT)</b>	<b>116.79</b>	<b>(531.94)</b>	<b>113.97</b>	<b>(559.42)</b>

**PERFORMANCE REVIEW**
**Stand Alone**

During the year under review, the Company has achieved revenue of Rs. 14608.76 Lacs as against Rs. 12888.54 Lacs in previous year. The Company has incurred a Net Profit after tax of Rs. 116.79 Lacs as against Net loss after tax of Rs. 531.94 lacs for the corresponding previous financial year. Due to Favourable market conditions, the turnover of your company has been increased. Your directors are hopeful for better sales realization and profit in the next year.

**Consolidated**

During the year under review, the Company has achieved revenue of Rs. 16038.92 Lacs as against Rs. 14895.93 Lacs in previous year. The Company has incurred a Net profit after tax of Rs. 113.97 Lacs as against Net Loss after tax of Rs.559.42 lacs for the corresponding previous financial year.

**DIVIDEND AND TRANSFER TO RESERVES**

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

The Register of Members and Share Transfer Books will remain closed from September 23, 2016 to September 29, 2016 (both days inclusive). The Annual General Meeting of the Company will be held on September 29, 2016.

**CHANGE IN THE NATURE OF BUSINESS, IF ANY**

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

**MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT.**

The company has disposed off its wholly owned subsidiary M/s. A. S.

Raiment Private Limited with effect from 02.06.2016, whose accounts are consolidated in the Consolidated Audited Financial Statement of the company as on March 31, 2016.

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

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

**INTERNAL FINANCIAL CONTROL:**

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

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

**CONSOLIDATED FINANCIAL STATEMENTS**

In accordance with the Companies Act, 2013 and Accounting Standard (AS) - 21 on Consolidated Financial Statements read with AS - 23 on Accounting for Investments in Associates, the Audited Consolidated Financial Statement is provided in the Annual Report.

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

**SUBSIDIARY COMPANIES:**

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

1. Vedanta Creations Limited
2. A. S. Raiment Private Limited
3. Bang Europa s.r.o.
4. Bang HK Limited

M/s. A. S. Raiment Private Limited, ceased to be a wholly owned



subsidiary of the company on account of disposal as on 02.06.2016.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing salient features of financial statements of subsidiaries, associates and joint venture companies in Form AOC-1 is attached to the Notes forming a part of consolidated financial statement. The Company does not have any material subsidiary. The policy for determining material subsidiaries framed by the Board of Directors is available on website of the Company at the link [http://www.banggroup.com/images/BOL\\_Policy\\_for\\_Determining\\_Material\\_Subsidiary.pdf](http://www.banggroup.com/images/BOL_Policy_for_Determining_Material_Subsidiary.pdf)

The separate audited financial statements in respect of each of the subsidiary companies for the year ended March 31, 2016 is placed on the Company's website [www.banggroup.com](http://www.banggroup.com) and shall also be kept open for inspection at the Registered Office of the Company. The Company will also make available these documents upon request by any Member of the Company interested in obtaining the same.

#### DEPOSITS

During the year under review, your Company did not accept any deposits in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014. No amounts were outstanding which were classified as Deposit under the applicable provisions of the Companies Act, 2013 as on the balance sheet date.

#### CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility as per Section 135 of the Companies Act, 2013 is currently not applicable to Company

#### STATUTORY AUDITORS

Pursuant to the provision of the section 139 of the Companies Act, 2013 and the rules framed thereunder M/s. Rajendra K. Gupta & Associates, Chartered Accountants, Mumbai, (Registration No. 108373W), were appointed as statutory auditors of the Company from the conclusion of the 22nd Annual General Meeting of the Company held on 29/09/2014, till the conclusion of the 25th Annual General Meeting for the of the Company, subject to the ratification of their appointment at every Annual General Meeting.

The Board recommended to the members the ratification of the appointment of the statutory auditors for the remaining term on such remuneration as may be fixed by the Board.

#### DIRECTORS COMMENT ON AUDITOR'S QUALIFICATION & ADVERSE REMARK IN AUDITOR'S REPORT:

The Auditors has made modified opinion and marked adversely in their report in the para (i)(a) and (i)(b) in respect of the report under Companies (Auditor's Report) Order, 2015.

The Directors comment on these modified opinion and remarks as- The management will make necessary efforts to maintain the quantitative details and situation of fixed assets and also to physically verify the same at reasonable intervals.

#### SHARE CAPITAL

The paid up Equity Share Capital is 1356 Lakhs. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity nor made any provision for purchase of its own shares by employees or by trustees for the benefit of employees.

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

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

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

The Extract of Annual Return in form No. MGT-9 as per Section 134 (3) (a) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 and Rule 12 of Companies (Management & Administration) Rules, 2014 is annexed hereto as Annexure B forms part of this report.

#### DIRECTORS & KEY MANAGERIAL PERSONNEL

##### A) Changes in Directors and Key Managerial Personnel

Ms. Hemali Gohil has resigned from the post of Company Secretary w. e. f. 31st December, 2015 and Ms. Trupti Limbasiya has been appointed as Company Secretary of the Company w. e. f. 1st January, 2016.

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

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

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

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

##### C) Board Evaluation:

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

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

The Independent Directors expressed their satisfaction with the evaluation process, functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of duties, obligations, responsibilities and governance.

#### NUMBER OF MEETINGS OF THE BOARD

The Board met Four times during the financial year, the details of which are given in the Corporate Governance report that forms part of this Annual Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Additionally, during the financial year ended March 31, 2016 a separate meeting of the Independent Directors was held in compliance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

#### PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS UNDER SECTION 186:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The details of the investments made by company is given in the notes to the financial statements.

#### PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

In line with the requirements of the Companies Act, 2013 and (erstwhile

clause 49 of the Listing Agreement) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Policy on Related Party Transactions which is also available on Company's website at the link [http://www.banggroup.com/images/policies/BOL\\_Policy\\_on\\_Related\\_party\\_transaction.pdf](http://www.banggroup.com/images/policies/BOL_Policy_on_Related_party_transaction.pdf)

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

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

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Since all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis, the disclosure under form AOC-2 is not furnished. However, the Directors draw attention of the members to Notes to the standalone financial statement which sets out related party disclosures

#### **SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT**

The Board of Directors of the Company has, in compliance with the provisions of section 204 of the companies Act, 2013, appointed M/s. Kothari H. & Associates, Practicing Company Secretary to carry out secretarial audit of the company for the financial year 2015-16.

Secretarial Audit Report as per Section 204 of Companies Act 2013 is annexed as Annexure C to this report. No adverse comments have been made in the said report by the Practicing Company Secretary.

#### **PARTICULARS OF EMPLOYEES**

The information as required under the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as Annexure D

During the financial year 2015-16, there were no employee in the Company whose particulars are required to be given in terms of Section 197 (12) of the Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **VIGIL MECHANISM:**

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

#### **NOMINATION AND REMUNERATION COMMITTEE**

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

#### **AUDIT COMMITTEE**

An Audit Committee is in existence in accordance with the provisions of Section 177 of the Companies Act, 2013 Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Kindly refer to the section on Corporate Governance, under the head, 'Audit Committee' for matters relating to constitution, meetings and functions of the Committee.

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

A Stakeholders Relationship Committee is in existence in accordance with the provisions of section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 Kindly refer to the section on Corporate Governance, under the head, 'Stakeholders Relationship Committee' for matters relating to constitution, meetings and functions of the Committee.

#### **CORPORATE GOVERNANCE**

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

Your Company has complied with the requirements of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 regarding Corporate Governance. A Report on the Corporate Governance and Practicing Company Secretary's Certificate on Compliance of Corporate Governance are annexed as a part of this Annual Report for the information of the Shareholder's. The Company has also obtained the requisite certificate from the Managing Director of the Company. The Managing Director's declaration regarding Compliance with Company's Code of Conduct for Directors and Senior Management Personnel forms a part of the Report on Corporate Governance.

#### **LISTING**

At present, the Company's Equity Shares are listed at National Stock Exchange of India Limited and BSE Limited and the Company has paid the Listing fees to the above Exchanges for the year 2016-17.

#### **MANAGEMENT DISCUSSION AND ANALYSIS**

Management Discussion and Analysis of the financial condition and results of the operations of the Company for the year under review, as stipulated under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges., is presented in a separate section forming part of the Annual Report.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(3)(C) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- a. In preparation of the Annual Accounts for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. The Directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for the year ended on that date;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. The Directors had prepared the Annual Accounts on a going concern basis; and
- e. 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.

- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**RISK MANAGEMENT**

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of rating risks and incorporates risk treatment plans in strategy, business and operational plans.

As per Section 134(3)(n) of the Companies Act, 2013, The Board of Directors have approved the Risk Management Policy for the company. Some of the risks which may pose challenges are set out in Management Discussion and Analysis Report which forms part of this report.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and Redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

and the rules framed there under. During the financial year 2015-16, the Company has received nil complaints on sexual harassment.

**ACKNOWLEDGEMENT**

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

**For and on behalf of the board of directors**

**BRIJGOPAL BANG  
(DIN: 00112203)**

**CHAIRMAN & MANAGING DIRECTOR**

**Place:** Mumbai

**Date:** August 12, 2016

**ANNEXURE A**

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

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

**(A) Conservation Of Energy:**

- (i) the steps taken or impact on conservation of energy:**  
During the year under review, no such steps were taken but planning was put in, to implement the same in 2016-17 in terms of using Solar Heaters to pre heat the boiler water which in turn will save the time and energy for generation of steam. The company switched to LED lights from CFL lights; that helped in reduction of energy consumption.
- (ii) the steps taken by the company for utilising alternate sources of energy:** Nil
- (iii) the capital investment on energy conservation equipments:** Nil

**(B) Technology Absorption:**

- (i) the efforts made towards technology absorption:**  
Update our production floor with a software support “IntellectoCut”; this helps in planning better fabric lay cutting in turns help use optimum usable fabric and reduce the consumption of raw material. The Company is under process to implement ERP software for planning, merchandising and inventory control.
- (ii) the benefits derived like product improvement, cost reduction, product development or import**

**substitution:** “IntellectoCut” has helped in reduction in raw material consumption thus reducing the making cost. ERP once implemented will help to plan and load the factory on time without any hurdles; this in turn will help to give better productivity. This will also control inventory levels enabling us to use the inventories to optimum use.

**(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) : N.A.**

- (a) the details of technology imported;
- (b) the year of import;
- (c) whether the technology been fully absorbed;
- (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

**(iv) the expenditure incurred on Research and Development:** The Company’s product is on buyer based requirement; thus there is a development team which works on the same. Annually Company spent approx INR.1-2 million plus on the same.

**(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The Company is in the business of Exports and strongly promotes export related activities incessantly.

(₹ In Lakhs)

	2015-16	2014-15
i) Foreign Exchange Earned	4085.18	2182.97
ii) Foreign Exchange Used	4085.18	6343.55

**Annexure B**
**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March, 2016

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

**Form No. MGT-9**
**I. REGISTRATION AND OTHER DETAILS:**

CIN:-	L51900MH1992PLC067013
Registration Date	01/06/1992
Name of the Company	Bang Overseas Limited
Category / Sub-Category of the Company	Public Company/limited by shares
Address of the Registered office and contact details	Masjid Manor, 2nd Floor, 16, Homi Modi Street, Fort, Mumbai – 400 023, Maharashtra. Tel No.2204 3496
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032 Tel.: 040 6716 1562

**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	Trading of Fabrics	5208	63.72%
2	Manufacturing and Trading of Garments	6205	36.28%

**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	Vedanta Creations Limited 50 Kewal Industrial Estate, Senapati Bapat Marg, Lower Parel (W), Mumbai- 400 013	U18101MH2001PLC133052	Subsidiary	100	2(87)
2	A.S. Raiment Private Limited Flat No. 105, Venkataswamy Residency, HIG - 61, Vuda Layout, N.A.D. Colony, Visakhapatnam-530009, Andhra Pradesh	U17291AP2011PTC074714	Subsidiary	100	2(87)
3	Bang HK Limited Unit 402, 4/F, Malaysia Building, 50, Gloucester Road, Wanchai, Hong Kong	Foreign Company	Subsidiary	100	2(87)
4	Bang Europa S.R.O. Karadžičova 8/A, 82 108 Bratislava, the Slovak Republic	Foreign Company	Subsidiary	100	2(87)

**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	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	9773488	81100	9854588	72.67	9790988	63600	9854588	72.67	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	41780	0	41780	0.31	41780	0	41780	0.31	0.00
e) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A)(1):-</b>	<b>9815268</b>	<b>81100</b>	<b>9896368</b>	<b>72.98</b>	<b>9832768</b>	<b>63600</b>	<b>9896368</b>	<b>72.98</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>9815268</b>	<b>81100</b>	<b>9896368</b>	<b>72.98</b>	<b>9832768</b>	<b>63600</b>	<b>9896368</b>	<b>72.98</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks /FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	1504579	1200	1505779	11.10	1220496	1200	1221696	9.01	-2.09
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh/2Lakh	1668773	37067	1705840	12.58	1864291	57065	1921356	14.17	1.59
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh/2 Lakh	413653	19998	433651	3.20	497722	0	497722	3.67	0.47
c) Others (specify)									
Non Resident Indians	13712	0	13712	0.10	22347	0	22347	0.16	0.06
Clearing Members	4650	0	4650	0.03	511	0	511	0.00	-0.03
<b>Sub-total (B)(2):-</b>	<b>3605367</b>	<b>58265</b>	<b>3663632</b>	<b>27.02</b>	<b>3605367</b>	<b>58265</b>	<b>3663632</b>	<b>27.02</b>	<b>0.00</b>
<b>Total Public Shareholding (B)= (B)(1)+ (B)(2)</b>	<b>3605367</b>	<b>58265</b>	<b>3663632</b>	<b>27.02</b>	<b>3605367</b>	<b>58265</b>	<b>3663632</b>	<b>27.02</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>13420635</b>	<b>139365</b>	<b>13560000</b>	<b>100.00</b>	<b>13438135</b>	<b>121865</b>	<b>13560000</b>	<b>100.00</b>	<b>0.00</b>

**(ii) Shareholding of Promoters**

SI 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 to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sampatkumar Bang	54600	0.40	0.00	54600	0.40	0.00	0.00
2	Radhadevi Bang	7500	0.06	0.00	7500	0.06	0.00	0.00
3	Pushpadevi L. Bang	1500	0.01	0.00	1500	0.01	0.00	0.00
4	Balaram Bang	54600	0.40	0.00	54600	0.40	0.00	0.00
5	Laxminiwas Bang	54600	0.40	0.00	54600	0.40	0.00	0.00
6	Shobha Bang	7500	0.06	0.00	7500	0.06	0.00	0.00
7	Madhu Sudan Bang	39600	0.29	0.00	39600	0.29	0.00	0.00
8	Kamal Nayan Bang	39600	0.29	0.00	39600	0.29	0.00	0.00
9	Girdhar Gopal Bang	47100	0.35	0.00	47100	0.35	0.00	0.00
10	Rajgopal Bang	47100	0.35	0.00	47100	0.35	0.00	0.00
11	Venugopal Bang	2056600	15.17	0.00	2056600	15.17	0.00	0.00
12	Krishna Kumar Bang	1301700	9.60	0.00	1301700	9.60	0.00	0.00
13	Nandgopal Bang	39600	0.29	0.00	39600	0.29	0.00	0.00
14	Parwati Devi Bang	7500	0.06	0.00	7500	0.06	0.00	0.00
15	Ramanuj Das Bang	774600	5.71	0.00	774600	5.71	0.00	0.00
16	Arvind Kumar Bang	39600	0.29	0.00	39600	0.29	0.00	0.00
17	Pushpadevi Bang	7986	0.06	0.00	7986	0.06	0.00	0.00
18	Vandana Brijgopal Bang	663602	4.89	0.00	663602	4.89	0.00	0.00
19	Purshottam Bang	39600	0.29	0.00	39600	0.29	0.00	0.00
20	Sharad Kumar Bang	39600	0.29	0.00	39600	0.29	0.00	0.00
21	Rekha Narayandas Bang	7500	0.06	0.00	7500	0.06	0.00	0.00
22	Raghvendra Vengopal Bang	689600	5.09	0.00	689600	5.09	0.00	0.00
23	Taradevi Bang	7500	0.06	0.00	7500	0.06	0.00	0.00
24	Rangnath Shivnarayan Bang	644600	4.75	0.00	654600	4.83	0.00	(Clubbing of two folio on same PAN based)
25	Varadraj Rangnath Bang	339600	2.50	0.00	339600	2.50	0.00	0.00
26	Kantadevi Bang	7500	0.06	0.00	7500	0.06	0.00	0.00
27	Vasudev Rangnath Bang	300000	2.21	0.00	300000	2.21	0.00	0.00
28	Pushpadevi Rangnath Bang	7500	0.06	0.00	7500	0.06	0.00	0.00
29	Sridhar Bang	41100	0.30	0.00	41100	0.30	0.00	0.00
30	Narayan Das Bang	647100	4.77	0.00	647100	4.77	0.00	0.00
31	Brijgopal Bang	1521000	11.22	0.00	1521000	11.22	0.00	0.00
32	Sarasvathi Devi Bang	307500	2.27	0.00	307500	2.27	0.00	0.00
33	Bodywave Fashions (India) Private Limited	41780	0.31	0.00	41780	0.31	0.00	0.00
34	Rangnath Bang	10000	0.07	0.00	0	0	0	(Clubbing of two folio on same PAN based)

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

	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
At the beginning of the year	No Change during the year			
Date wise Increase / Decrease in Promoters 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	No Change during the year			

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

Sr. No.	Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative shareholding during the year (01/04/15 to 31/03/16)	
		No. of Shares at the beginning (01/04/15)/end of the year (31/03/16)	% of total shares of the company				No. of Shares	% of total shares of the company
1	Religare Finvest Ltd	390493 390493	2.88 2.88	31/03/2015 31/03/2016	0 0	No Changes during the year	390493	2.88
2	Oyster Fincap Pvt Ltd	286799 286799	2.12 2.12	31/03/2015 31/03/2016	0 0	No Changes during the year	286799	2.12
3	Times Publishing House Limited	221723	1.64	31/03/2015 08/01/2016 15/01/2016 22/01/2016 31/03/2016	0 -67012 -27052 -6497	Transfer Transfer Transfer	221723 154711 127659 121162 121162	1.64 1.14 0.94 0.89 0.89
4	Sarda Madhusudan	90291 90291	0.67 0.67	31/03/2015 31/03/2016	0 0	No Changes during the year	90291	0.67
5	M B Finmart Private Limited	60000	0.44	31/03/2015 07/08/2015 04/03/2016 31/03/2016	-3055 -56945	Transfer Transfer	60000 56945 0 0	0.44 0.42 0.00 0.00
6	Jay Investrade Pvt Ltd	59971 59971	0.44 0.44	31/03/2015 31/03/2016	0 0	No Changes during the year	59971	0.44
7	Mohit Burman	0	0.00	31/03/2015 04/03/2016 31/03/2016	56945	Transfer	0 56945 56945	0.00 0.42 0.42
8	Rajesh Agrawal	0	0.00	31/03/2015 08/01/2016 31/03/2016	51000	Transfer	0 51000 51000	0.00 0.38 0.38
9	LSE Securities Ltd.	24398	0.18	31/03/2015 10/04/2015 17/04/2015 17/04/2015 24/04/2015 15/05/2015 05/06/2015 25/09/2015 02/10/2015 20/11/2015 11/12/2015 25/12/2015 31/12/2015 11/03/2016 31/03/2016	31103 1439 -50 6371 11374 -675 -385 -1000 -1000 -21772 -500 -500 -4	Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer	24398 55501 56940 56890 63261 74635 73960 73575 72575 71575 49803 49303 48803 48799 48799	0.18 0.41 0.42 0.42 0.47 0.55 0.55 0.54 0.54 0.53 0.37 0.36 0.36 0.36 0.36
10	Paresh Champaklal Shah	48000 48000	0.35 0.35	31/03/2015 31/03/2016	0 0	No Changes during the year	48000 48000	0.35 0.35



**v.) Shareholding of Directors and Key Managerial Personnel**

Sr. No.	For Each of the Directors and 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
<b>1</b>	<b>Mr. Brijgopal Bang, Chairman &amp; Managing Director</b>				
	At the beginning of the year	1521000	11.22	1521000	11.22
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No. Change during the year		No. Change during the year	
	At the End of the year	1521000	11.22	1521000	11.22
<b>2</b>	<b>Mr. Raghvendra Bang, Whole-Time Director</b>				
	At the beginning of the year	689600	5.09	689600	5.09
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No. Change during the year		No. Change during the year	
	At the End of the year	689600	5.09	689600	5.09
<b>3</b>	<b>Mr. Purshottam Bang, Whole-Time Director</b>				
	At the beginning of the year	39600	0.29	39600	0.29
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No. Change during the year		No. Change during the year	
	At the End of the year	39600	0.29	39600	0.29
<b>4</b>	<b>Mr. Vijay Dattatraya Ajgaonkar, Independent Director</b>				
	At the beginning of the year	1000	0.00	1000	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No. Change during the year		No. Change during the year	
	At the End of the year	1000	0.00	1000	0.00
<b>5</b>	<b>Mr. Subrata Kumar Dey, Independent Director</b>				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No. Change during the year		No. Change during the year	
	At the End of the year	-	-	-	-
<b>6</b>	<b>Mrs. Swati Sahukara, Additional Independent Director</b>				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No. Change during the year		No. Change during the year	
	At the End of the year	-	-	-	-
<b>7</b>	<b>Ms. Hemali Gohil, Company Secretary (till 31.12.2015)</b>				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No. Change during the year		No. Change during the year	
	At the End of the year	-	-	-	-
<b>8</b>	<b>Ms. Trupti Limbasiya, Company Secretary (w. e. f. 01.01.2016)</b>				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No. Change during the year		No. Change during the year	
	At the End of the year	-	-	-	-

Sr. No.	For Each of the Directors and 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
9	<b>Mr. Jaydas Dighe, Chief Financial Officer</b>				
	At the beginning of the year	5	000	5	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No. Change during the year		No. Change during the year	
	At the End of the year	5	0.00	5	0.00

**V) INDEBTEDNESS**

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

(Amount in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	147,978,389	232,519,034	-	380,497,423
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	206,251	-	-	206,251
<b>Total (i+ii+iii)</b>	<b>148,184,640</b>	<b>232,519,034</b>	<b>-</b>	<b>380,703,674</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	11,756,467	55,394,630	-	67,151,097
• Reduction	-	47,165,204	-	47,165,204
<b>Net Change</b>	<b>11,756,467</b>	<b>8,229,426</b>	<b>-</b>	<b>114,316,301</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	159,789,791	240,748,460	-	400,538,251
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	151,316.00	-	-	151,316.00
<b>Total (i+ii+iii)</b>	<b>159,941,107</b>	<b>240,748,460</b>	<b>-</b>	<b>400,689,567</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Brijgopal Bang, Chairman & MD	Mr. Raghvendra Bang, WTD	Mr. Purshottam Bang, WTD	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,20,000	-	-	1,20,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- As % of profit				
	- Others specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	1,20,000	-	-	1,20,000
	Ceiling as per the Act	Within the ceiling as prescribed under Schedule V of the Companies Act, 2013			

**B. Remuneration to other directors:**

(Amount in ₹)

SI. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Vijay D Ajaonkar	Mr. Subrata Kumar Dey	Mrs. Swati Sahukara	
1.	Independent Directors				
	• Fee for attending board / committee meetings	40,000	30,000	40,000	1,10,000
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	<b>Total (1)</b>	<b>40,000</b>	<b>30,000</b>	<b>40,000</b>	<b>1,10,000</b>
2	<b>Other Non-executive Directors</b>				
	• Fee for attending board / committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>40,000</b>	<b>30,000</b>	<b>40,000</b>	<b>1,10,000</b>
	<b>Total Managerial Remuneration</b>	<b>40,000</b>	<b>30,000</b>	<b>40,000</b>	<b>1,10,000</b>

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

(Amount in ₹)

SI. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Mr. Jaydas Dighe, Chief Financial officer	Ms. Hemali Gohil, Company Secretary*	Ms. Trupti Limbasiya, Company Secretary**	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	862639	305351	102906	1270896
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
-	As % of profit				
-	Others specify	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total (A)</b>	<b>862639</b>	<b>305351</b>	<b>102906</b>	<b>1270896</b>

\*Employed till 31.12.2015

\*\*Employed w. e. f. 01.01.2016

**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)
<b>A. COMPANY</b>					
Penalty			None		
Punishment			None		
Compounding			None		
<b>B. DIRECTORS</b>					
Penalty			None		
Punishment			None		
Compounding			None		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			None		
Punishment			None		
Compounding			None		

## ANNEXURE C

**FORM NO. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED ON 31ST March, 2016**

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

To,  
The Members,  
**Bang Overseas Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bang Overseas 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.

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 the 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 March 31, 2016 ('Audit period') 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Bang Overseas Limited for the financial year ended on March 31, 2016 according to the provisions of:

The Companies Act, 2013 (the Act) and the rules made thereunder;

The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

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;

The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-

The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the company during the Audit Period)**

The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the company during the Audit Period)**

The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the Audit Period)**

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;

The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the company during the Audit

Period) and

The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the company during the Audit Period)**

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (Applicable from December, 2015)

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

Secretarial Standards issued by The Institute of Company Secretaries of India.

The Listing Agreements entered into by the Company with BSE limited and NSE Limited (Applicable till the date SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been notified).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**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.

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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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.

We further report that during the audit period the Company has not passed any resolution for:

- i. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- 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.

For **KOTHARI H. & ASSOCIATES**  
**Company Secretaries**

**Hitesh Kothari**  
Membership No. 6038  
Certificate of Practice No. 5502

Place: Mumbai  
Date: August 12, 2016

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

**ANNEXURE- A TO THE SECRETARIAL AUDIT REPORT**

To,  
The Members  
**Bang Overseas Limited**

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

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.

We have followed the audit practices and 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.

We have not verified the correctness and appropriateness of financial

records and Books of Accounts of the company.

Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

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 procedures on test basis.

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 **KOTHARI H. & ASSOCIATES**  
**Company Secretaries**

**Hitesh Kothari**  
Membership No. 6038  
Certificate of Practice No. 5502

**Annexure D**
**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for financial year 2015-16 (Rs. in Lacs)	% increase in Remuneration in the Financial Year 2015-16	Ratio of remuneration of each Director/ to median remuneration of employees	Remuneration of KMP as % of total revenue
1	Mr. Brijgopal Bang - Chairman & Managing Director	1.2	NIL	1.6	0.0083
2	Mr. Raghvendra Bang - Whole-Time Director	NIL	NIL	N.A.	NIL
3	Mr. Purshottam Bang - Whole-Time Director	NIL	NIL	N.A.	NIL
4	Ms. Hemali Gohil - Company Secretary		3.05	*	N.A.*
5	Ms. Trupti Limbasiya - Company Secretary		1.03	**	N.A.**
6	Mr. Jaydas Dighe - Chief Financial officer	8.63	NIL	N.A.	0.06%

\* Details not given as Ms. Hemali Gohil was a Company Secretary only for the part of Financial year 2015-16

\*\*Details not given as Ms. Trupti Limbasiya appointed as company secretary w.e.f. 01.01.2016.

**Note:** No Director other than Managing Director and Whole time Directors received any remuneration other than sitting fees for the financial year 2015-2016.

- (ii) The median remuneration of employees of the company during the financial year was Rs. 0.75 Lacs.
- (iii) In the financial year 2015-2016, there was an decrease of 15.77% in the median remuneration of employees.
- (iv) There were 1197 permanent employees on the rolls of the Company as on March 31, 2016.

- (v) Relationship between average increase in remuneration and company performance:- The increase in remuneration is based on general inflation and intended to retain key talents vis-à-vis Company's Performance.

- (vi) Comparison of remuneration of the Key Managerial Personnel against the performance of the Company:-

Total Revenue	Total Remuneration of KMPs	Total Remuneration as % to Total Revenue
14908.09	13.91	0.093%

- (vii) variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer:

The market capitalization of the Company has increased from Rs.



825.80 Lacs as at March 31, 2015 to Rs. 1952.64 Lacs as at March 31, 2016.

Evaluation of the price to earnings ratio is positive as the Company reported Positive earnings per share for the year ended March 31, 2016 as compared to negative earnings per share for the year ended March 31, 2015.

The Company's stock price as at March 31, 2016 was Rs. 14.4 per share (as quoted on BSE Limited), and Rs. 6.09 per share as at March 31, 2015.

(viii) The average percentage increase in the salaries of employees other than managerial personnel was 13.08% and increase in managerial remuneration was NIL

(ix) key parameters for any variable component of remuneration availed by the directors: None

(x) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: 6.57

(xi) affirmation that the remuneration is as per the remuneration policy of the company:

It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.

## ANNEXURE E

### NOMINATION AND REMUNERATION POLICY

#### Introduction:

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing regulations as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel and other employees has been formulated by the Committee and approved by the Board of Directors.

#### Objective and purpose of the policy:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To devise a policy on Board diversity

#### Effective date:

This Policy has been adopted by the Board of Directors of Bang Overseas Limited ('the Company') at its Meeting held on 13th August, 2014 (The erstwhile Policy on Nomination and Remuneration Policy stands replaced by this Policy and the effective date is December 01, 2015).

#### Constitution of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprises of the following Directors:

Sr. No.	Name	Designation
1	Subrata Kumar Dey	Chairman
2	Vijay Dattatraya Ajgaonkar	Member
3	Swati Sahukara	Member

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirement.

#### Definitions

- Board**, means Board of Directors of the Company.
- Directors**, means Directors of the Company.
- Committee**, means Nomination and Remuneration Committee of the Company as constituted by the Board.
- Company**, means Bang Overseas Limited.
- Independent Director**, means a director referred to in section 149(6) of the Companies Act, 2013 and as per Listing Regulation.
- Key Managerial Personnel (KMP) means-**
  - Managing Director or Chief Executive Officer or manager and in their absence, a Whole-time Director;
  - Chief Financial Officer;
  - Company Secretary;
  - Such other officer as may be prescribed under the applicable statutory provisions / rules and regulations.
- "Regulations" or "Listing Regulations"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- "senior management"**, means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

**Applicability:**

The Policy is applicable to

- Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management Personnel

**General**

- This Policy is divided in three parts:  
**Part – A** covers the matters to be dealt with and recommended by the Committee to the Board,  
**Part – B** covers the appointment and nomination and  
**Part – C** covers remuneration and perquisites etc.
- The key features of this Company’s policy shall be included in the Board’s Report.

**PART – A**
**MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE**

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

**PART – B**
**POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT**
**• Appointment criteria and qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Wholetime Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

**• Term/Tenure:**

1. **Managing Director/Whole-time Director:**  
The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not

exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

**2. Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board’s report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director Serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

**• Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

**• Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

**• Retirement:**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**PART – C**
**POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL**
**• General:**

1. The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for

approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

2. The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
4. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

• **Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**

1. Fixed pay:  
The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
2. Minimum Remuneration:  
If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.
3. Provisions for excess remuneration:  
If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

• **Remuneration to Non- Executive / Independent Director:**

1. Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

2. Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

3. Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

• **Penalty for Non compliance:**

Company	Fine which shall not be less than Rs. 1,00,000/- but which may extend to Rs. 5,00,000/-
Officer in default	Imprisonment for a term which may extend to one year or Fine which shall not be less than Rs. 25,000/- but which may extend to Rs. 1,00,000/- or with both.

**AMENDMENTS TO THE POLICY:**

The Nomination and Remuneration Committee shall review and may amend this policy from time to time, subject to the approval of the Board of Directors of the Company.

## CORPORATE GOVERNANCE REPORT FOR THE YEAR 2015-16

### I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance essentially is the system by which Companies are directed and controlled by the management in the best interest of the stakeholders and others. In other words, it involves a set of relationships between a company's management, its board, its shareholders and other stakeholders. Corporate governance also provides the structure through which the objectives of the company are set, and the means of attaining those objectives and monitoring performance are determined. It is the way of life, rather than mere legal compulsion. It furthers investor's confidence and commitment to the Company. Board lays strong emphasis on principle characteristics of Corporate Governance which are Transparency, Independence, Accountability, Responsibility, Fairness and Social Responsibility.

The policies and guidelines of Corporate Governance have been implemented in all facets of your Company's operations to build up an environment of trust and confidence amongst the stakeholders of the Company. Bang Overseas Ltd. believes in professional Management of its business which ensures that decision making powers vested in executive management are used to meet stakeholders' aspiration and social expectations. It also ensures total transparency and complete accountability.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh Listing Agreements with the Stock Exchanges.

The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements and regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, chapter V of SEBI (Listing obligation and disclosure requirement) Regulations, 2015 as applicable, with regard to corporate governance.

### II. BOARD OF DIRECTORS

- I. As on March 31, 2016, the Company has six Directors. Out of the six Directors, the company has a Managing Director and 2 Executive Directors and 3 are Independent Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.
- II. None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2016 have been made by the Directors.

- III. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.
- IV. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other public companies as on March 31, 2016 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act. Chairmanships / Memberships of Board Committees shall only include Audit Committee and Stakeholders' Relationship Committee

Name of the Director	Category	Number of board meetings during the year 2015-16		Whether attended last AGM held on September 29, 2015	Number of Directorships in other Public Companies including this listed entity		Number of Committee positions held in other Public Companies including this listed entity	
		Held	Attended		Chairman	Member	Chairman	Member
Mr. Brijgopal Balam Bang (Chairman & Managing Director) DIN: 00112203	Non-Independent, Executive	4	4	Yes	1	2	-	2
Mr. Raghvendra Venugopal Bang DIN: 00356811	Non-Independent, Executive	4	3	No	-	3	-	2
Mr. Purshottam Bang DIN: 02544947	Non-Independent, Executive	4	1	No	-	3	-	-
Mr. Vijay Dattatraya Ajgaonkar DIN: 00065102	Independent, Non-Executive	4	4	Yes	1	6	2	3
Mr. Subrata Kumar Dey DIN: 03533584	Independent, Non-Executive	4	3	Yes	-	3	2	2
Mrs. Swati Sahukara DIN: 06801137	Independent, Non-Executive	4	4	Yes	-	5	-	4

- V. Four Board Meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held: May 30, 2015; August 14, 2015; November 10, 2015; February 12, 2016. The necessary quorum was present for all the meetings.
- VI. During the year 2015-16, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.
- VII. The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company.
- VIII. During the year, Separate meeting of the Independent Directors was held on February 12, 2015. The Independent Directors, inter-alia, reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole.

IX. The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.

X. The Board members are also provided with the necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. The Board and Committee members are apprised of business and performance updates, business strategy and risks involved. No separate familiarization programme are conducted, the Board Members are updated in the Board Meeting. The familiarisation programme of the Independent Directors are available on the website of the Company ([http://www.banggroup.com/images/BOL\\_Familiarisation\\_Prog.pdf](http://www.banggroup.com/images/BOL_Familiarisation_Prog.pdf)).

XI. Details of equity shares of the Company held by the Directors as on March 31, 2016 are given below:

Name	Category	Number of equity shares
Mr. Brijgopal Balaram Bang	Non-Independent, Executive	1521000
Mr. Raghvendra Venugopal Bang	Non-Independent, Executive	689600
Mr. Purshottam Bang	Non-Independent, Executive	39600
Mr. Vijay Dattatraya Ajgaonkar	Independent, Non-Executive	1000

The Company has not issued any convertible instruments.

### III. COMMITTEES OF THE BOARD

#### A. Audit committee

i. The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, read with Section 177 of the Companies Act.

ii. The terms of reference of the audit committee are broadly as under:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act.

- Changes, if any, in accounting policies and practices and reasons for the same.

- Major accounting entries involving estimates based on the exercise of judgment by management.

- Significant adjustments made in the financial statements arising out of audit findings.

- Compliance with listing and other legal requirements relating to financial statements.

- Disclosure of any related party transactions.

- Qualifications in the draft audit report.

- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

- Review and monitor the auditors' independence and performance, and effectiveness of audit process;

- Approval or any subsequent modification of transactions of the Company with related parties;

- Scrutiny of inter-corporate loans and investments;

- Examination of the financial statement and the auditors' report thereon;

- Valuation of undertakings or assets of the company, wherever it is necessary;

- Evaluation of internal financial controls and risk management systems;

- Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;

- The audit committee may call for the comments of the auditors about internal



control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company;

- The audit committee shall review the information required as per SEBI Listing Regulations.
- iii. The audit committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings. The Company Secretary acts as the Secretary to the Audit Committee.
- iv. In terms of the Insider Trading Code adopted by the Company in FY 2015-16, the Committee considers the following matters:
- To approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the Insider Trading Code.
  - To note and take on record the status reports detailing the dealings by Designated Persons in Securities of the Company, as submitted by the Compliance Officer on a quarterly basis.
  - To provide directions on any penal action to be initiated, in case of any violation of the Regulations by any person.
- v. Ms. Trupti Limbasiya, Company Secretary was appointed as the Compliance Officer by the Board to ensure compliance and effective implementation of the Insider Trading Code.
- vi. Quarterly Reports are sent to the members of the Committee on matters relating to the Insider Trading Code.
- vii. The previous Annual General Meeting (“AGM”) of the Company was held on September 29, 2015 and was attended by Mr. Subrata Kumar Dey, Chairman of the audit committee.
- viii. The composition of the Audit Committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the financial year 2015 -16	
		Held	Attended
Mr. Subrata Kumar Dey	Non-Executive, Independent	4	3
Mr. Vijay Dattatraya Ajaonkar	Non-Executive, Independent	4	4
Mrs. Swati Sahukara	Non-Executive, Independent	4	4

- ix. Four audit committee meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held are as follows: May 30, 2015; August 14, 2015; November 10, 2015 and February 12, 2016. The necessary quorum was present for all the meetings.

#### B. Stakeholders’ relationship committee

- i. The stakeholders’ relationship committee is constituted in line with the provisions of Provisions of Regulation 20 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with section 178 of the Companies Act.
- ii. The broad terms of reference of the stakeholders’ relationship committee are as under:
- Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend / notice, annual reports, etc. and all other securities-holders related matters.
  - Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.
- iii. Four meetings of the stakeholders’ relationship committee were held during the year on May 30, 2015, August 14, 2015, November 10, 2015 and February 12, 2016.
- iv. The composition of the stakeholders’ relationship committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the financial year 2015 -16	
		Held	Attended
Mr. Vijay Dattatraya Ajaonkar (Chairman)	Non-Executive, Independent	4	4
Mr. Brijgopal Bang	Non-Independent, Executive	4	4
Mr. Raghvendra Bang	Non-Independent, Executive	4	3

- v. Details of investor complaints received and redressed during the year 2015- 16 are as follows:

Nature of Complaint Received	Beginning of year	Received During The year	Resolved During the year	Pending at the end of year
Non-receipt of Electronic credit	0	0	0	0
Non-receipt of Refund Order	0	0	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**C. Nomination and remuneration committee**

- i. The nomination and remuneration committee of the Company is constituted in line with the provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, read with Section 178 of the Companies Act, 2013.
- ii. The broad terms of reference of the nomination and remuneration committee are as under:
  - a. Recommend to the Board the setup and composition of the Board and its committees, including the “formulation of the criteria for determining qualifications, positive attributes and independence of a director.” The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
  - b. Recommend to the Board the appointment or reappointment of directors.
  - c. Devise a policy on Board diversity.
  - d. Recommend to the Board appointment of Key Managerial Personnel (“KMP” as defined by the Act) and executive team members of the Company (as defined by this Committee).
  - e. Carry out evaluation of every director’s performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include “Formulation of criteria for evaluation of Independent Directors and the Board”. Additionally the Committee may also oversee the performance review process of the KMP and executive team of the Company.
  - f. Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of the employees.
  - g. On an annual basis, recommend to the Board the remuneration payable to the directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.
- iii. The Nomination and Remuneration Committee met one time during the year 2015-16 on February 12, 2016.
- iv. The composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the financial year 2015 -16	
		Held	Attended
Mr. Subrata Kumar Dey	Non-Executive, Independent	1	1
Mr. Vijay Dattatraya Ajgaonkar	Non-Executive, Independent	1	1
Mrs. Swati Sahukara	Non-Executive, Independent	1	1

**v. Details of the Remuneration for the year ended March 31, 2016:**
**A. Non-Executive Directors:**

Name of the Director	Sitting Fees	Salaries and perquisites	Commission	Total
Mr. Vijay Dattatraya Ajgaonkar	40,000	NIL	NIL	40,000
Mr. Subrata Kumar Dey	30,000	NIL	NIL	30,000
Mrs. Swati Sahukara	40,000	NIL	NIL	40,000

**B. Managing Director and Executive Director**

Name of the Director	Sitting Fees	Salaries and perquisites	Commission	Total
Mr. Brijgopal Bang	NIL	1,20,000	NIL	1,20,000
Mr. Raghvendra Bang	NIL	-	NIL	-
Mr. Purshottam Bang	NIL	-	NIL	-

**vi. Nomination & Remuneration Policy:**

The Company’s Remuneration Policy for Directors, Key Managerial Personnel and other employees is annexed as Annexure E to the Directors Report.

No Sitting Fee to be paid to Executive Directors for attending the Board / Committee Meetings.

No Director/MD/WTD receiving any remuneration from the subsidiary company.

**vii. PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS**

Pursuant to the provisions of the Companies Act, 2013 and regulation 17 of the SEBI (Listing Regulation Disclosure Requirement) Regulation 2015, the Board has carried out the annual evaluation of its own performance its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board’s functioning such as adequacy of the composition of the Board of its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The Performance evaluation of the Chairman and Managing Director and the Non Independent Directors was carried out by independent directors. The Directors express their satisfaction with evaluation process.

**IV. GENERAL BODY MEETINGS**
**A. Date, time and venue for the last three Annual General Meetings (AGM)**

Financial year	Date	Time	Venue
2012-13	24/09/2013	9.30 A.M.	Maheshwari Bhavan, 603, Jagannath Shankar Sheth Road, Mumbai - 400 002
2013-14	29/09/2014		
2014-15	29/09/2015		

**B. Details of the Special Resolutions passed in the previous three AGMs****• Special Resolutions**

- **AGM held on September 24, 2013:** At this meeting 4 (Four) Special resolutions were proposed, seconded and passed with more than three-fourth majority on show of hands. First resolution was regarding appointment of Mrs. Vandna Bang, wife of Mr. Brijgopal Bang, Chairman & Managing Director of the Company, to hold and continue to hold an Office or Place of Profit as General Manager – Design Division under Section 314 of the Companies Act, 1956, Second & Third resolution was regarding appointment and fixing of remuneration of Executive Directors Mr. Raghvendra Bang and Mr. Purshottam Bang respectively and fourth resolution was regarding alteration of Article 186 (The Seal) of the Articles of Association.
- **AGM held on September 29, 2014:** At this meeting 4 (four) Special resolutions were passed unanimously through e-voting and poll. First resolution was to borrow money under section 180(1)(c) of the Companies Act, 2013, second resolution was regarding creation of charge under section 180(1)(a) of the Companies Act, 2013, third resolution was regarding Revision in the salary of Mr. Brijgopal Bang, Chairman & Managing Director of the Company and Fourth resolution was regarding adoption of new articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.
- **AGM held on September 29, 2015:** No special resolution was passed by the Company in its previous AGM.

**C. Resolution /s passed through Postal Ballot**

- No resolutions were required to be passed through Postal Ballot last year. Presently, there are no proposals to pass any Resolution by means of Postal Ballot.

**V. OTHER DISCLOSURES**

- i. **Related Party Transactions:** All material transactions entered into with related parties as defined under the Act and Regulation 23 of SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 during the financial year were in the ordinary course of business. These have been approved by the audit committee. The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link:  
[http://www.banggroup.com/images/policies/BOL\\_Policy\\_on\\_Related\\_party\\_transaction.pdf](http://www.banggroup.com/images/policies/BOL_Policy_on_Related_party_transaction.pdf)

- ii. **Regulatory compliances:** The Company has complied with the requirements of the Stock Exchanges/SEBI/and other Statutory Authorities on all matters related to capital markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any other statutory authorities.
- iii. **Whistle Blower Policy:** The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 for directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the audit committee.

The said policy has been also put up on the website of the Company at the following link:  
[http://www.banggroup.com/images/BOL\\_VIGIL\\_MECHANISM.pdf](http://www.banggroup.com/images/BOL_VIGIL_MECHANISM.pdf)

**• Other Policies:**

- The Company has also adopted Policy on Determination of Materiality of Events [[http://www.banggroup.com/images/BOL\\_Policy\\_for\\_determining\\_Material\\_events.pdf](http://www.banggroup.com/images/BOL_Policy_for_determining_Material_events.pdf)]
  - Policy on Archival of Documents [[http://www.banggroup.com/images/BOL\\_Archival\\_Policy.pdf](http://www.banggroup.com/images/BOL_Archival_Policy.pdf)]
  - Policy for Preservation of Documents [[http://www.banggroup.com/images/BOL\\_Policy\\_for\\_preservation\\_of\\_document.pdf](http://www.banggroup.com/images/BOL_Policy_for_preservation_of_document.pdf)]
  - Policy on Board Diversity [[http://www.banggroup.com/images/BOL\\_Policy\\_on\\_Board\\_Diversity.pdf](http://www.banggroup.com/images/BOL_Policy_on_Board_Diversity.pdf)]
- iv. The Company has duly fulfilled the following discretionary requirements as prescribed in Schedule II Part E of the SEBI Listing Regulations:
    - The auditors' report on statutory financial statements of the Company are unqualified.
    - M/s. Vishal Khade & Co., Chartered Accountants, the internal auditors of the Company, make presentations to the audit committee on their reports.
  - v. **Code of Conduct:** The members of the board and senior management personnel have affirmed the compliance with Code applicable to them during the year ended March 31, 2016. The annual report of the Company contains a certificate by the CEO and Managing Director in terms of SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 on the compliance declarations received from Independent Directors, Non-executive Directors and Senior Management.
  - vi. **Reconciliation of share capital audit:** A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited

("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL

- vii. Insider Trading Code: Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2011, which has come into force with effect from May 15, 2015, the Company has adopted a code of conduct for prohibition of insider trading and Code practices and procedures for fair disclosure of unpublished price sensitive information. The Code is applicable to all Directors/Designated persons and connected persons as defined in the Regulations, wherein Key managerial Personnel and such designated employees who are expected to have access to unpublished price sensitive information relating to the Company.

The Company is strictly monitoring its Insider Trading Policy.

- viii. The Company has complied with the mandatory requirements of the Corporate Governance of the SEBI (Listing Obligation and Disclosure Requirements Regulations), 2015 and non-mandatory requirements.
- ix. All the disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are made in the section on corporate governance of the annual report.
- x. Management Discussion and Analysis Report: A Management Discussion and Analysis Report forms part of the annual report and includes discussion on various matters specified under SEBI Regulations.
- xi. Insider Trading Policy: As per the Company's Insider Trading Policy and its Code of Conduct, it closes its trading window from seven days prior to the event leading to / generating price sensitive information till 48 hours after the publication of such price sensitive information. The Company may also announce closure of trading window during and after the occurrence of certain events as mentioned in the Insider Trading Policy and the Code of Conduct of the Company.

The Company is strictly monitoring its Insider Trading Policy.

## VI. SUBSIDIARY COMPANIES

The audit committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

The Company does not have any material non-listed Indian subsidiary companies.

The Company has a policy for determining 'material subsidiaries' which is disclosed on its website at the following link:  
[http://www.banggroup.com/images/BOL\\_Policy\\_for\\_Determining\\_Material\\_Subsiidiary.pdf](http://www.banggroup.com/images/BOL_Policy_for_Determining_Material_Subsiidiary.pdf)

## VII. MEANS OF COMMUNICATION

- **Quarterly results:** Quarterly Results are published in accordance with the provisions of the Listing Agreement. The results are published in one English daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the company is situated.
- **Website:** BOL has its own web-site and all vital information relating to the Company and its Performance, including Quarterly Results, Shareholding Patterns, Annual Reports, Code of Conduct and Official News Releases are put on the Company's web-site for the benefit of the public at large.
- The Company's Web-site Address is [www.banggroup.com](http://www.banggroup.com)
- No formal presentations were made to the institutional investors and analysts during the year under review.

## VIII. GENERAL SHAREHOLDER INFORMATION

### I. Annual General Meeting:

#### i. Annual General Meeting for the year 2015-16

Date : September 29, 2016

Time : 9.30 a.m.

Venue : Maheshwari Bhavan, 603, Jagannath Shankar Sheth Road, Mumbai - 400 002

As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking re-appointment at the forthcoming AGM are given herein and in the Annexure to the Notice of the AGM to be held on September 29, 2016.

#### ii. Financial Year : April 1 to March 31

#### iii. Financial Calendar (tentative) :

First Quarterly Results	Up to 14th August, 2016
Second Quarterly Results	Up to 14th November, 2016
Third Quarterly Results	Up to 14th February, 2017
Fourth Quarterly Results	Up to 30th May, 2017

#### iv. Date of Book Closure / Record Date : September 23, 2016 to September 29, 2016 (both days inclusive).

#### v. Dividend payment date : Not applicable

#### vi. Listing on Stock Exchanges :

National Stock Exchange of India Limited ("NSE")  
Exchange Plaza, C-1, Block G



Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
BSE Limited (“BSE”)  
25th floor, P. J. Towers, Dalal Street  
Mumbai 400 001

NSE : BANG  
BSE : 532946

viii. Demat ISIN No. for NSDL and CDSL :  
INE863I01016

ix. Corporate Identity Number (CIN) of the  
Company L51900MH1992PLC067013

vii. Stock Codes/Symbol:

## II) Stock Data

The Table below gives the Monthly High and Low Prices and Volumes of the Company’s Equity Shares at Bombay Stock Exchange (BSE) and National Stock Exchange (NSE), Mumbai for the year 2015-16:

Bang Overseas Limited					BSE Sensex		
Date	High (₹)	Low (₹)	Close (₹)	No. of shares traded	High (₹)	Low (₹)	Close (₹)
Apr-15	9.79	6.00	8.80	36057	29094.61	26897.54	27011.31
May-15	9.71	7.90	8.13	14822	28071.16	26423.99	27828.44
Jun-15	8.80	6.67	6.67	12059	27968.75	26307.07	27780.83
Jul-15	8.90	6.55	8.83	11979	28578.33	27416.39	28114.56
Aug-15	11.81	9.27	9.50	31386	28417.59	25298.42	26283.09
Sep-15	9.97	8.50	9.37	10565	26471.82	24833.54	26154.83
Oct-15	12.45	9.82	11.90	35447	27618.14	26168.71	26656.83
Nov-15	20.17	11.25	20.17	31558	26824.30	25451.42	26145.67
Dec-15	24.40	19.10	20.65	183986	26256.42	24867.73	26117.54
Jan-16	22.10	13.10	13.50	86423	26197.27	23839.76	24870.69
Feb-16	15.66	11.59	12.00	44211	25002.32	22494.61	23002.00
Mar-16	15.50	11.50	14.40	31273	25479.62	23133.18	25341.86

Bang Overseas Limited					NSE S&P CNX Nifty		
Date	High (₹)	Low (₹)	Close (₹)	No. of shares traded	High (₹)	Low (₹)	Close (₹)
Apr-15	10.10	6.10	8.95	51,499	8844.8	8144.75	8181.5
May-15	9.50	7.80	8.50	12,905	8489.55	7997.15	8433.65
Jun-15	8.95	7.10	7.10	2,569	8467.15	7940.3	8368.5
Jul-15	9.00	7.10	8.90	16,198	8654.75	8315.4	8532.85
Aug-15	12.00	9.25	11.40	17,719	8621.55	7667.25	7971.3
Sep-15	No Records Found				8021.6	7539.5	7948.9
Oct-15	11.95	10.40	11.95	8,904	8336.3	7930.65	8065.8
Nov-15	20.75	11.05	20.75	58,221	8116.1	7714.15	7935.25
Dec-15	25.00	19.00	20.40	1,43,935	7979.3	7551.05	7946.35
Jan-16	22.75	12.70	12.70	81,006	7972.55	7241.5	7563.55
Feb-16	15.50	12.00	12.00	12,416	7600.45	6825.8	6987.05
Mar-16	15.40	11.60	14.20	24,399	7777.6	7035.1	7738.4



**III) Shareholding Pattern**

The Table below gives the pattern of Shareholding by ownership and shares class respectively:

**a. Shareholding Pattern by ownership as on 31st March, 2016:**

	Category	No. of Shares held	% of Shareholding
<b>A.</b>	<b>Promoters</b>		
<b>(1)</b>	<b>Indian</b>		
	Individual / HUF	9854588	72.67
	Central Govt.	-	-
	State Govt.(s)	-	-
	Banks / FI	-	-
	Any Other		
	Bodies Corporate	41780	0.31
	<b>Sub-Total (A)(1):</b>	<b>9896368</b>	<b>72.98</b>
<b>(2)</b>	<b>Foreign</b>		
	Individuals (NRI/ Foreign Individuals)	-	-
	Government	-	-
	Institutions	-	-
	Foreign Portfolio Investor	-	-
	Any Other	-	-
	<b>Sub-Total (A)(2):</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>9896368</b>	<b>72.98</b>
<b>B.</b>	<b>Public Shareholding</b>		
<b>(1)</b>	<b>Institutions</b>		
	Mutual Funds / UTI	-	-
	Venture Capital Funds	-	-
	Alternate Investment Funds	-	-
	Foreign Venture Capital Investors	-	-
	Foreign Portfolio Investors	-	-
	Banks / FI	-	-
	Insurance Companies	-	-
	Provident Funds/ Pension Funds	-	-
	Others (specify)	-	-
	<b>Sub-Total (B)(1):</b>	<b>-</b>	<b>-</b>
<b>(2)</b>	<b>Central Government/ State Government(s)/ President of India</b>	<b>-</b>	<b>-</b>
	<b>Sub-Total (B)(2):</b>	<b>-</b>	<b>-</b>
<b>(3)</b>	<b>Non-Institutions</b>		
a)	Individuals		
i)	Individual Shareholders holding nominal share capital upto ₹ 2 lakhs	1921356	14.17
ii)	Individual Shareholders holding nominal share capital in excess of ₹ 2 lakhs	497722	3.67
b)	NBFCs registered with RBI	-	-
c)	Employee Trusts	-	-
d)	Overseas Depositories (holding DRs)	-	-
e)	Others (specify)		
i)	Bodies Corporate	1221696	9.01
ii)	Clearing Members	511	0.00
iii)	Hindu Undivided Families	-	-
iv)	NRI	22347	0.16
	<b>Sub-Total (B)(3):</b>	<b>3663632</b>	<b>27.02</b>
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2) +(B)(3)</b>	<b>3663632</b>	<b>27.02</b>
<b>C.</b>	<b>Non Promoter-Non Public Shareholding</b>		
(1)	Custodian/ DR Holder	-	-
(2)	Employee Benefit Trust	-	-
	<b>Grand Total (A+B+C)</b>	<b>13560000</b>	<b>100</b>

**b. Pattern of shareholding by share class as on 31st March, 2016**

<b>DISTRIBUTION SCHEDULE AS ON 31/03/2016</b>					
<b>Sr. no.</b>	<b>Category</b>	<b>No. of Shareholders</b>	<b>% of total</b>	<b>Share Capital (Amount in ₹)</b>	<b>% of total</b>
1	upto 1 - 5000	4144	83.95	5645870.00	4.16
2	5001 - 10000	377	7.64	3141870.00	2.32
3	10001 - 20000	179	3.63	2702710.00	1.99
4	20001 - 30000	56	1.13	1436170.00	1.06
5	30001 - 40000	35	0.71	1257110.00	0.93
6	40001 - 50000	32	0.65	1521720.00	1.12
7	50001 - 100000	55	1.11	4171020.00	3.08
8	100001 & ABOVE	58	1.18	115723530.00	85.34
	<b>Total:</b>	<b>4963</b>	<b>100.00</b>	<b>135600000</b>	<b>100.00</b>

**IV. Dematerialization**

The Company's Equity Shares are under compulsory Demat trading. The ISIN of the Scrip is INE863I01016.

As on 31st March, 2016, Dematerialized shares accounted for 99.41% of the Total Equity.

**Karvy Computershare Private Limited**, the Registrars & Transfer Agents handles the Physical Share Transfer related work and Electronic connectivity as well.

• **Registrar and Share Transfer Agents**

M/s. Karvy Computershare Private Limited has been appointed as one-point agency, for dealing with shareholders, to handle the Physical Share Transfer related work and for Electronic Connectivity as per the directives of SEBI. The Company's Equity Shares are traded at the Stock Exchanges compulsorily in Demat mode. For transfer of shares in physical form, the Company has introduced transfer cum demat facility to avoid unnecessary mailing of certificates. Certificates duly transferred are returned to those, who opt to receive certificates in physical form. There are no legal proceedings against the Company on any share transfer matter.

Shareholders correspondence should be addressed to the Company's Registrar & Share Transfer Agent at the address mentioned below:

**Karvy Computershare Private Limited**  
 Karvy Selenium Tower B, Plot 31-32, Gachibowli  
 Financial District, Nanakramguda,  
 Hyderabad – 500 032  
 Tel: (91 40) 6716 2222  
 Fax: (91 40) 2300 1153  
 E-mail: einward.ris@karvy.com  
 Website: [www.karvycomputershare.com](http://www.karvycomputershare.com)

**Contact person: Mr. P.A. Varghese**

**V. Investor Correspondence Address**

Shareholders can contact the Company Secretary for share/secretarial related matters of the Company at the below mentioned address:

**Secretarial Department:**  
**Trupti Limbasiya**  
**Company Secretary**  
**BANG OVERSEAS LIMITED**  
 405-406, Kewal Industrial Estate, 4th Floor,  
 Senapati Bapat Marg, Lower Parel (W),  
 Mumbai - 400 013, India  
 Tel.: 022 - 66607965  
 Fax: 022 - 66607970  
 E-mail: cs@banggroup.com

## MANAGEMENT DISCUSSION AND ANALYSIS

### INDUSTRY STRUCTURE AND DEVELOPMENTS

The textile and apparel industry can be broadly divided into two segments - yarn and fibre, and processed fabrics and apparel. India accounts for 14 per cent of the world's production of textile fibres and yarns (largest producer of jute, second largest producer of silk and cotton, and third largest in cellulosic fibre). India has the highest loom capacity (including hand looms) with 63 per cent of the world's market share.

The Indian economy has witnessed two successive monsoon failures plus damage due to unseasonal rains, which has adversely impacted growth. An expected normal monsoon in fiscal 2017, will give agriculture a growth kick which will prove good for the Indian economy and should lift upward, the sagging rural demand and overall GDP growth.

The Indian Textile Industry is one of the leading textile industries in the world. It is one of the key sectors of India's manufacturing segment as it contributes significantly to the economy in terms of employment generation and foreign exchange revenue. Indian Textile and Apparel industry contributes about 14% to industrial production, 5% to GDP and 17% to country's export earnings.

The domestic textile and apparel industry in India is estimated to reach US\$ 223 billion by 2021 from US\$ 108 billion in 2015. The fundamental strength of this industry flows from its strong production base of wide range of fibres and yarns ranging from natural fibres to man-made fibres

The Indian textile industry market share presently is USD 108 billion, out of which USD 68 billion is domestic consumption and USD 40 billion is exports, due to which India emerges as the second largest exporter after China having 6% share in the global trade. The industry is taking all steps to promote textile exports, which is the need of the hour. Costs are increasing due to rising input costs, including labour and power. The fall in the Rupee against the US dollar should act positively for promotion of exports. Focus on new product development and value added products is continuing in this segment.

Rising government focus and favourable policies is leading to growth in the textiles and clothing industry. Foreign direct investment (FDI) in textile sector increased to US\$1,587.8 million in FY15-16 from US\$ 1,424.9 million in FY14-15. The Ministry of Textiles is encouraging investments through increasing focus on schemes such as Technology-graduation Fund Scheme (TUFS). To promote apparel exports, 12 locations have been approved by the government to set up apparel parks for exports. As 12th Five Year Plan, the Government plans to provide a budgetary support of US\$ 4.25 billion to textiles. Free trade with ASEAN countries and proposed agreement with European Union will also help boost exports.

**In the near future, India's apparel exports to developed markets are expected to increase considerably. Total exports of textiles and apparel are expected to touch US\$ 65 billion by March 2017.**

### FINANCIAL OVERVIEW

#### Sales

**Stand Alone:** During the year under review, the Company achieved revenue of Rs. 14608.76 Lacs as against Rs. 12888.54 Lacs in previous year.

**Consolidated:** During the year under review, the Company achieved revenue of Rs. 16038.92 Lacs as against Rs. 14895.93 Lacs in previous year.

#### Earnings Before Interest, Depreciation & Tax (EBIDT)

**Stand Alone:** During the financial year, the EBIDT was Rs. 758.06 lacs as against EBIDT of Rs. 186.24 lacs for the corresponding previous financial year.

**Consolidated:** During the financial year, the EBIDT was Rs. 818.08 lacs as against EBIDT of Rs. 249.73 lacs for the corresponding previous financial year.

#### Net Profit after Tax

**Stand Alone:** During the financial year, Company has incurred a Net profit after tax of Rs. 116.79 Lacs as against Net Loss after tax of Rs. 531.94 lacs for the corresponding previous financial year.

**Consolidated:** During the financial year, Company has incurred a Net profit after tax of Rs.113.97 Lacs as against Net Loss after tax of Rs. 559.42 lacs for the corresponding previous financial year.

### OUTLOOK

In the mid-long term, the Indian textile industry is expected to grow very strongly with growth being balanced from both domestic consumption as well as exports demand. In the near-term, domestic demand would depend on the revival of the macro-economic factors. On exports front, there are both positive and negative factors. Positive factors include the weak currency and decreasing cost competitiveness of China that are likely to give positive impetus to the Indian exports. At the same time, factors like slowdown and uncertainty in the global markets, volatile foreign exchange rates and increase in cotton and yarn prices are likely to negatively affect growth and profitability for the textile exports. In this scenario of high material cost market, you will appreciate the hardship the company is facing. However, we are hopeful for change in this scenario soon. Due to adverse dollar rupee equation, the Company also focusing to increase buying of ready products from the domestic Indian manufacturers. Also we are introducing more fashionable new fabrics which can be sold at good earnings.

To overcome the challenges and competition, we have taken various initiatives to reduce the operational cost, development of new innovative value added products, and exploring new markets based on certain parameters, to achieve better margins in the future.

Your Company has two wholly owned subsidiaries at Hong Kong, Slovakia in order to trade its garments overseas and established a place in International market as well.

### OPPORTUNITIES

1. Large, Potential Domestic and International Market.
2. Market is gradually shifting towards Branded Readymade Garment.

3. Greater Investment and FDI opportunities are available.
4. The rise of e-commerce
5. Large and diversified segment that provide wide array of products
6. Emerging Retail industry and Malls provide huge opportunities for the apparel, Handicraft and other segments of industry.

#### **THREATS**

1. Competition from other developing countries, especially China.
2. To make balance between price and quality
3. Presence of many unorganised players
4. International labor and Environmental Laws
5. Continuous quality improvement is need of the hour as there are different demand patterns all over the world.

#### **RISK & CONCERNS**

The US dollar has strengthened continuously against the Indian Rupee and other currencies, due to the turmoil in the China market and recession in the European market. Due to a demand recession across the globe, increasing prices in Indian markets has become extremely difficult. The input costs are continuously increasing without commensurate increase in selling prices.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The company has well defined and adequate internal control systems to monitor internal business process across departments to ensure efficient operations, compliance with internal policies, financial reporting, accurate reporting of financial transactions, compliance with applicable laws and to ensure that all the assets are safeguarded as well as are more productive. These internal controls are supplemented by periodic audits with management reports which are reviewed by our Audit Committee. We have a qualified and independent Audit Committee which comprises our Board of Directors. The Audit Committee reviews the adequacy and efficiency of internal controls and recommends any improvements or corrections. These internal controls ensure efficiency in operations, compliance with the internal policies of the Company, applicable laws and regulations, protection of resources and the accurate reporting of financial transactions. The head of various monitoring cells, statutory auditors and internal auditors are invited to attend the Audit Committee meetings.

The Company also has an internal audit system which is conducted by an Independent firm of Chartered Accountants viz. RRR Advisory Services Private Limited, so as to cover various operations on continuous basis and regularly monitor the Internal Control Systems and their Implementation. Summarized Internal Audit Observations/Reports are reviewed by the Audit Committee on a regular basis. The finance and accounts functions of the Company are well staffed with qualified and experienced members.

#### **ENVIRONMENT & SAFETY/NATURE & SECURITY**

Your Company is highly committed to environment friendly processes and operations. Therefore, it undertakes its operations in such a manner that it does not affect the Environment in one hand and also maintains the required Environmental balance in the other hand. The Company actively pursues safety and health measures continuously. Your Company has always ensured the Environmental Safety, complied with the various Environmental Laws from time to time and further commits to follow the same in future.

#### **HUMAN RESOURCE- THE BIGGEST COMPETITIVE EDGE**

The total numbers of employees of the Company as on March 31, 2015 were 959 and as on March 31, 2016 it was 1197.

Your Company believes that its Employees are the backbone of the Company and the reason behind the position of your company are its Employees. The Company is in a continuous process of evaluating, training, motivating and rewarding its employees for their unstinted performance and contributions to the Company so that the Company also receives the same in future also. The focus of all aspects of Human Resource Development is on developing a superior workforce so that the organization and individual employee can accomplish their work goals of service to customers.

#### **CAUTIONARY STATEMENT**

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw materials costs and availability, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts.

The Company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

**PRACTICING COMPANY SECRETARIES CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE PURSUANT TO REGULATION 34(3) OF SEBI LISTING REGULATIONS 2015:**

**To the Members,  
Bang Overseas Limited**

We have examined the compliance of conditions of Corporate Governance by Bang Overseas Limited ("the Company"), for the year ended 31st March 2016, under Clause 49 of the Listing Agreement with the Stock Exchanges for the period from April 01, 2015 to November 30, 2015 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from December 01, 2015 up to March 31, 2016.

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 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 all the mandatory requirements of Corporate Governance as stipulated in Schedule II of the said Regulations/Listing Agreement. As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has complied with items C and E

On the basis of the records maintained by the Company we state that as at 31st March 2016, there were no investor grievances pending with the Company.

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 Kothari H & Associates**  
Company Secretaries

**Sd/-  
Hitesh Kothari  
Partner**  
Membership No. : 6038  
C.P.No. : 5502

Place: Mumbai  
Dated: 30th May, 2016

**ANNUAL DECLARATION BY CEO PURSUANT TO REGULATION 34(3) OF SEBI LISTING REGULATIONS 2015:**

As per the requirements of Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Brijgopal Bang, Managing Director, hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Business Conduct and Ethics for the Financial Year 2015-16.

**Sd/-  
Brijgopal Bang  
Managing Director  
(DIN: 00112203)**  
Place: Mumbai  
Date: 30th May, 2016

**CEO AND CFO CERTIFICATE PURSUANT TO REGULATION 17(8) OF SEBI LISTING REGULATIONS 2015:**

This is to certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year 2015-16 and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to 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 the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit committee:
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which they 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.

**For Bang Overseas Limited**

**Sd/-** **Sd/-**  
**Brijgopal Bang** **Jaydas Dighe**  
Managing Director Chief Financial Officer  
(DIN: 00112203)

Place: Mumbai  
Date: 30th May, 2016



## INDEPENDENT AUDITOR'S REPORT

To,  
The Members of  
Bang Overseas Limited

### REPORT ON THE STANDALONE FINANCIAL STATEMENTS

1. We have audited the accompanying standalone financial statements of **Bang Overseas Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit & Loss and Cash Flow Statement for the year then ended, and summary of significant accounting policies and other explanatory information.

### MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE 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 of these standalone 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 includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 controls, 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 standalone financial statements based on our audit.
4. We have taken in account the provision of the Act, the accounting and auditing standards and matters which required to be included in the audit report under the provisions of the Act and Rules made there under.
5. 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 of material misstatement.
6. 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 auditors consider internal financial control relevant to the Company's preparation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expression 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 the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### OPINION

8. In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2016, and its profit and its cash flow for the year ended on that date.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

9. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in Annexure 'A' a statement on matters specified in paragraphs 3 and 4 of the said order.
10. As required by Section 143 (3) of the Act, we report that:
  - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts;
  - (d) In our opinion, the aforesaid standalone 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 March 31, 2016 and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2016 from being appointed as a director in terms of section 164(2) of the Act.
  - (f) Report on Internal Financial Controls under clause (i) of sub-section 3 of Section 143 of the Act is enclosed as Annexure 'B' to this report.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanation given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements as at March 31, 2016. Refer Note No. 29 to the financial statements.
    - ii. The Company did not have any long term contracts including derivative contracts for which there were material foreseeable losses;
    - iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

### For Rajendra K Gupta & Associates

Chartered Accountants  
Firm Registration No.: 108373W

**Rajendra Kumar Gupta**  
Partner  
Membership No. 9939

Place: Mumbai  
Date: 30 May 2016

**Annexure -A****ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

Bang Overseas Limited

(Referred to in paragraph 9 of our report of the even date)

- (i) (a) *The Company has maintained records for fixed assets, but it is not showing full particulars, including quantitative details and situation of fixed assets except for the manufacturing units.*
- (b) *As explained to us, the fixed assets of the Company have not been physically verified by the management at reasonable intervals.*
- (c) According to the information and explanation given to us and on the basis our examination of the records of the Company, the title deed of immovable properties are held in the name of the Company.
- (ii) According to the information and explanation given to us, the management has conducted physical verification in respect of stock at reasonable intervals except trading division. No material discrepancies have been noticed on physical verification of stocks as compared to books for manufacturing units where physical verification has been carried out by the management.
- (iii) The Company has not granted any loans or advances in the nature of loans to the parties covered in the register maintained under Section 189 of the Act. Hence, the question of reporting whether the receipt of principal and interest are regular and, whether reasonable steps of recovery of over dues of such loans are taken does not arise.
- (iv) The Company has not given any loans nor made any investment during the year. Hence provision of Section 185 and 186 of the Act are not applicable to the Company.
- (v) Based on our scrutiny of the Company's records and according to the information and explanation provided by the management, in our opinion, the Company has not accepted any deposits so far upto 31st March 2016 which are 'deposits' within the meaning of Rule 2(b) of the Companies (Acceptance of Deposit) Rules, 2014.
- (vi) According to information and explanation provided by the management, during the year Company is not engaged in production of any goods or provision of any service for which the Central Government has prescribed particulars relating to utilization of material or labour or other items of cost. Hence, the provisions of section 148(1) of the Act do not apply to the Company. Hence, in our opinion, no comment on maintenance of cost records under section 148(1) of the Act is required.
- (vii) (a) According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth-tax, custom duty, value added tax, excise duty, cess and other statutory dues as applicable to it *except few slight delays.*

According to the information and explanations given, no undisputed amounts payable in respect of income-tax, sales tax, value added tax, custom duty and excise duty were outstanding, as at 31st March 2016 for a period of more than six months from the date they became payable;

- (b) According to the records of the Company, there are no dues of sales tax, income-tax, value added tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute;
- (viii) Based on our audit procedures and on the basis of information and explanation given by the management, we are of opinion that the Company has not defaulted in repayment of loan or borrowing from financial institutions or banks or dues to debenture holders.
- (ix) According to the records of the Company, the Company has not raised any moneys by way of Initial Public Offer or Further Public Offer nor has the Company obtained any term loan. Hence, comments under the clause are not called for.
- (x) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on the Company by its officer or employees or any fraud by the Company has been noticed or reported during the course of our audit.
- (xi) According to information and explanation given to us and based on our examination of the records of the Company, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
- (xii) In our opinion, and to the best of our information and according to the explanations provided by the management, we are of the opinion that the Company is not a nidhi hence, in our opinion, the requirements of Clause 3(xii) of the Order does not apply to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-1A of the Reserve Bank of India Act, 1934.

**For Rajendra K. Gupta & Associates**

Chartered Accountants

Firm Registration No: 108373W

**Rajendra Kumar Gupta**

Partner

Membership No: 9939

Place: Mumbai

Date: 30 May 2016

## Annexure -B

### ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

#### Report on the Internal Financials Controls under Clause (i) of Sub-section 3 of Section 143 of the Act.

1. We have audited the internal financial controls over financial reporting of **Bang Overseas Limited ("the Company")** as of **March 31, 2016** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### For Rajendra K. Gupta & Associates

Chartered Accountants

Firm Registration No: 108373W

#### Rajendra Kumar Gupta

Partner

Membership No: 9939

Place: Mumbai

Date: 30 May 2016

## BALANCE SHEET AS AT 31ST MARCH, 2016

(In ₹)

Particulars	Note No.	As at 31st March 2016	As at 31st March 2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	2	135,600,000	135,600,000
Reserves and Surplus	3	464,699,836	453,021,080
		<b>600,299,836</b>	<b>588,621,080</b>
<b>Non-Current Liabilities</b>			
Long-term borrowings	4	3,935,548	5,909,614
Deferred tax liabilities (Net) (Refer note 30)		15,502,113	14,582,100
Other Long term liabilities	5	5,643,694	6,321,329
		<b>25,081,355</b>	<b>26,813,043</b>
<b>Current Liabilities</b>			
Short-term borrowings	6	396,602,703	374,587,808
Trade payables	7	187,349,461	235,111,267
Other current liabilities	8	88,707,271	43,584,166
Short-term provisions	9	18,148,599	16,523,580
		<b>690,808,034</b>	<b>669,806,821</b>
<b>Total</b>		<b>1,316,189,225</b>	<b>1,285,240,944</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	10	194,339,515	194,129,747
Intangible assets		1,707,859	1,884,844
Capital Work In progress		-	1,367,657
Non-current investments	11	155,098,365	134,080,365
Long term loans and advances	12	75,266,455	70,746,529
		<b>426,412,194</b>	<b>402,209,142</b>
<b>Current assets</b>			
Inventories	13	286,914,394	299,196,262
Trade receivables	14	431,926,339	372,825,278
Cash and bank balances	15	106,456,780	108,696,105
Short-term loans and advances	16	64,414,518	101,855,586
Other current assets	17	65,000	458,572
		<b>889,777,031</b>	<b>883,031,803</b>
<b>Total</b>		<b>1,316,189,225</b>	<b>1,285,240,944</b>

Significant Accounting Policies 1  
The accompanying notes are an integral part of the financial statements  
As per our report of even date attached

**For Rajendra K. Gupta & Associates**  
Chartered Accountants  
Firm Registration No:108373W

For and on behalf of Board of Directors  
**Bang Overseas Ltd.**

Sd/-  
**Rajendra Kumar Gupta**  
Partner  
**Membership No. 9939**

Sd/-  
**Brijgopal Bang**  
Chairman & Managing Director  
(DIN: 00112203)

Sd/-  
**Raghvendra Bang**  
Director  
(DIN: 00356811)

Sd/-  
**Trupti Limbasiya**  
Company Secretary

**Place :** Mumbai  
**Date :** 30th May 2016

**Place :** Mumbai  
**Date :** 30th May 2016

Sd/-  
**Jaydas Dighe**  
Chief Financial Officer

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

(In ₹)

Particulars	Note No.	For the year ended 31st March 2016	For the year ended 31st March 2015
<b>INCOME</b>			
Revenue from operations	18	1,435,251,739	1,277,206,080
Other Operating Revenue	19	25,624,522	11,647,856
Other Income	20	29,933,341	27,840,959
<b>Total Revenue</b>		<b>1,490,809,602</b>	<b>1,316,694,895</b>
<b>EXPENSES</b>			
Cost of materials consumed	21	188,512,246	173,462,346
Purchase of Stock-in-Trade	22	882,306,820	815,210,996
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	23	20,021,855	25,792,007
Employee benefit expenses	24	206,181,145	169,702,144
Finance costs	25	45,044,758	48,478,677
Depreciation and amortization expenses	10	20,162,223	26,405,850
Other expenses	26	117,981,786	113,903,537
<b>Total Expenses</b>		<b>1,480,210,833</b>	<b>1,372,955,558</b>
Profit/(Loss) before tax		10,598,769	(56,260,663)
Tax expenses:			
(1) Current tax		-	-
(2) Deferred tax		920,013	(3,039,815)
(3) Income tax liability for earlier years		(2,000,000)	(27,589)
<b>Profit/(Loss) for the year</b>		<b>11,678,756</b>	<b>(53,193,259)</b>
Earning per equity share: (Refer Note 33)			
(1) Basic		0.86	(3.92)
(2) Diluted		0.86	(3.92)

**Significant Accounting Policies**

1

The accompanying notes are an integral part of the financial statements  
As per our report of even date attached

**For Rajendra K. Gupta & Associates**

Chartered Accountants

Firm Registration No:108373W

Sd/-

**Rajendra Kumar Gupta**

Partner

Membership No. 9939

Place : Mumbai

Date : 30th May 2016

For and on behalf of Board of Directors

**Bang Overseas Ltd.**

Sd/-

**Brijgopal Bang**

Chairman &amp; Managing Director

(DIN: 00112203)

Place : Mumbai

Date : 30th May 2016

Sd/-

**Raghvendra Bang**

Director

(DIN: 00356811)

Sd/-

**Trupti Limbasiya**

Company Secretary

Sd/-

**Jaydas Dighe**

Chief Financial Officer



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(In ₹)

Particulars	As at 31st March 2016	As at 31st March 2015
<b>A. Cash flow from Operating Activities</b>		
<b>Net profit/(Loss) before taxation</b>	10,598,769	(56,260,663)
Adjustments for:		
Depreciation	20,162,223	26,405,850
(Profit) / Loss on sale of Fixed Assets	(2,325)	(56,388)
Sundry Balances Written back	(7,175,229)	(995,723)
Doubtful debts provision written back	(936,642)	-
Provision for bad & doubtful debts	3,957,715	2,606,042
Unrealised foreign exchange fluctuation	195,038	322,843
Interest income	(8,022,675)	(13,165,117)
Dividend income	(1,500)	(1,000)
Interest expense	37,347,004	40,273,148
<b>Operating profit before Working Capital changes</b>	<b>56,122,377</b>	<b>(871,008)</b>
<b>Changes in</b>		
Inventories	12,281,868	25,820,511
Trade Receivables	(55,143,346)	96,718,831
Long term loans and advances	40,040,092	28,415,372
Trade payables	(47,761,806)	118,630,299
Other current liabilities	45,123,105	27,507,404
Short term provision	1,625,019	2,545,435
Other Long term liabilities	(677,635)	5,001,927
Cash generated from operations	<b>51,609,674</b>	<b>303,768,772</b>
Direct taxes paid (net)	(4,723,977)	(5,045,055)
<b>Net Cash from Operating Activities</b>	<b>46,885,697</b>	<b>298,723,717</b>
<b>B. Cash flows from Investing activities</b>		
Payment for Purchase of Fixed Assets	(20,378,083)	(18,759,448)
Capital work-in-progress	1,367,657	(769,699)
Receipt from sale of assets	185,404	1,837,800
Purchase of Non current Investment	(21,018,000)	-
Interest received	8,022,675	13,165,117
Dividends received	1,500	1,000
<b>Net Cash from Investing Activities</b>	<b>(31,818,847)</b>	<b>(4,525,230)</b>
<b>C. Cash flows from Financing Activities</b>		
Short Term Borrowings	22,014,894	(290,458,103)
Long Term Borrowings	(1,974,066)	4,118,504
Interest paid	(37,347,004)	(40,273,148)
<b>Net cash from Financing Activities</b>	<b>(17,306,176)</b>	<b>(326,612,747)</b>
<b>Net increase in cash and cash equivalents (A + B + C)</b>	<b>(2,239,325)</b>	<b>(32,414,259)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>108,696,105</b>	<b>141,110,364</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>106,456,780</b>	<b>108,696,105</b>

As per our report of even date attached

**For Rajendra K. Gupta & Associates**  
Chartered Accountants  
Firm Registration No:108373W

Sd/-  
**Rajendra Kumar Gupta**  
Partner  
Membership No. 9939

Place : Mumbai  
Date : 30th May 2016

For and on behalf of Board of Directors  
**Bang Overseas Ltd.**

Sd/-  
**Brijgopal Bang**  
Chairman & Managing Director  
(DIN: 00112203)

Place : Mumbai  
Date : 30th May 2016

Sd/-  
**Raghvendra Bang**  
Director  
(DIN: 00356811)

Sd/-  
**Trupti Limbasiya**  
Company Secretary

Sd/-  
**Jaydas Dighe**  
Chief Financial Officer

**NOTE 1****SIGNIFICANT ACCOUNTING POLICIES:****1. Basis of preparation of Financial Statements**

The financial statements have been prepared in conformity with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 (read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of Companies Act, 2013 as applicable). The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company are consistent with those used in previous year.

**2. Use of Estimate**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Actual results could differ from those estimates. Any revision to accounting estimates is recognised in accordance with the requirements of the respective accounting standard.

**3. Fixed Assets**

Fixed assets are stated at cost (or revalued amounts, as the case may be), less accumulated depreciation and impairment losses. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use, net of VAT recoverable. Financing costs relating to construction of fixed assets are also included to the extent they relate to the period till such assets are ready to be put to use. Financing costs not relating to construction of fixed assets are charged to the income statement.

**Depreciation**

Depreciation on the fixed assets has been provided for on straight line method at the rates prescribed and in the manner specified in Schedule II to the Companies Act, 2013 for the manufacturing units. Other fixed assets have been continued depreciated by following written down value method.

**Impairment**

- i. The carrying amounts of assets are reviewed at each balance sheet date if there are impairment indicators. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the WACC.
- ii. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

- iii. A previously recognised impairment loss is increased or decreased based on reassessment of recoverable amount, which is carried out if the change is significant. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

**4. Intangible Assets**

Intangible assets include computer software and miscellaneous expenditures that are capitalized if specific criteria are met and are amortised over their useful life, generally not exceeding 5 years. The recoverable amount of an intangible asset that is not available for use or is being amortized over a period exceeding 5 years should be reviewed at least at each financial year end even if there is no indication that the asset is impaired.

**5. Leases****Where the Company is the lessee**

Finance leases, where substantially all the risks and benefits incidental to ownership of the leased item, are transferred to the company, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged to income. Lease management fees, legal charges and other initial direct costs are capitalised.

If there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

**Where the Company is the lessor**

Assets subject to operating leases are included in fixed assets. Lease income is recognised in the Profit and Loss Account on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the Profit and Loss Account. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the P&L Account.

**6. Government grants and subsidies**

Grants and subsidies from the government are recognized when there is reasonable assurance 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

recognized 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 in arriving at the carrying amount of the related asset.

## 7. 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 investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost, less provision for diminution in value other than temporary.

## 8. Inventories

Inventories are valued at lower of cost or net realisable value. Cost is determined on the following basis:

- i) Raw materials and manufactured finished goods are valued at cost. Cost is determined by using average cost method.
- ii) Trade Goods are valued at cost on FIFO basis.

## 9. Revenue Recognition

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.

### (i) Sale of goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer.

### (ii) Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

### (iii) Dividends

Revenue is recognised when the shareholders' right to receive payment is established by the balance sheet date. Dividend from subsidiaries is recognised as income only when the right to receive dividends is established. Normally, the right to receive dividend is established only when the dividend is approved by the shareholders at the annual general meeting of the investee company.

## 10. Foreign Exchange Transaction

- (a) Transaction denominated in foreign currencies is normally recorded at the exchange rate prevailing at the time of the transaction.
- (b) Monetary items denominated in foreign currency as at the balance sheet date are translated at the year end exchange rate.

- (c) Premium on forward cover contracts in respect of import of raw material is charged to profit & loss account over the period of contracts except in respect of liability for acquiring fixed assets, in which case the difference are adjusted in carrying cost of the same.

## 11. Employee benefits

- i. Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the statutory authority are due.
- ii. Gratuity liability are defined benefit obligations and are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

## 12. Current Tax and Deferred Tax

- (i) Provision for current tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961 and provision has not been made for the completed assessment which are pending in Appeal.
- (ii) Deferred tax resulting from timing difference between the book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date.

## 13. Earning per share

Basic EPS is computed using the weighted average number of equity shares outstanding during the year. Diluted EPS is computed using the weighted average number of equity and diluted equity equivalent shares outstanding during the year except where the results would be anti-dilutive.

## 14. Cash Flow Statement

Cash flow statement is reported using the indirect method as specified in the Accounting Standard (AS)-3, 'Cash Flow Statement' issued by The Institute of Chartered Accountants of India.

## 15. Provision, Contingent Liabilities and Contingent Assets

Provision involving substantial degree of estimation in measurement is recognized 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 recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(In ₹)

Particulars	As at 31st March 2016	As at 31st March 2015
<b>Note 2 : Share Capital</b>		
Authorised		
1,60,00,000 Equity Shares of ₹ 10/- each	1,60,000,000	1,60,000,000
(Previous year 1,60,00,000 Equity Shares of ₹ 10/- each)	1,60,000,000	1,60,000,000
<b>Issued, Subscribed &amp; Paid up</b>		
1,35,60,000 Equity Shares of ₹ 10/- each fully paid up	1,35,600,000	1,35,600,000
(Previous year 1,35,60,000 equity shares of ₹ 10/- each fully paid up)	1,35,600,000	1,35,600,000
<b>Total</b>	<b>1,35,600,000</b>	<b>1,35,600,000</b>

### a) Terms/rights attached to Equity Shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

### b) Reconciliation of Issued Share Capital

	No. of shares	Amount	No. of shares	Amount
Equity shares outstanding at beginning of year	1,35,60,000	1,35,600,000	1,35,60,000	1,35,600,000
Add: Issued During the year	-	-	-	-
Less: Brought Back During the year	-	-	-	-
Equity shares outstanding at end of year	<u>1,35,60,000</u>	<u>1,35,600,000</u>	<u>1,35,60,000</u>	<u>1,35,600,000</u>

### c) Shareholders holding more than 5% of shares in the company

	No. of shares	% of Shares	No. of shares	% of Shares
Mr. Venugopal Bang	20,56,600	15.17%	20,56,600	15.17%
Mr. Brijgopal Bang	15,21,000	11.22%	15,21,000	11.22%
Mr. Krishna Kumar Bang	13,01,700	9.60%	13,01,700	9.60%
Mr. Ramanuj Das Bang	7,74,600	5.71%	7,74,600	5.71%
Mr. Raghvendra Bang	6,89,600	5.09%	6,89,600	5.09%

### Note 3 : Reserves & Surplus

#### (a) Securities Premium Account

Balance at the beginning of the year	597,765,138	597,765,138
Add: Current year transfer	-	-
Balance at the end of the year	<u>597,765,138</u>	<u>597,765,138</u>

#### (b) Surplus in Profit Loss Statement

Balance at the beginning of the year	(144,744,058)	(91,550,799)
Add: Current year transfer	11,678,756	(53,193,259)
Balance at the end of the year	<u>(133,065,302)</u>	<u>(144,744,058)</u>
<b>Total</b>	<u>464,699,836</u>	<u>453,021,080</u>

### Note 4 : Long term Borrowings

#### Secured

Car Loan	3,935,548	5,909,614
<b>Total</b>	<u>3,935,548</u>	<u>5,909,614</u>

#### a) Nature of Security for Long term borrowings

Car Loan taken, is secured against hypothecation of car and company is co-borrower. Term of loan is 36 months.

b) There is no default in repayment of principal amount and interest thereon .

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(In ₹)

Particulars	As at 31st March 2016	As at 31st March 2015
<b>Note 5: Other Long Term Liabilities</b>		
<b>Unsecured</b>		
Security deposits received	1,800,000	3,119,402
Gratuity payable	3,843,694	3,201,927
	5,643,694	6,321,329
<b>Note 6 : Short tem borrowings</b>		
<b>Secured</b>		
Working capital loans from bank	56,314,421	98,856,652
Buyers credit in foreign currency	26,712,171	43,212,123
Inland LC bills acceptance	72,827,651	-
<b>Unsecured (Loans repayable on demand)</b>		
from Promoters & Promoter group	201,256,887	209,006,439
from Directors	17,411,987	17,908,666
from related party	22,079,587	5,603,930
	396,602,703	374,587,809
<b>a) Nature of Security for Short term borrowings</b>		
Working Capital loans, Buyer's Credit loans and Inland LC bill acceptance loans taken from bank's are secured against hypothecation of inventories, receivables & equitable mortgage of immovable proerties being factory land and buildings/other structures and embedded plant & machinery, and personal guarantee of Mr. Venugopal Bang and Mr. Brijgopal Bang. Also secured by pledge of margin money by way of term deposit receipts of ₹ 6,88,36,409/- (P.Y. ₹ 6,81,34,555/-). Also bank gaurantee issued are secured by bank gaurantee deposit of ₹ 17,50,888/- (PY ₹ 16,21,360/-).		
<b>Note 7 : Trade Payables</b>		
Payables for Goods & Services	187,339,783	207,674,323
Payables to Directors & Related Parties	9,678	27,436,945
	187,349,461	235,111,268
<b>Note 8: Other Current Liabilities</b>		
Statutory Liabilities	8,156,040	5,981,965
Payable for Capital Expenditures	4,328,526	2,606,993
Payable to Subsidiary	72,990,890	30,508,179
Interest accrued but not due on loans	151,316	206,251
Advances from customers	3,080,500	4,280,778
	88,707,271	43,584,166
<b>Note 9: Short Term Provisionins</b>		
Provision for employee benefits	18,148,599	16,523,580
	18,148,599	16,523,580



## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

### Note 10 - Fixed Assets

(In ₹)

Particulars	Gross Block				Depreciation				Net Block	
	as at 01/04/2015	Addition	Deduction	as on 31/03/2016	up to 01/04/2015	for the Year	Depreciation Adjustment	up to 31/03/2016	as on 31/03/2016	as on 31/03/2015
<b>i) Tangible Assets (Owned)</b>										
Land	6,864,202	417,664	-	7,281,866	-	-	-	-	7,281,866	6,864,202
Building	68,515,429	-	-	68,515,429	5,012,214	3,147,908	-	8,160,122	60,355,307	63,503,215
Factory Building	63,162,098	-	-	63,162,098	16,556,422	1,794,649	-	18,351,071	44,811,027	46,605,676
Office Equipment	2,432,812	686,996	-	3,119,807	1,311,293	469,069	-	1,780,362	1,339,445	1,121,518
Computer Systems	7,287,854	1,782,273	-	9,070,127	4,256,282	1,170,890	-	5,427,172	3,642,955	3,031,572
Plant & Machinery	76,698,046	7,006,421	380,117	83,324,350	25,276,048	5,637,844	271,331	30,642,561	52,681,789	51,421,998
Furniture & Fixture	36,979,062	7,510,555	-	44,489,617	27,434,253	2,757,394	-	30,191,647	14,297,970	9,544,809
Motor Vehicles	12,811,592	-	-	12,811,592	2,242,720	3,197,784	-	5,440,504	7,371,088	10,568,872
Leasehold Improvements	6,306,274	2,168,865	-	8,475,139	4,838,383	1,078,683	-	5,917,066	2,558,073	1,467,891
<b>Total</b>	<b>281,057,369</b>	<b>19,572,774</b>	<b>380,117</b>	<b>300,250,026</b>	<b>86,927,616</b>	<b>19,254,222</b>	<b>271,331</b>	<b>105,910,506</b>	<b>194,339,515</b>	<b>194,129,747</b>
<b>ii) Intangible Assets (Owned)</b>										
Computer Software	4,718,898	805,309	374,500	5,149,707	2,834,054	908,001	300,207	3,441,848	1,707,859	1,884,844
<b>Total</b>	<b>4,718,898</b>	<b>805,309</b>	<b>374,500</b>	<b>5,149,707</b>	<b>2,834,054</b>	<b>908,001</b>	<b>300,207</b>	<b>3,441,848</b>	<b>1,707,859</b>	<b>1,884,844</b>
<b>Grand Total (i+ii)</b>	<b>285,776,267</b>	<b>20,378,083</b>	<b>754,617</b>	<b>305,399,733</b>	<b>89,761,670</b>	<b>20,162,223</b>	<b>571,538</b>	<b>109,352,354</b>	<b>196,047,374</b>	<b>196,014,591</b>
<b>Previous Year</b>	<b>285,591,205</b>	<b>18,759,448</b>	<b>18,574,386</b>	<b>285,776,267</b>	<b>80,148,793</b>	<b>26,405,850</b>	<b>16,792,974</b>	<b>89,761,670</b>	<b>196,014,591</b>	<b>-</b>
<b>iii) Capital Work in progress</b>	<b>-</b>	<b>-</b>							<b>-</b>	<b>1,367,657</b>

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(In ₹)

Particulars	As at 31st March 2016	As at 31st March 2015
<b>Note 11 : Non Current Investments</b>		
Non current investments (At cost, fully paid-up)		
<b>Trade (Un-quoted)</b>		
<b>Investment in wholly owned subsidiaries (fully paid up unless otherwise stated)</b>		
2,84,750 (PY 2,84,750) Equity Shares of Rs. 10/- of Vedanta Creations Ltd	7,517,400	7,517,400
4,50,000 (PY 4,50,000) Equity shares of Rs. 10/- of A.S.Raiment Private Ltd	12,029,872	12,029,872
Investment of Euro 5,00,000 in Bang Europa S.R.O. (PY Euro 2,00,000)	33,161,500	12,143,500
2,45,000 (PY 2,45,000) Ordinary Shares of HK\$ 1/- of Bang HK Ltd	1,675,513	1,675,513
<b>Others</b>		
Name of Company	Face Value	Nos.
Saraswat Co Op Bank Ltd	10	1,000
	10,000	10,000
<b>Investment in property</b>		
Investment in Land & Building	100,704,081	100,704,081
	<b>155,098,365</b>	<b>134,080,365</b>
<b>Note 12 : Long term Loans and advances</b>		
<b>Unsecured, considered good</b>		
Security Deposits	11,190,477	3,502,155
Bank Guarantee Deposits	1,750,888	1,621,360
Balances with Government authorities	-	23,302
Advance Tax & T.D.S. (Net of provisions)	27,325,090	20,599,712
Capital Expenditure Advances	35,000,000	45,000,000
	<b>75,266,455</b>	<b>70,746,529</b>
<b>Note 13 : Inventories</b>		
(As taken, Valued & Certified by the Management)		
Raw Materials and components	59,324,446	51,584,459
Work In Progress	1,047,109	698,493
Finished goods	17,632,032	20,613,884
Trade goods	208,910,807	226,299,426
	<b>286,914,394</b>	<b>299,196,262</b>
<b>Note 14 : Trade Receivables</b>		
<b>Overdue for period exceeding six months</b>		
Unsecured, considered good		
Debts outstanding for a period exceeding six months	66,421,967	54,852,587
Doubtful	5,627,115	2,606,042
	72,049,082	57,458,629
Less : Provision for bad & doubtful receivables	(5,627,115)	(2,606,042)
	66,421,967	54,852,587
Unsecured, considered good		
Other Debts	298,795,046	219,607,300
Receivable from Subsidiary	12,339,973	18,618,217
Receivable from Directors & Related parties	54,369,353	79,747,174
	<b>431,926,339</b>	<b>372,825,278</b>
<b>Note 15 : Cash and Bank Balances</b>		
<b>Cash and Cash equivalents</b>		
Balances with Banks		
- Current Accounts	37,175,235	1,247,643
- Fixed Deposit Accounts	68,836,409	107,195,941
Cash In Hand	445,137	252,521
	<b>106,456,780</b>	<b>108,696,105</b>

Balances with banks in deposit accounts includes fixed deposits aggregating to ₹ 6,88,36,409/- (PY 6,65,13,195/-) earmarked as margin & collateral deposits against working capital facilities out of which, deposit of ₹ 2,00,00,000/- (PY 2,00,00,000/-) liened against working capital facility of wholly owned subsidiary M/s Vedanta Creations Ltd.

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(In ₹)

Particulars	Year Ended 31st March 2016	Year Ended 31st March 2015
<b>Note 16 : Short term Loans and advances</b>		
Unsecured, considered good unless otherwise stated		
Advances to employees	1,999,246	1,686,448
Advances towards purchase of goods / services	34,806,864	37,073,071
Receivable from Subsidiary	6,728,948	8,607,671
Receivable from Related Party	8,284,959	-
Prepaid expenses	1,862,273	2,054,457
Balances with Government authorities	10,250,089	14,977,143
Security Deposits	482,140	7,246,304
Deposits with financial institutions	-	30,210,493
	<b>64,414,518</b>	<b>101,855,586</b>
<b>Note 17 : Other Current Assets</b>		
DFIA/DFRC import licenses	-	383,265
Interest accrued but not due on deposits	65,000	75,307
	<b>65,000</b>	<b>458,572</b>
<b>Note 18 : Revenue from Operations</b>		
<b>Sale of Products</b>		
- Trade Goods	738,293,511	1,048,661,713
- Manufactured Goods	215,924,905	221,202,654
<b>Export Sales</b>		
- Trade Goods	231,823,027	74,721,854
- Manufactured Goods	176,694,501	143,575,147
Jobwork Charges/Scrap Sales	128,126,554	113,652,433
	-	-
<b>Gross Sales</b>	<b>1,490,862,498</b>	<b>1,601,813,802</b>
Less : Inter Department Transfer	55,610,758	324,607,722
<b>Net Sales</b>	<b>1,435,251,739</b>	<b>1,277,206,080</b>
<b>Note 19 : Other Operating Revenue</b>		
Duty drawback/DEPB incentives	17,911,499	11,506,076
Miscellaneous income	-	11,680
Foreign Exchange (Gain) / Loss	7,700,976	130,100
Octroi Refund Received	12,047	-
	<b>25,624,522</b>	<b>11,647,856</b>
<b>Note 20 : Other Income</b>		
Interest on deposits	5,984,730	12,213,719
Rent received	13,794,969	13,619,484
Doubtful debts provision written back	936,642	-
Interest received from others	2,037,945	951,398
Dividend	1,500	1,000
Profit on sale of fixed assets	2,325	59,635
Sundry balances written back	7,175,229	995,723
	<b>29,933,341</b>	<b>27,840,959</b>
<b>Note 21: Cost of Material Consumed</b>		
Opening stock of Raw Material	51,584,459	51,612,963
Add: Purchases of Raw Material	196,252,233	173,433,842
Less: Closing stock of Raw Material	59,324,446	51,584,459
	<b>188,512,246</b>	<b>173,462,346</b>

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(In ₹)

Particulars	Year Ended 31st March 2016	Year Ended 31st March 2015
<b>Note 22 : Trade Purchases</b>		
Trade Purchases	893,771,162	1,092,124,665
Jobwork charges	44,146,416	47,694,053
	937,917,578	1,139,818,718
Less : Inter Department Transfer	55,610,758	324,607,722
<b>Net Purchase</b>	<b>882,306,820</b>	<b>815,210,996</b>
<b>Note 23 : Increase (Decrease) in Inventories</b>		
Opening Stock		
- Trade Goods	226,299,426	257,332,597
- Work -in - progress	698,493	798,961
- Finished Goods	20,613,884	15,272,252
(A)	<b>247,611,803</b>	<b>273,403,810</b>
Less: Closing Stock		
- Trade Goods	208,910,807	226,299,426
- Work -in - progress	1,047,109	698,493
- Finished Goods	17,632,032	20,613,884
(B)	<b>227,589,948</b>	<b>247,611,803</b>
(A) -(B)	<b>20,021,855</b>	<b>25,792,007</b>
<b>Note 24 : Employee Compensation</b>		
Salaries, Wages, and Bonus	182,082,383	149,882,624
Contribution to Provident Fund and other fund	17,910,065	14,284,831
Gratuity Expenses	1,696,884	2,155,009
Workmen and staff welfare expenses	4,491,813	3,379,680
	<b>206,181,145</b>	<b>169,702,144</b>
<b>Note 25 : Finance Costs</b>		
<b>Interest</b>		
On Working capital loans	6,735,643	9,823,060
Others	30,611,361	30,450,088
Bank Charges	7,697,754	8,205,530
	<b>45,044,758</b>	<b>48,478,677</b>

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST March, 2016

(In ₹)

Particulars	Year Ended 31st March 2016	Year Ended 31st March 2015
<b>Note 26 : Other Expenses</b>		
Power & Fuel	8,974,888	7,765,899
Freight and forwarding charges	15,102,281	13,956,508
Rent	15,047,605	13,585,209
Rates & Taxes	2,779,917	2,390,450
Insurance Charges	1,355,522	1,461,461
Repairs & Maintenance		
- Plant & Machinery	2,216,210	2,772,134
- Building	1,526,119	1,733,893
- Other	3,067,464	2,418,719
Sales Promotion	3,382,481	2,872,836
Brokerage & Sales Commission	6,223,861	2,617,203
Travelling and Conveyance Expenses	8,316,804	8,568,609
Communication Cost	3,383,323	3,118,386
Printing & Stationary	2,067,433	1,778,498
Professional and Consultancy fees	3,609,232	3,479,172
Directors Sitting fees	110,000	130,000
Remuneration to Director	120,345	5,256,068
Auditor's remuneration		
- Audit fee	154,575	125,000
- Tax Audit fee	45,800	70,000
- Others	101,055	69,354
Loss on sale of fixed Assets	-	3,247
Courier & Postage	2,225,587	2,433,529
Packing Material Expenses	4,437,064	1,711,440
Transportation for factory workers	2,281,850	2,031,800
Jobwork & Washing charges	7,119,809	3,114,077
Security and service charges	4,701,122	3,886,123
Discount and rebate on sales	9,439,512	10,564,382
Bad Debts	3,114,807	7,734,058
Provision for Bad & Doubtful Debts	3,957,715	2,606,042
Sundry Balances Written off	366,996	2,614,885
Prior Period Items (net)	545,449	320,407
Miscellaneous Expenses	2,206,961	2,714,148
	<b>117,981,786</b>	<b>113,903,537</b>



## NOTES ON ACCOUNTS

### 27. Operating Lease Arrangements:

#### a. As lessee:

Rental expenses of Rs. 1,50,47,605/- (P.Y. Rs. 1,35,85,209) in respect of obligation under operating leases have been recognized in the profit and loss account.

At balance sheet date, minimum lease payments under non-cancelable operating leases fall due as follows: (In ₹)

Particulars	31.03.2016	31.03.2015
Due not later than one year	1,30,87,938	99,04,708
Due later than one year but not later than five years	2,03,93,255	79,00,496
Later than five years	NIL	NIL

The above figures include:

- i. Lease rentals do not include common maintenance charges, tax payable, if any.
- ii. The Company has not entered under any operating lease agreement which is not-cancelable more than five years.

#### b. As lessor:

Rental Income recognized in the profit & Loss account during the year ₹ 1,37,94,969/- (Previous Year ₹ 1,36,19,484) relating lease arrangements.

### 28. Employee benefit plan:

The Company has recognized Rs. 16,96,884/- (PY Rs. 21,55,009/-) in the Profit and Loss Account for the year ended 31st March 2016 under defined contribution plans.

(a) Expenses recognized in Profit & Loss Account for the year ended 31 March 2016: (In ₹)

Particulars	31.03.2016	31.03.2015
Current service cost	23,10,633	21,71,441
Interest cost	4,82,897	4,79,639
Expected return on Assets	(2,47,404)	(3,34,510)
Actuarial (gains) / losses	(8,49,242)	(1,61,561)
Past service cost	-	-
<b>Net expenses</b>	<b>16,96,884</b>	<b>21,55,009</b>

(b) Net Asset / (Liability) recognized in the Balance Sheet as at 31 March 2016: (In ₹)

Particulars	31.03.2016	31.03.2015
Defined benefit obligation	61,40,312	60,23,363
Fair value of plan assets	22,96,618	28,21,436
Fund status [Surplus/(Deficit)]	(38,43,694)	(32,01,927)
<b>Net Assets / (Liability)</b>	<b>(38,43,694)</b>	<b>(32,01,927)</b>

(c) Changes in present value of defined benefit obligation are as following: (In ₹)

Particulars	31.03.2016	31.03.2015
Opening defined benefit obligation	60,23,363	52,36,237
Current service cost	23,10,633	21,71,441
Interest cost	4,82,897	4,79,639
Benefit paid	(17,77,882)	(16,88,169)
Actuarial (gains) / Losses	(8,98,699)	(1,75,785)
<b>Closing defined benefit obligation</b>	<b>61,40,312</b>	<b>60,23,363</b>

(d) Changes in fair value of plan assets are as follows :

(In ₹)

Particulars	31.03.2016	31.03.2015
Fair Value of Plan Assets at the beginning of the period.	28,21,436	41,81,327
Expected Return on Plan Assets	2,47,404	3,34,510
Actuarial (gains) / Losses	(49,457)	(14,224)
Assets distributed on settlements	-	-
Actual Company Contributions less Risk Premium	10,55,117	7,947
Benefit Payments	(17,77,882)	(16,88,169)
<b>Fair Value of the assets</b>	<b>22,96,618</b>	<b>28,21,436</b>

(e) The principal actuarial assumptions used in determining gratuity liability is as follows:

(In ₹)

Assumption	31.03.2016	31.03.2015
Discount rate	8.10%	8.00%
Expected return on assets	8.75%	8.75%
Salary Increase	4.00%	5.00%
Attrition rates	3%	3%
Withdrawal Rate	3%	3%
Mortality Rate (% of IALM 06-08)	100%	100%

**29. Contingent Liabilities (to the extent not provided for)**

(In ₹)

Particulars	31.03.2016	31.03.2015
<b>(a) Claims against Company not acknowledged as debts:</b>		
Income Tax Matters	-	2,46,74,430
Others*	19,49,135	17,96,893
<b>(b) Bank Guarantees</b>	14,70,962	3,94,42,544
<b>(c) Other Liabilities</b>		
Letter of credit	3,86,08,138	5,63,66,616
Export Obligation	3,89,81,195	3,58,60,499
Sales Tax declaration forms	82,19,626	87,75,683
Stand by Letter of credit	-	2,56,00,000
Corporate Guarantee	2,00,00,000	2,00,00,000
<b>Total</b>	<b>10,92,29,056</b>	<b>21,25,16,664</b>

\* A supplier has filed a Civil Suit with City Civil Court Bangalore against the Company for recovery of disputed outstanding amounting to Rs. 19,49,135/-. The future profitability of Company may get affected based on outcome of this case.

The Company has filed a Suit with Additional Chief Metropolitan Magistrate Bangalore against one of its supplier under Section 138 of the Negotiable Instruments Act. An amount of Rs. 17,00,000/- was recoverable from said supplier on account of refund of advance paid for purchase of machineries.

### 30. Details of Deferred Tax assets and liabilities:

In view of the Accounting Standard 22 issued by Institute of Chartered Accountants of India, the significant component and classification of deferred tax liability/asset on account of timing difference comprises of the following:

(In ₹)

Particulars	31.03.2016	31.03.2015
<b>Deferred Tax Liabilities</b>		
On account of difference in Tax and Book Depreciation	1,69,45,492	1,65,94,270
On account of expenditure allowed u/s 43B on payment basis	30,82,160	16,88,346
On account of deduction u/s 35DD	99,747	99,747
Total	2,01,27,398	1,83,82,363
<b>Deferred Tax Assets</b>		
Expenditures disallowed u/s 43B	46,25,286	38,00,263
<b>Deferred Tax Liabilities (Net)</b>	<b>1,55,02,113</b>	<b>1,45,82,100</b>

31. In the opinion of the Board, sundry debtors, loans and advances and other current assets and unsecured loans are approximately of the value stated if realized in the ordinary course of business. The provisions for all known liabilities is adequate and not in excess of the amount reasonably necessary. Balances are subject to confirmation and reconciliation.

32. The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as the year end together with interest paid / payable as required under the said Act have not been given.

### 33. Earning per Share (EPS)

(In ₹)

Particulars	31.03.2016	31.03.2015
Profit/(Loss) for the year after tax	(1,16,78,756)	(5,31,93,259)
Nominal value per share	10	10
Number of equity shares	1,35,60,000	1,35,60,000
EPS Excluding exceptional item	0.86	(3.92)
EPS Including exceptional item	0.86	(3.92)

### 34. Prior period expenses included under "Other expenses"

(In ₹)

Particulars	31.03.2016	31.03.2015
Bonus Expenses	-	22,528
Telephone Expenses	-	19,520
Purchase of Consumable items	-	1,44,620
Transport Charges	-	16,465
Leave salary	14,125	71,647
Sales Tax liability of earlier year	2,90,658	45,627
Property Tax & Interest liability of earlier year	1,66,629	-
Wealth tax liability of earlier year	72,905	-
ESIC liability of earlier year	1,132	-
<b>Total expenses</b>	<b>5,45,449</b>	<b>3,20,407</b>

**35. Derivative Instruments and un-hedged foreign currency exposures**

- a. There are following outstanding forward exchange contracts entered into by the Company as on 31st March, 2016 for hedging the currency risk:

Particulars	Purpose	31.03.2016	31.03.2015
Forward contracts to sale USD 15,50,000 (P.Y. USD 17,42,844)	Hedge of exports receivables	10,75,92,000	11,33,91,763

- b. The Foreign currency exposures that have not been hedged by any derivatives instrument or otherwise as on 31 March 2016 are as follows:

Particulars	31.03.2016	31.03.2015
Assets (Receivable)	12,24,85,305	4,82,77,409
Liabilities (Payable)	4,54,63,491	11,51,08,914

**36. Segment Reporting:**
**a. Primary Segment:**

The company is primarily engaged in single business segment of manufacturing and marketing of textile and textile products and is managed as one business unit.

**b. Secondary Segment (By Geographical Segment):**

Particulars	India	Outside India	Total
Sales	110,00,98,880	33,51,52,859	143,52,51,739
	(105,89,09,079)	(21,82,97,001)	(127,72,06,080)
*Segment Assets	33,95,40,433	9,23,85,906	43,19,26,339
	(30,92,12,221)	(6,36,13,057)	(37,28,25,278)

(Figures in bracket indicate previous year's figures)

\*Segment Assets from outside India represents receivables from Export Sales outside India. In view of the interwoven / intermix nature of business and manufacturing facility, other information is not ascertainable.

37. Previous year figure has been regrouped, rearranged and restated whenever necessary.

**38. Information on Related Party Disclosure**

- A. Enterprises where control exists.  
Subsidiaries
- Vedanta Creations Ltd.
  - Bang Europa SRO
  - Bang HK Ltd
  - A.S.Raiment Pvt Ltd
- B. Key Managerial Persons (KMP)
- Brijgopal Bang
  - Purshottam Bang
  - Raghavendra Bang
- C. Relatives of Key Managerial Persons
- Balaram Bang
  - Radhadevi Bang
  - Girdhargopal Bang
  - Rajgopal Bang
  - Nandgopal Bang
  - Venugopal Bang
  - Vandana Bang
  - Ramanujdas Bang
  - Sharadkumar Bang
- D. Enterprises owned or significantly influenced by key managements personnel or their relatives
- 1) Thomas Scott India Ltd.
  - 2) Bodywave Fashions (I) Pvt. Ltd.
  - 3) Bang Data Forms Pvt. Ltd.

Disclosure of transaction between the Company and related Parties and status of outstanding balances as on 31st March, 2016

Particulars	31.03.2016	31.03.2015
<b>A Subsidiaries</b>		
<b>Vedanta Creations Ltd.</b>		
Sale of finished goods / raw materials etc.	73,364,669	50,820,835
Purchase of finished goods / raw materials etc.	2,720,770	4,547,839
Rent Received	255,209	337,272
Outstanding (Payable)/Receivable as on 31st March 2016	(72,990,890)	(30,508,179)
<b>Bang Europa SRO</b>		
Sale of finished goods / raw materials etc.	-	17,047,664
Investment in equity shares	21,018,000	-
Outstanding receivable as on 31st March 2016	12,339,973	18,618,217
<b>A.S.Raiment Pvt Ltd</b>		
Loan given	450,000	620,000
Interest Received	1,072,544	902,997
Purchase of fixed assets	3,294,012	-
Outstanding Receivable as on 31st March 2016	6,728,948	8,607,671
<b>B Key Managerial Persons (KMP)</b>		
<b>Brijgopal Bang</b>		
Loans taken	9,270,000	1,805,000
Loans repaid	11,274,638	10,427,500
Interest paid	1,672,939	1,803,228
Salary paid	120,000	4,140,000
Sale of fabrics	4,000	-
Outstanding payable as on 31st March 2016	11,456,076	12,202,539
<b>Purshottam Bang</b>		
Loans taken	622,415	-
Interest paid	694,144	645,409
Salary paid	-	738,034
Sale of fabrics/shirts	17,429	10,140
Outstanding payable as on 31st March 2016	5,736,489	6,176,763
<b>Raghavendra Bang</b>		
Salary paid	-	738,034
Outstanding payable as on 31st March 2016	-	191,825
<b>C Relatives of Key Managerial Persons</b>		
<b>Balaram Bang</b>		
Loans repaid	19,846,714	9,000,000
Interest paid	6,873,404	7,393,137
Outstanding payable as on 31st March 2016	49,002,644	62,663,295



Disclosure of transaction between the Company and related Parties and status of outstanding balances as on 31st March, 2016 (contd.)

Particulars	31.03.2016	31.03.2015
<b>Radhadevi Bang</b>		
Interest paid	527,383	475,928
Outstanding payable as on 31st March 2016	4,869,505	4,394,861
<b>Venugopal Bang</b>		
Interest paid	49,616	44,780
Sale of fabrics	28,325	-
Outstanding payable as on 31st March 2016	458,120	413,466
<b>Rajgopal Bang</b>		
Loans repaid	-	1,500,000
Interest paid	210,437	296,300
Outstanding payable as on 31st March 2016	1,943,037	1,753,644
<b>Nandgopal Bang</b>		
Sale of fabrics	-	1,020
Outstanding receivable as on 31st March 2016	-	-
<b>Vandana Bang</b>		
Salary Paid	-	1,620,000
Outstanding receivable as on 31st March 2016	-	115,093
<b>Ramanujdas Bang</b>		
Interest paid	2,155,543	1,945,436
Outstanding payable as on 31st March 2016	19,902,843	17,962,855
<b>Sharadkumar Bang</b>		
Interest paid	597,709	539,449
Outstanding payable as on 31st March 2016	5,518,850	4,980,912
<b>D Enterprises owned or significantly influenced by key management personnel or their relatives</b>		
<b>Thomas Scott India Ltd.</b>		
Purchase of finished goods / raw materials etc.	-	9,650,419
Sale of finished goods / raw materials etc.	109,670,166	126,545,378
Rent Received	407,407	634,092
Outstanding Receivable as on 31st March 2016	54,140,252	47,181,790
<b>Bodywave Fashions (I) Pvt. Ltd.</b>		
Sale of finished goods / raw materials etc.	-	76,448,170
Rent Received	-	174,132
Outstanding Payable as on 31st March 2016	8,284,959	8,591,959

Disclosure of transaction between the Company and related Parties and status of outstanding balances as on 31st March, 2016 (contd.)

Particulars	31.03.2016	31.03.2015
<b>Bang Data Forms Pvt. Ltd.</b>		
Loans taken	20,000,000	-
Interest paid	1,945,292	606,924
Loans repaid	5,275,105	-
Outstanding payable as on 31st March 2016	22,079,587	5,603,930

**39 INFORMATION PURSUANT TO SCHEDULE III OF THE COMPANIES ACT, 2013.** (In ₹)

<b>1 Earnings in foreign currency</b>	<b>2015-2016</b>	<b>2014-2015</b>
Exports at F.O.B. Value	408,517,528	218,297,001
<b>2 Expenditure in foreign currency</b>	<b>2015-2016</b>	<b>2014-2015</b>
Travelling	815,328	1,248,883
Interest on Buyers Credit	331,263	1,947,035
	1,146,591	3,195,918
<b>3 Value of imports calculated on CIF basis</b>	<b>2015-2016</b>	<b>2014-2015</b>
Raw Materials	520,657	1,842,231
Trade Goods	131,588,528	629,316,383
Capital Goods	-	-
	<b>132,109,185</b>	<b>631,158,614</b>

**4 Imported and indigenous raw materials** (In ₹)

Particulars	2015-2016		% of total Consumption	2014-2015		% of total Consumption
	Qty (Mtrs)	Value		Qty (Mtrs)	Value	
Fabrics						
Imported	-	-	-	704	792,597	0.57
Indigenous	1,121,247	161,118,752	100.00	844,456	138,612,482	99.43
	<b>1,121,247</b>	<b>161,118,752</b>	<b>100.00</b>	<b>845,160</b>	<b>139,405,079</b>	<b>100.00</b>
Accessories						
Imported	-	351,157	0.97	-	1,049,634	3.08
Indigenous	-	35,699,766	99.03	-	33,007,633	96.92
	-	<b>36,050,923</b>	<b>100.00</b>	-	<b>34,057,267</b>	<b>100.00</b>

As per our report of even date

**For Rajendra K. Gupta & Associates**  
Chartered Accountants  
Firm Registration No:108373W

**Sd/-**  
**Rajendra Kumar Gupta**  
Partner  
Membership No. 9939

**Place : Mumbai**  
**Date : 30th May 2016**

For and on behalf of Board of Directors  
**Bang Overseas Ltd.**

**Sd/-**  
**Brijgopal Bang**  
Chairman & Managing Director  
(DIN: 00112203)

**Place : Mumbai**  
**Date : 30th May 2016**

**Sd/-**  
**Raghvendra Bang**  
Director  
(DIN: 00356811)

**Sd/-**  
**Trupti Limbasiya**  
Company Secretary

**Sd/-**  
**Jaydas Dighe**  
Chief Financial Officer

## **Independent Auditors' Report on Consolidated Financial Statements**

To the Members of **Bang Overseas Limited**

### **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of **Bang Overseas Limited** ("the Holding Company") and its subsidiaries (collectively referred to as "**the Company**" or "**the Group**"), comprising of the consolidated balance sheet as at 31 March 2016, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### **Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated 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 Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the 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.

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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Company, as at 31 March 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

### **Other Matter**

We did not audit the financial statements of two direct subsidiary companies, whose financial statements reflect total assets of Rs.5,63,30,518 as at March 31, 2016, total revenues of Rs.29,81,905 for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

### **Report on Other Legal and Regulatory Requirements**

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, 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 of the

- aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- (c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated 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 the written representations received from the directors of the Holding Company as on 31 March 2016 taken on record by the Board of Directors of the Holding Company and its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31 March 2016 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in “Annexure A”; and
- (g) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 31 to the consolidated financial statements;
  - The Group did not have any long term contracts including derivatives contracts for which there were material foreseeable losses; and
  - There has been no delay in transferring the amounts required to be transferred, to the Investor Education and Protection Fund by the Holding Company and subsidiary companies incorporated in India.

**For Rajendra K. Gupta & Associates**

Chartered Accountants

Firm Registration No: 108373W

**Rajendra Kumar Gupta**

Partner

Membership No: 9939

Place: Mumbai

Date: 30th May, 2016

**Annexure - A to the Auditors’ Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting of Bang Overseas Limited (“the Holding Company”) and its subsidiary companies which are companies incorporated in India, as of that date.

**Management’s Responsibility for Internal Financial Controls**

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting

issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical

requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

#### **For Rajendra K. Gupta & Associates**

Chartered Accountants

Firm Registration No: 108373W

#### **Rajendra Kumar Gupta**

Partner

Membership No: 9939

Place: Mumbai

Date: 30th May, 2016



## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

(In ₹)

Particulars	Note	As at 31st March 2016	As at 31st March 2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	2	135,600,000	135,600,000
Reserves and Surplus	3	544,527,787	530,063,551
		<b>680,127,787</b>	<b>665,663,551</b>
<b>Non-Current Liabilities</b>			
Long-term borrowings	4	3,935,548	5,909,614
Deferred tax liabilities (Net) (Refer Note 32)		15,014,567	14,174,175
Other Long term liabilities	5	5,643,694	6,321,329
		<b>24,593,809</b>	<b>26,405,118</b>
<b>Current Liabilities</b>			
Short-term borrowings	6	419,283,090	404,839,049
Trade payables	7	226,252,465	248,030,148
Other current liabilities	8	19,328,515	13,620,799
Short-term provisions	9	18,407,774	16,809,376
		<b>683,271,844</b>	<b>683,299,371</b>
<b>Total</b>		<b>1,387,993,440</b>	<b>1,375,368,040</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	10	202,900,636	207,259,222
Intangible assets		1,709,893	1,887,354
Capital Work In progress		-	1,367,657
Non-current investments	11	105,714,081	105,714,081
Long term loans and advances	12	91,388,140	87,372,336
Other non-current assets	13	2,318	4,635
		<b>401,715,068</b>	<b>403,605,285</b>
<b>Current assets</b>			
Inventories	14	301,678,368	326,314,075
Trade receivables	15	463,464,784	392,009,473
Cash and bank balances	16	128,785,756	129,764,313
Short-term loans and advances	17	92,284,465	123,216,324
Other current assets	18	65,000	458,572
		<b>986,278,372</b>	<b>971,762,755</b>
<b>Total</b>		<b>1,387,993,440</b>	<b>1,375,368,040</b>

Significant Accounting Policies 1  
The accompanying notes are an integral part of the financial statements  
As per our report of even date attached

**For Rajendra K. Gupta & Associates**  
Chartered Accountants  
Firm Registration No:108373W

For and on behalf of Board of Directors  
**Bang Overseas Ltd.**

Sd/-  
**Rajendra Kumar Gupta**  
Partner  
**Membership No. 9939**

Sd/-  
**Brijgopal Bang**  
Chairman & Managing Director  
(DIN: 00112203)

Sd/-  
**Raghvendra Bang**  
Director  
(DIN: 00356811)

Sd/-  
**Trupti Limbasiya**  
Company Secretary

**Place : Mumbai**  
**Date : 30th May 2016**

**Place : Mumbai**  
**Date : 30th May 2016**

Sd/-  
**Jaydas Dighe**  
Chief Financial Officer

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

(In ₹)

Particulars	Note	For the year ended 31st March 2016	For the year ended 31st March 2015
<b>INCOME</b>			
Revenue from operations	19	1,578,263,637	1,476,220,290
Other Operating Revenue	20	25,628,664	13,372,692
Other Income	21	33,355,341	32,646,399
<b>Total Revenue</b>		<b>1,637,247,641</b>	<b>1,522,239,382</b>
<b>EXPENSES</b>			
Cost of materials consumed	22	188,512,246	213,499,118
Purchase of Stock-in-Trade	23	1,001,190,698	888,960,075
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24	32,375,694	85,205,578
Employee benefit expenses	25	207,580,337	172,692,430
Finance costs	26	49,868,675	54,370,689
Depreciation and amortization expenses	11	21,650,283	29,726,930
Other expenses	27	125,780,264	136,909,997
<b>Total Expenses</b>		<b>1,626,958,197</b>	<b>1,581,364,816</b>
Profit/(Loss) before exceptional and extraordinary items and tax		10,289,445	(59,125,435)
Exceptional Items		-	-
<b>Profit/(Loss) before tax</b>		<b>10,289,445</b>	<b>(59,125,435)</b>
<b>Tax expenses:</b>			
(1) Current tax		51,596	210,266
(2) Deferred tax		840,393	(3,427,598)
(3) Income tax liability of earlier year		(2,000,000)	34,381
<b>Profit / (Loss) for the year</b>		<b>11,397,456</b>	<b>(55,942,484)</b>
Earning per equity share: (Refer Note 34)			
(1) Basic		0.84	(4.13)
(2) Diluted		0.84	(4.13)

**Significant Accounting Policies**

1

The accompanying notes are an integral part of the financial statements  
As per our report of even date attached

**For Rajendra K. Gupta & Associates**

Chartered Accountants  
Firm Registration No:108373W

Sd/-  
**Rajendra Kumar Gupta**  
Partner  
Membership No. 9939

Place : Mumbai  
Date : 30th May 2016

**For and on behalf of Board of Directors**
**Bang Overseas Ltd.**

Sd/-  
**Brijgopal Bang**  
Chairman & Managing Director  
(DIN: 00112203)

Place : Mumbai  
Date : 30th May 2016

Sd/-  
**Raghvendra Bang**  
Director  
(DIN: 00356811)

Sd/-  
**Trupti Limbasiya**  
Company Secretary

Sd/-  
**Jaydas Dighe**  
Chief Financial Officer

## CONSOLIDATED CASH FLOW STATEMENT AS AT MARCH 31, 2016

(In ₹)

Particulars	As at 31st March 2016	As at 31st March 2015
<b>A. Cash flow from Operating Activities</b>		
<b>Net profit/(Loss) before taxation</b>	10,289,445	(59,125,435)
Adjustments for:		
Depreciation	21,650,283	29,726,929
Prior Period Income	-	(3,029)
(Profit) / Loss on sale of Fixed Assets	(2,325)	(56,388)
Sundry Balances Written back	(7,175,229)	(863,849)
Doubtful debts provision written back	(936,642)	371,940
Provision for bad & doubtful debts	3,957,715	2,606,042
Exchange rate fluctuation loss/(gain)	1,785,037	-
Interest income	(9,775,909)	(15,027,748)
Dividend income	(1,500)	(1,000)
Interest expense	41,474,920	45,624,599
<b>Operating profit before Working Capital changes</b>	<b>61,265,795</b>	<b>3,252,061</b>
<b>Changes in</b>		
Inventories	24,635,707	91,642,556
Trade Receivables	(57,350,236)	140,352,931
Loans and Advances & other current assets	(1,737,635)	(6,794,867)
Trade Payables, Other liabilities & provisions	16,344,129	142,320,441
Cash generated from operations	<b>43,157,760</b>	<b>370,773,123</b>
Direct taxes paid (net)	(4,938,479)	(4,982,620)
<b>Net Cash from Operating Activities</b>	<b>38,219,281</b>	<b>365,790,503</b>
<b>B. Cash flows from Investing activities</b>		
Payment for Purchase of Fixed Assets	(17,292,071)	(19,637,427)
Capital work-in-progress	1,367,657	(769,699)
Receipt from sale of assets	185,404	1,837,800
Interest received	9,775,909	15,027,748
Dividends received	1,500	1,000
<b>Net Cash from Investing Activities</b>	<b>(5,961,601)</b>	<b>(3,540,577)</b>
<b>C. Cash flows from Financing Activities</b>		
Short Term Borrowings	10,212,748	(361,204,872)
Long Term Borrowings	(1,974,066)	4,118,504
Interest paid	(41,474,920)	(45,624,599)
<b>Net cash from Financing Activities</b>	<b>(33,236,237)</b>	<b>(402,710,967)</b>
<b>Net increase in cash and cash equivalents (A + B + C)</b>	<b>(978,557)</b>	<b>(40,461,041)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>129,764,313</b>	<b>170,225,354</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>128,785,756</b>	<b>129,764,313</b>

As per our report of even date

**For Rajendra K. Gupta & Associates**

Chartered Accountants

Firm Registration No:108373W

Sd/-

**Rajendra Kumar Gupta**

Partner

Membership No. 9939

Place : Mumbai

Date : 30th May 2016

For and on behalf of Board of Directors

**Bang Overseas Ltd.**

Sd/-

**Brijgopal Bang**

Chairman & Managing Director

(DIN: 00112203)

Place : Mumbai

Date : 30th May 2016

Sd/-

**Raghvendra Bang**

Director

(DIN: 00356811)

Sd/-

**Trupti Limbasiya**

Company Secretary

Sd/-

**Jaydas Dighe**

Chief Financial Officer

**Note 1****NOTES TO ACCOUNTS****SIGNIFICANT ACCOUNTING POLICIES:****1. Basis of preparation of Consolidated Financial Statements**

The consolidated financial statements relate to Bang Overseas Ltd., (Parent Company) and Subsidiaries i.e. Vedanta Creations Ltd., A. S. Raiment Pvt. Ltd, Bang Europa SRO and Bang HK Limited, herein after referred to as “Group”.

The financial statements of the Company and the Subsidiaries have been prepared under historical cost convention on an accrual basis and comply with accounting principles generally accepted in India.

**2. Principles of Consolidation**

The consolidated financial statements have been prepared in accordance with Accounting Standards (AS-21) Consolidated Financial Statements. The consolidated financial statements of the Parent Company and its Subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances, if any.

**3. Use of Estimate**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Actual results could differ from those estimates. Any revision to accounting estimates is recognised in accordance with the requirements of the respective accounting standard.

**4. Fixed Assets**

Fixed assets are stated at cost (or revalued amounts, as the case may be), less accumulated depreciation and impairment losses. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use, net of VAT recoverable. Financing costs relating to construction of fixed assets are also included to the extent they relate to the period till such assets are ready to be put to use. Financing costs not relating to construction of fixed assets are charged to the income statement.

**Depreciation**

Depreciation on the fixed assets has been provided for on straight line method at the rates prescribed and in the manner specified in Schedule II to the Companies Act, 2013 for the manufacturing units. Other fixed assets have been continued depreciated by following written down value method.

**Impairment**

- i. The carrying amounts of assets are reviewed at each balance sheet date if there are impairment indicators.

An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the WACC.

- ii. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.
- iii. A previously recognised impairment loss is increased or decreased based on reassessment of recoverable amount, which is carried out if the change is significant. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

**5. Intangible Assets**

Intangible assets include miscellaneous expenditures that are capitalized if specific criteria are met and are amortised over their useful life, generally not exceeding 5 years. The recoverable amount of an intangible asset that is not available for use or is being amortized over a period exceeding 5 years should be reviewed at least at each financial year end even if there is no indication that the asset is impaired.

**6 Leases****Where the Company is the lessee**

Finance leases, where substantially all the risks and benefits incidental to ownership of the leased item, are transferred to the company, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged to income. Lease management fees, legal charges and other initial direct costs are capitalised.

If there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

**Where the Company is the lessor**

Assets subject to operating leases are included in fixed assets. Lease income is recognised in the Profit and Loss Account on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the Profit and Loss Account. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the P&L Account.

**7. Government grants and subsidies**

Grants and subsidies from the government are recognized when there is reasonable assurance 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 recognized 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 in arriving at the carrying amount of the related asset.

**8. 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 investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost, less provision for diminution in value other than temporary.

**9. Inventories**

Inventories are valued at lower of cost or net realisable value. Cost is determined on the following basis:

- i) Raw materials and manufactured finished goods are valued at cost. Cost is determined by using average cost method.
- ii) Trade Goods are valued at cost on FIFO basis.

**10. Revenue Recognition**

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.

**(i) Sale of goods**

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer.

**(ii) Interest**

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

**(iii) Dividends**

Revenue is recognised when the shareholders' right to receive payment is established by the balance sheet date. Dividend from subsidiaries is recognised even if same are declared after the balance sheet date but pertains to period on or before the date of balance sheet as per the requirement of revised schedule II of the Companies Act, 2013.

**11. Foreign Exchange Transaction**

- (a) Transaction denominated in foreign currencies is normally recorded at the exchange rate prevailing at the time of the transaction.

- (b) Monetary items denominated in foreign currency as at the balance sheet date are translated at the year end exchange rate.

- (c) Premium on forward cover contracts in respect of import of raw material is charged to profit & loss account over the period of contracts except in respect of liability for acquiring fixed assets, in which case the difference are adjusted in carrying cost of the same.

**12. Employee benefits**

- i. Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the statutory authority are due.
- ii. Gratuity liability are defined benefit obligations and are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

**13. Current Tax and Deferred Tax**

- (i) Provision for current tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961 and provision has not been made for the completed assessment which are pending in Appeal.
- (ii) Deferred tax resulting from timing difference between the book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date.

**14. Earning per share**

Basic EPS is computed using the weighted average number of equity shares outstanding during the year. Diluted EPS is computed using the weighted average number of equity and diluted equity equivalent shares outstanding during the year except where the results would be anti-dilutive.

**15. Cash Flow Statement**

Cash flow statement is reported using the indirect method as specified in the Accounting standard (AS)-3, 'Cash Flow Statement' issued by The Institute of Chartered Accountants of India.

**16. Provision, Contingent Liabilities and Contingent Assets**

Provision involving substantial degree of estimation in measurement is recognized 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 recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

[http://www.xvideos.com/video22986301/indian\\_college\\_girl\\_fucked\\_hard\\_by\\_her\\_bf-\\_\\_www.xtubecafe.com](http://www.xvideos.com/video22986301/indian_college_girl_fucked_hard_by_her_bf-__www.xtubecafe.com)



**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

(In ₹)

Particulars	As at 31st March 2016	As at 31st March 2015
<b>Note 2 : Share Capital</b>		
<b>Authorised</b>		
1,60,00,000 Equity Shares of ₹ 10/- each	1,60,000,000	1,60,000,000
(Previous year 1,60,00,000 Equity Shares of ₹ 10/- each)	<b>1,60,000,000</b>	<b>1,60,000,000</b>
<b>Issued, Subscribed &amp; Paid up</b>		
1,35,60,000 Equity Shares of ₹ 10/- each fully paid up	1,35,600,000	1,35,600,000
(Previous year 1,35,60,000 equity shares of ₹ 10/- each fully paid up)	<b>1,35,600,000</b>	<b>1,35,600,000</b>
<b>Total</b>	<b>1,35,600,000</b>	<b>1,35,600,000</b>
<b>Note 3 : Reserves &amp; Surplus</b>		
<b>(a) Capital Reserve on Consolidation</b>	<b>5,139,017</b>	<b>5,139,017</b>
<b>(b) General Reserve</b>	<b>4,915,173</b>	<b>4,915,173</b>
<b>(c) Securities Premium Account</b>		
Balance at the beginning of the year	6,00,892,638	6,00,892,638
Add: Current year transfer	-	-
Balance at the end of the year	<b>6,00,892,638</b>	<b>6,00,892,638</b>
<b>(d) Surplus in Profit Loss Statement</b>		
Balance at the beginning of the year	(61,115,836)	(5,173,352)
Add: Current year transfer	11,397,456	(55,942,484)
Balance at the end of the year	<b>(49,718,380)</b>	<b>(61,115,836)</b>
Less : Elimination of Profit on consolidation	16,700,661	19,767,441
<b>Total</b>	<b>544,527,787</b>	<b>530,063,551</b>
<b>Note 4 : Long term Borrowings</b>		
<b>Secured</b>		
Car Loan	3,935,548	5,909,614
<b>Total</b>	<b>3,935,548</b>	<b>5,909,614</b>
<b>a) Nature of Security for Long term borrowings</b>		
Car Loan is taken from Kotak Mahindra Prime Ltd is secured against hypothecation of cars.		
b) There is now default in repayment of prioncipal amount and interest thereon .		
<b>Note 5: Other Long Term Liabilities</b>		
<b>Unsecured</b>		
Security deposits received	1,800,000	3,119,402
Gratuity Payable	3,843,694	3,201,927
	<b>5,643,694</b>	<b>6,321,329</b>
<b>Note 6 : Short tem borrowings</b>		
<b>Secured</b>		
Working capital loans from bank	56,314,421	129,107,892
Buyers Credit in foreign currency	26,712,171	43,212,123
Inland LC bills acceptance	95,508,038	-
<b>Unsecured</b>		
from Promoters & Promoter group	201,256,887	209,006,438
from Directors	17,411,987	17,908,666
from related party	22,079,587	5,603,930
	<b>419,283,090</b>	<b>404,839,049</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

(In ₹)

Particulars	As at 31st March 2016	As at 31st March 2015
<b>a) Nature of Security for Short term borrowings</b>		
Working Capital loans, Buyer's Credit loans and Inland LC bill acceptance loans taken from bank's are secured against hypothecation of inventories, receivables & equitable mortgage of immovable properties being factory land and buildings/other structures and embedded plant & machinery, and personal guarantee of Mr. Venugopal Bang and Mr. Brijgopal Bang. Also secured by pledge of margin money by way of term deposit receipts of Rs. 6,88,36,409/- (P.Y. ₹6,81,34,555/-). Also bank guarantee issued are secured by bank guarantee deposit of ₹ 17,50,888/- (PY ₹ 16,21,360/-).		
<b>Note 7 : Trade Payables</b>		
Payables for goods & services	226,113,987	220,359,013
Payables to related parties	138,478	27,671,135
	<u>226,252,465</u>	<u>248,030,148</u>
<b>Note 8 : Other Current Liabilities</b>		
Statutory liabilities	8,245,827	6,272,443
Payable for capital expenditures	4,328,526	2,606,993
Interest accrued but not due on loans	151,316	206,251
Advances from customers	6,602,846	4,535,111
	<u>19,328,515</u>	<u>13,620,799</u>
<b>Note 9: Short Term Provisions</b>		
Provision for employee benefits	18,319,504	16,762,235
Provision for gratuity	88,270	47,141
	<u>18,407,774</u>	<u>16,809,376</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

**Note 10 - Fixed Assets**

(In ₹)

Particulars	Gross Block				Depreciation				Net Block	
	as at 01/04/2015	Addition	Deduction	as on 31/03/2016	up to 01/04/2015	for the Year	Depreciation Adjustment	up to 31/03/2016	as on 31/03/2016	as on 31/03/2015
<b>i) Tangible Assets</b>										
Land	7,907,302	417,664	-	8,324,966	-	-	-	-	8,324,966	7,907,302
Building	68,515,429	-	-	68,515,429	5,012,214	3,147,908	-	8,160,122	60,355,307	63,503,215
Factory Building	69,069,751	-	-	69,069,751	17,193,292	1,881,882	-	19,075,174	49,994,577	51,876,459
Office Equipment	3,789,673	826,996	-	4,616,669	2,336,086	670,115	-	3,006,201	1,610,467	1,453,587
Computer Systems	7,827,392	1,782,273	-	9,609,665	4,554,782	1,293,477	5,242	5,843,017	3,766,648	3,272,610
Plant & Machinery	80,794,378	3,729,238	380,117	84,143,499	25,847,712	5,885,329	271,331	31,461,710	52,681,789	54,946,665
Furniture & Fixture	38,692,401	7,561,726	-	46,254,127	28,352,849	2,977,114	-	31,329,963	14,924,165	10,339,552
Motor Vehicles	16,079,220	-	-	16,079,220	3,724,779	3,765,925	-	7,490,704	8,588,516	12,354,440
Leasehold Improvements	8,228,955	2,168,865	-	10,397,820	6,623,560	1,120,053	-	7,743,613	2,654,207	1,605,394
<b>Total</b>	<b>300,904,500</b>	<b>16,486,762</b>	<b>380,117</b>	<b>317,011,146</b>	<b>93,645,274</b>	<b>20,741,803</b>	<b>276,573</b>	<b>114,110,504</b>	<b>202,900,637</b>	<b>207,259,222</b>
<b>ii) Intangible Assets</b>										
Computer Software	4,721,905	805,309	374,500	5,152,714	2,834,551	908,477	300,207	3,442,821	1,709,893	1,887,354
<b>Total</b>	<b>4,721,905</b>	<b>805,309</b>	<b>374,500</b>	<b>5,152,714</b>	<b>2,834,551</b>	<b>908,477</b>	<b>300,207</b>	<b>3,442,821</b>	<b>1,709,893</b>	<b>1,887,354</b>
<b>Grand Total (i+ii)</b>	<b>305,626,405</b>	<b>17,292,071</b>	<b>754,617</b>	<b>322,163,860</b>	<b>96,479,825</b>	<b>21,650,280</b>	<b>576,780</b>	<b>117,553,324</b>	<b>204,610,530</b>	<b>209,146,576</b>
<b>Previous Year</b>	<b>306,586,753</b>	<b>19,637,427</b>	<b>20,597,774</b>	<b>305,626,405</b>	<b>85,569,259</b>	<b>29,726,930</b>	<b>18,816,362</b>	<b>96,479,827</b>	<b>209,146,576</b>	<b>221,013,157</b>
<b>iii) Capital Work in progress</b>	-	-	-	-	-	-	-	-	-	-

**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

(In ₹)

Particulars	As at 31st March 2016	As at 31st March 2015
<b>Note 11 : Non Current Investments</b>		
<b>Non Trade - Unquoted</b>		
Name of Company	Face Value	Nos.
Saraswat Co Op Bank Ltd	10	1,000
Excel Agencies Pvt Ltd	10	5000
N.K. Overseas Traders Pvt Ltd	100	500
Investment in Land & Building	100,704,081	100,704,081
	<b>105,714,081</b>	<b>105,714,081</b>
<b>Note 12 : Long term Loans and advances</b>		
<b>Unsecured, considered good</b>		
Capital Expenditure Advances	35,000,000	45,000,000
Security Deposits	11,413,247	3,821,675
Advance Tax and Tax Deducted at Source (Net of Provision)	29,727,814	22,840,111
Bank Guarantee Deposits	1,960,888	1,831,360
Balances with Government authorities	-	23,302
Advances to employees	13,286,191	13,855,887
	<b>91,388,140</b>	<b>87,372,336</b>
<b>Note 13 : Other Non Current Assets</b>		
Miscellaneous expenditure		
Preliminary expenses	2,318	4,635
	<b>2,318</b>	<b>4,635</b>
<b>Note 14 : Inventories</b>		
(As taken, Valued & Certified by the Management)		
Raw Materials and components	59,324,446	51,584,459
Work In Progress	1,047,109	698,493
Finished goods	17,632,032	20,613,884
Trade goods	223,674,781	253,417,239
	<b>301,678,368</b>	<b>326,314,075</b>
<b>Note 15 : Trade Receivables</b>		
<b>Overdue for period exceeding six months</b>		
Unsecured, considered good		
Debts outstanding for a period exceeding six months	81,967,448	237,011,794
Doubtful	5,652,779	3,622,101
	87,620,227	240,633,895
Less : Provision for bad & doubtful receivables	(5,652,779)	(3,622,101)
	81,967,448	237,011,794
Unsecured, considered good		
Other Debts	327,096,961	75,250,505
Receivable from Directors & Related parties	54,400,376	79,747,174
	<b>463,464,785</b>	<b>392,009,473</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

(In ₹)

Particulars	As at 31st March 2016	As at 31st March 2015
<b>Note 16 : Cash and Bank Balances</b>		
<b>Cash and Cash equivalents</b>		
Balances with Banks		
- Current Accounts	39,471,166	3,390,546
- Fixed Deposit Accounts	88,856,164	126,076,995
Cash In Hand	458,426	296,772
	128,785,756	129,764,313
Balances with banks in deposit accounts includes fixed deposits aggregating to ₹ 8,88,56,164/- (PY ₹ 6,65,13,195/-) earmarked as margin deposits against working capital facilities.		
<b>Note 17 : Short term Loans and advances</b>		
<b>Unsecured, considered good unless otherwise stated</b>		
Advances to employees	2,038,070	1,697,827
Advances towards purchase of goods / services	65,326,160	64,459,785
Advance Tax & T.D.S. (Net of provisions)	-	2,054,457
Prepaid expenses	2,162,722	286,329
Balances with Government authorities	12,315,043	17,077,974
Security Deposits	482,140	7,429,458
Deposits with financial institutions	-	30,210,493
Receivable from Related Party	9,960,331	-
	92,284,465	123,216,324
<b>Note 18 : Other Current Assets</b>		
DFIA/DFRC import licenses	-	383,265
Interest accrued but not due on deposits	65,000	75,307
	65,000	458,572



## NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(In ₹)

Particulars	Year Ended 31st March 2016	Year Ended 31st March 2015
<b>Note 19 : Revenue from Operations</b>		
<b>Sale of Products</b>		
- Trade Goods	824,564,250	869,977,112
- Manufactured Goods	215,924,905	263,787,298
<b>Export Sales</b>		
- Trade Goods	231,823,027	74,721,854
- Manufactured Goods	176,694,501	143,575,147
Jobwork Charges/Scrap Sales	129,256,954	124,158,880
<b>Gross Sales :</b>	<b>1,578,263,637</b>	<b>1,476,220,290</b>
Less : Inter Department Transfer	-	-
<b>Net Sales :</b>	<b>1,578,263,637</b>	<b>1,476,220,290</b>
<b>Note 20 : Other Operating Revenue</b>		
Duty drawback/DEPB incentives	17,911,499	11,506,076
Misc. Income (Insurance claim, Transport & Octroi Receipts )	12,047	32,800
Foreign Exchange Gain / Loss	7,705,118	1,236,521
Gratuity Written Back	-	597,295
	<b>25,628,664</b>	<b>13,372,692</b>
<b>Note 21 : Other Income</b>		
Interest Received	8,703,382	14,125,701
Rent received	13,539,760	13,319,316
Hire charges received & misc. income	1,284,902	266,867
Dividend	1,500	1,000
Sundry balances written off	7,870,771	4,873,880
Profit on sale of fixed assets	2,325	59,635
Doubtful debts provision written back	1,952,701	-
	<b>33,355,341</b>	<b>32,646,399</b>
<b>Note 22 : Cost of Material Consumed</b>		
Opening stock of Raw Material	51,584,459	51,612,963
Add: Purchases of Raw Material	196,252,233	213,470,614
Less: Closing stock of Raw Material	59,324,446	51,584,459
	<b>188,512,246</b>	<b>213,499,118</b>
<b>Note 23 : Trade Purchases</b>		
Trade Purchases	957,044,282	826,086,129
Jobwork charges	44,146,416	62,873,946
	<b>1,001,190,698</b>	<b>888,960,075</b>
Less : Inter Department Transfer	-	-
<b>Net Purchase</b>	<b>1,001,190,698</b>	<b>888,960,075</b>
<b>Note 24 : Increase (Decrease) in Inventories</b>		
Opening Stock		
- Trade Goods	253,417,239	343,863,981
- Work -in - progress	698,493	798,961
- Finished Goods	20,613,884	15,272,252
	<b>(A) 274,729,616</b>	<b>359,935,194</b>
Less: Closing Stock		
- Trade Goods	223,674,781	253,417,239
- Work -in - progress	1,047,109	698,493
- Finished Goods	17,632,032	20,613,884
	<b>(B) 242,353,922</b>	<b>274,729,616</b>
	<b>(A) -(B) 32,375,694</b>	<b>85,205,578</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

(In ₹)

Particulars	Year Ended 31st March 2016	Year Ended 31st March 2015
<b>Note 25 : Employee Compensation</b>		
Salaries, Wages, and Bonus	183,267,282	152,516,551
Contribution to Provident Fund and other fund	18,021,880	14,475,151
Gratuity Expenses	1,738,013	2,155,009
Workmen and staff welfare expenses	4,553,161	3,545,719
	<b>207,580,337</b>	<b>172,692,430</b>
<b>Note 26 : Finance costs</b>		
<b>Interest</b>		
On Working capital loans	7,621,494	12,079,161
Others	32,780,899	32,642,441
Bank Charges	9,466,282	9,649,087
	<b>49,868,675</b>	<b>54,370,689</b>
<b>Note 27 : Other Expenses</b>		
Power & Fuel	9,106,974	7,984,476
Freight and forwarding charges	15,756,310	16,228,395
Rent	15,116,998	13,843,106
Rates & Taxes	2,923,683	2,598,507
Insurance Charges	1,383,653	1,609,899
Repairs & Maintenance		
- Plant & Machinery	2,216,210	2,772,134
- Building	1,526,119	1,733,893
- Other	3,298,512	2,741,424
Sales Promotion & Sampling	3,382,481	3,651,333
Brokerage & Sales Commission	6,322,139	6,614,221
Travelling and Conveyance Expenses	8,411,403	10,071,599
Communication Cost	3,526,630	3,381,303
Printing & Stationary	2,087,854	1,801,734
Professional and Consultancy fees	3,957,711	4,347,588
Directors Sitting fees	110,000	130,000
Remuneration to Director	120,345	5,256,068
Auditor's remuneration		
- Audit fee	259,958	331,917
- Tax Audit fee	57,250	95,000
- Others	101,055	69,354
Provision for Bad & Doubtful Debts	3,983,379	3,622,101
Loss on sale of fixed Assets	-	3,247
Foreign Exchange (Gain) / Loss	3,061,606	2,655,535
Courier & Postage	2,225,587	2,433,529
Packing Material Expenses	4,498,849	2,336,431
Transportation for factory workers	2,281,850	2,031,800
Jobwork & Washing charges	7,119,809	3,114,077
Security and service charges	4,905,059	4,245,325
Discount and rebate on sales	9,838,665	11,872,078
Bad Debts	3,998,433	8,387,824
Sundry Balances Written off	440,055	6,410,880
Prior Period Items (net)	1,178,039	489,956
Miscellaneous Expenses	2,583,648	4,045,265
	<b>125,780,264</b>	<b>136,909,997</b>

**NOTES ON ACCOUNTS****28. Segment Reporting:****a. Primary Segment:**

The company is primarily engaged in single segment of manufacturing and marketing of textile and textile products and is managed as one business unit.

**b. Secondary Segment (By Geographical Segment):**

(In ₹)

Particulars	India	Outside India	Total
Sales	1,241,980,377	336,283,259	1,578,263,637
	(1,209,731,102)	(266,489,188)	(1,476,220,290)
*Segment Assets	369,767,335	93,697,450	463,464,785
	(332,317,039)	(59,692,434)	(392,009,473)

(Figures in bracket indicate previous year's figures)

\*Segment Assets from outside India represents receivables from Export Sales outside India. In view of the interwoven / intermix nature of business and manufacturing facility, other information is not ascertainable.

**29. Operating Lease Arrangements:****a. As lessee:**

Rental expenses of ₹ 1,51,16,998/- (P.Y. ₹ 1,38,43,106/-) in respect of obligation under operating leases have been recognized in the profit and loss account.

At balance sheet date, minimum lease payments under non-cancelable operating leases fall due as follows:

(In ₹)

Particulars	31.03.2016	31.03.2015
Due not later than 1 year	13,087,938	10,174,708
Due later than 1 year but not later than five years	20,393,255	8,668,496
Later than 5 years	-	-

The above figures include:

- Lease rentals do not include common maintenance charges, tax payable, if any.
- The Company has not entered under any operating lease agreement which is not-cancelable more than five years.

**b. As lessor:**

Rental Income recognized in the profit & Loss account during the year ₹ 1,35,39,760/- (P. Y. ₹ 1,33,19,316/-) relating lease arrangements. .

**30. Employee Benefit Plan:**

The Company has recognized ₹ 17,38,013/- (PY ₹ 15,57,714/-) in the Profit and Loss Account for the year ended 31st March 2016 under defined contribution plans.

(a) Expenses recognized in Profit & Loss Account for the year ended 31 March 2016:

(In ₹)

Particulars	31.03.2016	31.03.2015
Current service cost	2,350,641	2,219,554
Interest cost	510,185	581,360
Expected return on Assets	(274,638)	(369,773)
Actuarial (gains) / losses	(848,175)	(873,427)
Past service cost	-	-
<b>Net expenses</b>	<b>1,738,013</b>	<b>1,557,714</b>

(b) Net Asset / (Liability) recognized in the Balance Sheet as at 31 March 2016:

(In ₹)

Particulars	31.03.2016	31.03.2015
Defined benefit obligation	6,398,888	6,372,460
Fair value of plan assets	2,466,924	3,123,392
Fund status [Surplus/(Deficit)]	(3,931,964)	(3,249,068)
<b>Net Assets / (Liability)</b>	<b>(3,931,964)</b>	<b>(3,249,068)</b>

(c) Changes in present value of defined benefit obligation are as following:

(In ₹)

Particulars	31.03.2016	31.03.2015
Opening defined benefit obligation	6,372,461	6,346,730
Current service cost	2,350,641	2,219,554
Interest cost	510,185	581,360
Benefit paid	(1,926,855)	(2,007,523)
Actuarial (gains) / Losses	(907,543)	(767,661)
<b>Closing defined benefit obligation</b>	<b>6,398,888</b>	<b>6,372,461</b>

(d) Changes in fair value of plan assets are as follows :

(In ₹)

Particulars	31.03.2016	31.03.2015
Fair Value of Plan Assets at the beginning of the period.	3,123,392	4,622,155
Expected Return on Plan Assets	274,638	369,773
Actuarial (gains) / Losses	(59,368)	105,766
Assets distributed on settlements	-	-
Actual Company Contributions less Risk Premium	1,055,117	33,221
Benefit Payments	(1,926,855)	(2,007,523)
<b>Fair Value of the assets</b>	<b>2,466,924</b>	<b>3,123,392</b>

(e) The principal actuarial assumptions used in determining gratuity liability is as follows:

(In ₹)

Assumption	31.03.2016	31.03.2015
Discount rate	(7.80% to 8.10%)	(7.80% to 8.00%)
Expected return on assets	(8.75% to 9.00%)	(8.75% to 9.00%)
Salary Increase	(4% to 7%)	(5% to 7%)
Attrition rates	(3% to 5%)	(3% to 5%)
Withdrawal rate	(3% to 5%)	(3% to 5%)
Mortality rate (% of IALM 06-08)	100%	100%

**31. Contingent Liabilities**

(In ₹)

Particulars	31.03.2016	31.03.2015
<b>(a) Claims against Company not acknowledged as debts:</b>		
Income Tax Matters	-	24,674,430
Others*	1,949,135	1,796,893
<b>(b) Bank Guarantees</b>	<b>1,680,962</b>	<b>39,652,544</b>
<b>(c) Other Liabilities</b>		
Letter of credit	65,577,918	56,366,616
Export Obligation	38,981,195	35,860,499
Sales Tax declaration forms	8,219,626	8,775,683
Stand by Letter of credit	-	25,600,000
Corporate Guarantee	20,000,000	20,000,000
<b>Total</b>	<b>136,408,837</b>	<b>212,726,665</b>

- i) \*A supplier has filed a Civil Suit with City Civil Court Bangalore against the Company for recovery of disputed outstanding amounting to ₹ 19,49,135/-. The future profitability of Company may get affected based on outcome of this case.
- ii) The Company has filed a Suit with Additional Chief Metropolitan Magistrate Bangalore against one of its supplier under section 138 of the Negotiable Instruments Act. An amount of ₹ 17,00,000/- was recoverable from said supplier on account of refund of advance paid for purchase of machineries.
- iii) Bank Guarantees & Counter Guarantees includes a Fixed Deposit of ₹ 2,10,000/- is liened with the bank against EPCG guarantee. The export obligation amount is not ascertainable. The copy of fixed deposit of ₹ 2,10,000/- and / or confirmation from State Bank of India in respect of the same is not available with the Company. Since whereabouts of fixed deposit of ₹ 2,10,000/- is not available, interest receivable on fixed deposit is not provided in the books of accounts.

**32. Details of Deferred Tax assets and liabilities:**

In view of the Accounting Standard 22 issued by Institute of Chartered Accountants of India, the significant component and classification of deferred tax liability/asset on account of timing difference comprises of the following:

(In ₹)

Particulars	31.03.2016	31.03.2015
<b>Deferred Tax Liabilities</b>		
On account of difference in Tax and Book Depreciation	16,456,024	16,147,024
On account of expenditure allowed u/s 43B on payment basis	3,084,082	1,727,667
On account of deduction u/s 35DD	99,747	99,747
<b>Total</b>	<b>19,639,853</b>	<b>17,974,438</b>
<b>Deferred Tax Assets</b>		
Expenditures disallowed u/s 43B	4,625,286	3,800,263
<b>Deferred Tax Liabilities (Net)</b>	<b>15,014,567</b>	<b>14,174,175</b>



33 In the opinion of the Board, sundry debtors, loans and advances and other current assets and unsecured loans are approximately of the value stated if realized in the ordinary course of business. The provisions for all known liabilities is adequate and not in excess of the amount reasonably necessary. Balances are subject to confirmation and reconciliation.

**34 Earning per Share (EPS):**

(In ₹)

Particulars	31.03.2016	31.03.2015
Profit/(Loss) for the year after tax	11,397,456	(55,942,483)
Nominal value per share	10	10
Number of equity shares	13,560,000	13,560,000
EPS Excluding exceptional item	0.84	(4.13)
EPS Including exceptional item	0.84	(4.13)

**35. Prior period Items:**

(In ₹)

Particulars	31.03.2016	31.03.2015
Bonus Expenses	-	22,528
Telephone Expenses	-	19,520
Purchase of Consumable items	-	144,620
Transport Charges	-	16,465
Gratuity Expenses	-	129,979
Interest Expenses	-	26,886
Leave Salary	14,125	71,647
Sales Tax liability of earlier year	325,118	58,311
Property tax and Interest of earlier year	166,629	-
Wealth tax liability of earlier year	72,905	-
ESIC liability of earlier year	1,132	-
Jobwork Charges	598,130	-
<b>Total expenses</b>	<b>1,178,039</b>	<b>489,956</b>

**36. Derivative Instruments :**

a. There are following outstanding forward exchange contracts entered into by the Company as on 31st March, 2016 for hedging the currency risk:

(In ₹)

Particulars	Purpose	31.03.2016	31.03.2015
Forward Contract to Sale USD 15,50,000 (PY 17,42,844)	Hedge of export receivables	107,592,000	113,391,763

b. The Foreign currency exposures that have not been hedged by any derivatives instrument or otherwise as on 31 March 2016 are as follows:

(In ₹)

Particulars	31.03.2016	31.03.2015
Assets (Receivable)	122,485,305	48,277,409
Liabilities (Payable)	57,394,475	120,415,337

37. Previous year figure has been regrouped, rearranged and restated whenever necessary.

### 38. Information on Related Party Disclosure

A. Key Managerial Persons (KMP)	Brijgopal Bang Purshottam Bang Raghavendra Bang	
B. Relatives of Key Managerial Persons	Balaram Bang Radhadevi Bang Girdhargopal Bang Rajgopal Bang Nandgopal Bang	Venugopal Bang Vandana Bang Ramanujdas Bang Sharadkumar Bang
C. Enterprises owned or significantly influenced by key management personnel or their relatives	1) Bang Data Forms Pvt. Ltd. 2) Thomas Scott India Ltd. 3) Hari Om Traders 4) Shree Balaji Fabrics 5) Venugopal Bang (HUF) 6) Bodywave Fashions (I) Pvt. Ltd.	

Disclosure of transaction between the Company and related Parties and status of outstanding balances as on 31st March, 2016

Particulars	31.03.2016	31.03.2015
<b>A Key Managerial Persons (KMP)</b>		
<b>Brijgopal Bang</b>		
Loans taken	9,270,000	1,805,000
Loans repaid	11,274,638	10,427,500
Interest paid	1,672,939	1,803,228
Salary paid	120,000	4,140,000
Sale of fabrics	4,000	-
Outstanding payable as on 31st March 2016	11,456,076	12,202,539
<b>Purshottam Bang</b>		
Loans taken	622,415	-
Interest paid	694,144	645,409
Salary paid	-	738,034
Sale of fabrics	17,429	10,140
Outstanding payable as on 31st March 2016	5,736,489	6,176,763
<b>Raghavendra Bang</b>		
Salary paid	-	738,034
Sale of fabrics	-	600
Expenses recoverable	1,675,372	-
Outstanding receivable as on 31st March 2016	1,675,372	191,825
<b>B Relatives of Key Managerial Persons</b>		
<b>Balaram Bang</b>		
Loans repaid	19,846,714	9,000,000
Interest paid	6,873,404	7,393,137
Rent paid	-	-
Outstanding payable as on 31st March 2016	49,002,644	62,663,295

Disclosure of transaction between the Company and related Parties and status of outstanding balances as on 31st March, 2016 (CONTD)

Particulars	31.03.2016	31.03.2015
<b>Radhadevi Bang</b>		
Interest paid	527,383	475,928
Outstanding payable as on 31st March 2016	4,869,505	4,394,861
	-	-
<b>Venugopal Bang</b>		
Interest paid	49,616	44,780
Sale of fabrics	28,325	-
Outstanding payable as on 31st March 2016	458,120	413,466
<b>Rajgopal Bang</b>		
Loans repaid	-	1,500,000
Interest paid	210,437	296,300
Outstanding payable as on 31st March 2016	1,943,037	1,753,644
<b>Nandgopal Bang</b>		
Sale of fabrics	-	3,195
Outstanding receivable as on 31st March 2016	-	-
<b>Vandana Bang</b>		
Salary Paid	-	1,620,000
Outstanding receivable as on 31st March 2016	-	115,093
<b>Ramanujdas Bang</b>		
Interest paid	2,155,543	1,945,436
Outstanding payable as on 31st March 2016	19,902,843	17,962,855
<b>Sharadkumar Bang</b>		
Interest paid	597,709	539,449
Outstanding payable as on 31st March 2016	5,518,850	4,980,912
<b>Harshvardhan Bang</b>		
Salary Paid	720,000	451,000
Sale of fabrics	36,369	79,688
Outstanding payable as on 31st March 2016	97,777	-
<b>C Enterprises owned or significantly influenced by key management personnel or their relatives</b>		
<b>Bang Data Forms Pvt. Ltd.</b>		
Loans taken	20,000,000	-
Interest paid	1,945,292	606,924
Loans repaid	5,275,105	-
Outstanding payable as on 31st March 2016	22,079,587	5,603,930

Disclosure of transaction between the Company and related Parties and status of outstanding balances as on 31st March, 2016 (CONTD)

Particulars	31.03.2016	31.03.2015
<b>Thomas Scott India Ltd.</b>		
Purchase of finished goods / raw materials etc.	-	9,650,419
Sale of finished goods / raw materials etc.	109,670,166	126,545,378
Rent Received	407,407	634,092
Outstanding Receivable as on 31st March 2016	54,140,252	47,181,790
<b>Bodywave Fashions (I) Pvt. Ltd.</b>		
Sale of finished goods / raw materials etc.	-	76,448,170
Rent Received	-	174,132
Outstanding Receivable as on 31st March 2016	8,284,959	8,591,959
<b>Venugopal Bang (HUF)</b>		
Rent Paid	-	180,000
Outstanding payable as on 31st March 2016	-	180,000

As per our report of even date

**For Rajendra K. Gupta & Associates**

Chartered Accountants

Firm Registration No:108373W

Sd/-

**Rajendra Kumar Gupta**

Partner

Membership No. 9939

Place : Mumbai

Date : 30th May 2016

For and on behalf of Board of Directors

**Bang Overseas Ltd.**

Sd/-

**Brijgopal Bang**

Chairman & Managing Director

(DIN: 00112203)

Place : Mumbai

Date : 30th May 2016

Sd/-

**Raghvendra Bang**

Director

(DIN: 00356811)

Sd/-

**Trupti Limbasiya**

Company Secretary

Sd/-

**Jaydas Dighe**

Chief Financial Officer

Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates

(₹ In Lacs)

Name of Enterprises	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit/(Loss)	
	As a % of Consolidated Net Assets	Amount (₹ In Lacs)	As a % of Consolidated Profit	Amount (₹ In Lacs)
<b>Parent</b>				
Bang Overseas Ltd.	88.27	6,003.00	102.47	116.79
<b>Subsidiaries</b>				
<b>Indian</b>				
Vedanta Creations Ltd.	14.18	964.13	4.76	5.43
A. S. Raiment Pvt. Ltd.	(0.08)	(5.33)	(14.76)	(16.83)
<b>Foreign</b>				
Bang Europa S.R.O.	5.15	350.41	4.65	5.29
Bang HK Ltd.	0.48	32.90	2.88	3.29
<b>Subtotal</b>		<b>7,345.12</b>		<b>113.97</b>
Inter-company Elimination & Consolidation Adjustments	(8.00)	(543.84)	-	-
<b>Grandtotal</b>		<b>6,801.28</b>	-	<b>113.97</b>

#### Annexure - A

Form AOC-I (Pursuant to first provision to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

STATEMENT CONTAINING SILENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES

#### Part "A" Subsidiaries

(₹ In Lacs)

Sr. No.	Particulars	Name of Subsidiary			
		Vedanta Creations Ltd	A. S. Raiment Pvt. Ltd.	Bang Europa S.R.O.*	Bang HK Ltd. **
1	Reporting Period	April to March	April to March	April to March	April to March
2	Reporting Currency	INR	INR	EUR	HKD
3	Share Capital	28.48	45.00	376.80	20.92
4	Reserve & Surplus	935.66	(50.33)	(26.39)	11.98
5	Total Assets	1,480.38	67.11	500.47	62.83
6	Total Liabilities	566.25	72.43	150.06	29.93
7	Investment other than investment in Subsidiary	50.00	-	-	-
8	Turnover	2,208.54	0.15	24.15	5.67
9	Profit/(Loss) before taxation	4.42	(16.62)	5.66	3.44
10	Provision for taxation	(1.01)	0.21	0.36	0.15
11	Profit/(Loss) after taxation	5.43	(16.83)	5.29	3.29
12	Proposed Dividend -	-	-	-	-
13	Percentage of shareholding	100%	100%	100%	100%

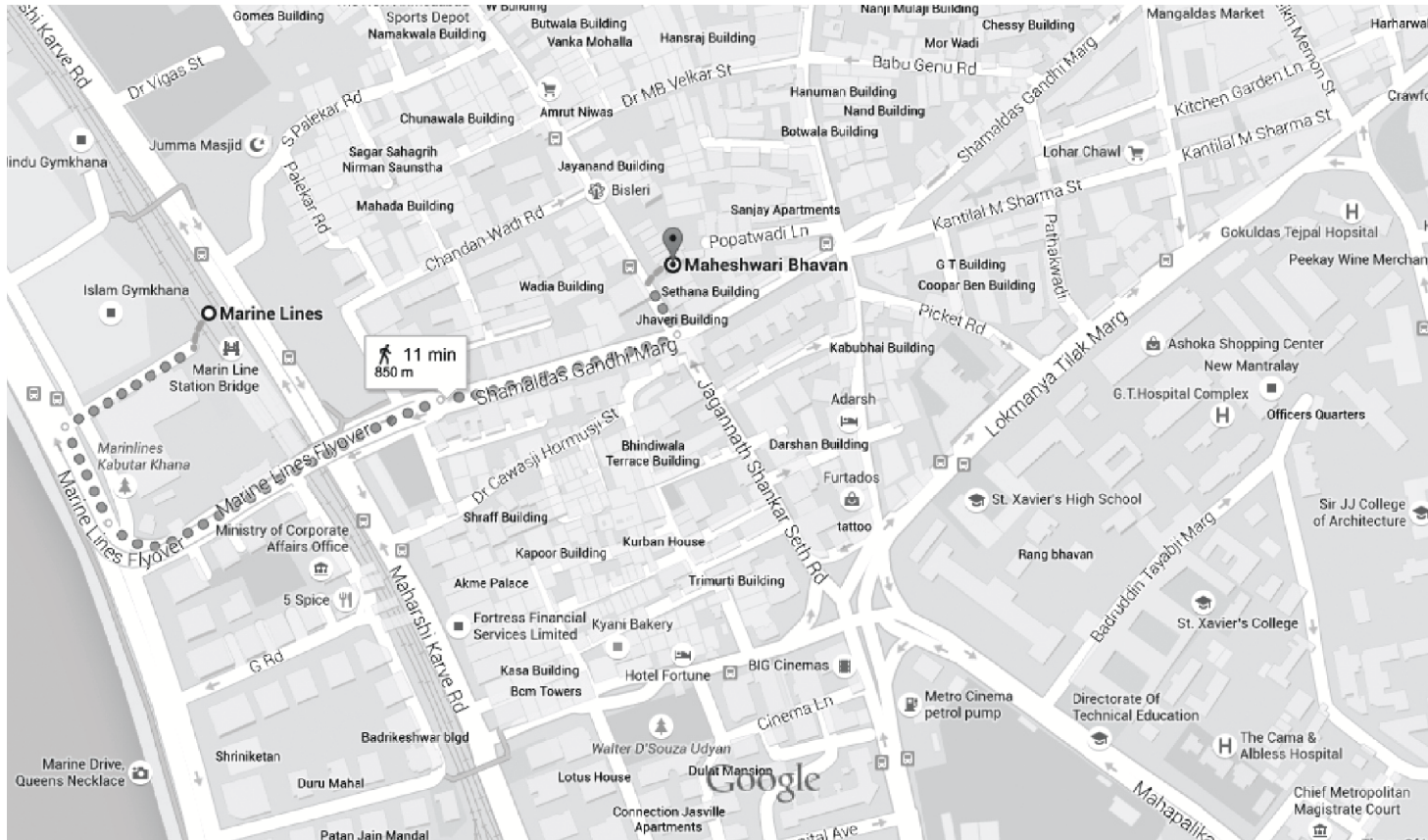
\* Balance Sheet and Profit / (Loss) items are translated at closing exchange rate of ₹ 75.36

\*\* Balance Sheet and Profit / (Loss) items are translated at closing exchange rate of ₹ 8.54





## Route Map to AGM Venue



**AGM Venue : Maheshwari Bhavan, 603, Jagannath Shankar Seth Road, Mumbai- 400 002**



# BANG & SCOTT

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LUXE



## REGISTERED OFFICE:

Masjid Manor, 2nd Floor, 16, Homi Modi Street,  
Fort, Mumbai-400 023. India.

## CORPORATE OFFICE:

405/406, Kewal Industrial Estate, 4th Floor,  
Senapati Bapat Marg,  
Lower Parel (West), Mumbai - 400 013, India.

## MANUFACTURING UNITS:

19/2, 9th Main Road, Basavapura Village,  
Begur Hobli, Electronic City Post, Bangalore-560 010, India.

1941/ A & 2011, Gramathana, Kacharakanahalli,  
Hennur Main Road, Bangalore – 560 084

