



Focused on basics
Committed to **grow**

BMW INDUSTRIES LIMITED

Annual Report 2016-17

Corporate Information

CIN: L51109WB1981PLC034212

BOARD OF DIRECTORS

Mr. Ram Gopal Bansal
Chairman & Whole-time Director

Mr. Harsh Kumar Bansal
Managing Director

Mr. Vivek Kumar Bansal
Managing Director

Mr. Debasish Basu
Non-Executive Independent Director

Mr. Ram Priya Sharan
Non-Executive Independent Director

Mr. Sunil Kumar Parik
Non-Executive Independent Director

Mr. Prahlad Kumar
Non-Executive Independent Director

Mrs. Gayatri Singh
Non-Executive Independent Director

CHIEF FINANCIAL OFFICER

Mr. Abhishek Agarwal

COMPANY SECRETARY

Ms. Sweta Prasad

BANKERS

Bank of Baroda
United Bank of India
State Bank of India

STATUTORY AUDITORS

Deoki Bijay & Co

SECRETARIAL AUDITORS

M/s. MKB & Associates

COST AUDITORS

Sohan Lal Jalan & Associates

REGISTERED OFFICE

119, Park Street
White House, 3rd Floor
Kolkata – 700 016
Website: www.bmwil.co.in

REGISTRAR AND SHARE TRANSFER AGENT

ABS Consultants Private Limited
Stephen House, Room No 99
6th Floor, 4 B. B. D. Bagh,
Kolkata – 700 001

SOLICITORS & ADVOCATES

L. P. Agarwala & Co

Forward Looking Statement

In this Annual Report we have disclosed forward looking information to enable investors to comprehend our prospects and take informed investment decisions. The Report sets out anticipated results based on the management's plans and assumptions.

Vision

"To be a globally admired organization that enhances the quality of life of all stakeholders through sustainable industrial and business development"

Mission

"We aspire to achieve business excellence through:

- ✓ The spirit of entrepreneurship and innovation
- ✓ Optimum utilization of resources
- ✓ Sustainable environment friendly procedures and practices
- ✓ The highest ethics and standards
- ✓ Hiring, developing and retaining the best people
- ✓ Maximizing returns to stakeholders
- ✓ Positive impact on the communities we serve in"

Contents

3	BOARD'S REPORT
26	MANAGEMENT DISCUSSION AND ANALYSIS REPORT
28	REPORT ON CORPORATE GOVERNANCE
39	CODE OF CONDUCT
40	COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE
40	CEO & CFO CERTIFICATION

FINANCIAL STATEMENTS

Standalone

42	Independent Auditors' Report
48	Balance Sheet
49	Statement of Profit and Loss
50	Cash Flow Statement
52	Notes to the Financial Statements

Consolidated

71	Independent Auditors' Report
76	Balance Sheet
77	Statement of Profit and Loss
78	Cash Flow Statement
80	Notes to the Financial Statements

Board's Report

Dear Shareholders,

Your Directors have pleasure in presenting the Thirty Fifth Annual Report of your Company together with the Audited Financial Statements of the Company for the financial year ended 31st March, 2017. The summarized financial results are given below:

FINANCIAL HIGHLIGHTS

The company's financial performance for the year ended 31st March, 2017 on standalone basis is summarized below :

(₹ in lakh)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Income from Operations	75,226.76	67,367.03
Profit before Depreciation, Finance Cost and Tax	12391.88	11597.99
Depreciation	4,320.20	3,180.41
Finance Costs	3,827.89	4,397.46
Profit Before Tax	4,243.79	4,020.12
Tax Expenses	673.08	578.51
Profit after Tax	3,570.71	3,441.61
Balance of Profit brought forward	21,211.95	17,770.34
Balance available for appropriation/ Surplus carried to Balance Sheet	24,782.66	21,211.95

The Company achieved a gross income of Rs. 75,226.76 Lakh as against Rs. 67,367.03 Lakh in the previous financial year, recording an increase of about 11.67%. The Company has achieved a marginally higher profit as compared to previous financial year. The Profit before Tax was Rs. 4243.79 Lakh as compared to Rs. 4020.12 Lakh in the previous year.

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Please refer to 'Management Discussion and Analysis Report' which forms part of the Annual Report.

In spite of the various changes in economic scenario, your Company has performed very well during the year under review. It has maintained the continuous growth perspective. There has been overall increase in Turnover, Profit before tax and Profit after Tax.

In the current year also the directors are of the opinion that the performance of the company will be much better than the year under review and the company will continue to contribute to its own growth and also to the growth of the economy and society at large.

CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company during the Financial Year 2016-17.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

DETAILS OF SUBSIDIARY / ASSOCIATES / JOINT-VENTURE COMPANIES

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, details containing salient features of the financial statement of Subsidiary Companies / Associate Companies / Joint Venture Companies in Form AOC-1 forms part of this Annual Report.

DIVIDEND

Yours Directors have considered it financially prudent in the long-term interest of the Company to re-invest the profits to build a strong reserve base and grow the business of the Company. No dividend has, therefore, been recommended for the year ended 31st March, 2017.

Board's Report (Contd.)

TRANSFER TO RESERVES

No amount is proposed to be transferred to any reserves.

PUBLIC DEPOSITS

During the year under review, the Company has not invited deposit from public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014.

SHARE CAPITAL

The Issued Subscribed and Paid-Up Equity Share Capital of the company stood as Rs 2,250.86 Lakh comprising 22,50,86,460 Equity Shares of Re 1/- each. During the year under review, the Company has not issued Shares with Differential Voting Rights nor granted Stock Options or Sweat Equity Shares.

Pursuant to Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013, approval of the shareholders was obtained by the Company at the Extra-Ordinary General Meeting held on Tuesday, 7th March, 2017 for the alteration of capital clause in the Memorandum of Association of the Company due to sub-division of each equity shares of face value of Rs.10/- each into 10 equity shares of Re.1/- each. The shareholders of the Company approved the sub-division of the equity share of Rs. 10/- each into 10 equity shares of Re. 1/- each. Consequently, the paid-up equity share capital of the Company is Rs. 2,250.86 Lakh comprising 22,50,86,460 equity shares of Re. 1 each.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the requirements in terms of Regulation 34 of Listing Regulations your Company prepared Consolidated Financial Statements in accordance with Accounting Standard-21 - "Consolidated Financial Statements" issued by The Institute of Chartered Accountants of India and shows the financial resources, assets, liabilities, income, profits / losses and other details of the Company and its subsidiaries. Consolidated financial Statement will form part of the Annual Report.

RISK MANAGEMENT

The Board of Directors of your Company with the intent to implement a consistent, efficient, and economical approach to identify, evaluate and respond to key risks that may impact business objectives of your Company and to mitigate business risks in order to minimize the frequency and impact of risks, has adopted the Risk Management Policy.

Risk Management Policy is designed to safeguard the organization from various risks through adequate and timely actions. The Company manages, monitors and reports on its risks and uncertainties that can impact its ability to achieve its objectives. The major risks have been identified by the Company and its mitigation process/measures have been formulated.

INTERNAL FINANCIAL CONTROL

Your Company has an adequate system of internal control procedures which is commensurate with the size and nature of business. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorized, recorded and reported correctly. The internal control systems of the Company are monitored and evaluated by internal auditors and their audit reports are periodically reviewed by the Audit Committee of the Board of Directors. The Audit Committee regularly reviews the audit findings and actions taken thereon, as well as the adequacy and effectiveness of the internal systems and controls.

VIGIL MECHANISM

The Company has adopted the "Vigil Mechanism / Whistle Blower Policy" establishing vigil mechanism, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit

Board's Report (Contd.)

Committee. Instances of such suspected or confirmed incident of fraud/misconduct may be reported to the Managing Directors or the Compliance Officer of the Company. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

The said Policy may be referred to, at the website of the company at its weblink, i.e. <http://www.bmwil.co.in/img/pdfupload/conduct-726504c7eaf1edb1466c58eb12e8c6955ed1c.pdf>

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a Policy for Prevention of Sexual Harassment to prohibit, prevent or deter any acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment, thereby providing a safe and healthy work environment, in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and the rules framed thereunder. During the year under review, no case of sexual harassment was reported.

The said Policy may be referred to, at the website of the company at its weblink, i.e.

<http://www.bmwil.co.in/img/pdfupload/conduct-5521914c7eaf1edb1466c58eb12e8c6955ed1c.pdf>

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Retirement by Rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of Articles of Association of the Company, Mr. Vivek Kumar Bansal (DIN: 00137120) shall retire by rotation at the ensuing AGM and being eligible offers himself for reappointment.

Mr. Vivek Kumar Bansal is not disqualified from being appointed as a Director as specified in terms of Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

The brief resume / details of Mr Vivek Kumar Bansal who is to be appointed are furnished in the Notice of the ensuing AGM. The Board of Directors of your Company recommends the appointment of the said Director at the ensuing AGM.

Disqualification of Directors

All the Directors have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164(2) of the Companies Act, 2013 and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

Independent Directors

The Company has received declarations pursuant to Section 149(7) of the Companies Act, 2013 from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and in terms of Regulation 16 of Listing Regulations.

Familiarisation programme

In compliance with the requirement of Regulation 25 of Listing Regulations, the Company has put in place a familiarisation programme for the Independent Directors to familiarise them about the Company and their roles, rights, responsibilities in the Company. The details of the familiarisation programme are explained in the Corporate Governance Report. The same is also available on the website of the Company at its weblink i.e. <http://www.bmwil.co.in/img/pdfupload/conduct-1121405e89de53758f12245ef7863cdbacf404.pdf>

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 the Board of Directors ("Board") has carried out an annual evaluation of its own performance, and that of its Committees and individual Directors.

The performance of the Board and individual Directors was evaluated by the Board seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee Members. The Nomination and Remuneration Committee (NRC) reviewed the performance of the individual Directors. A separate meeting of Independent Directors (IDs) was also held on 14th February, 2017 to review the performance of Non-Independent

Board's Report *(Contd.)*

Directors; performance of the Board as a whole and performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors. This was followed by a Board Meeting that discussed the performance of the Board, its Committees and individual Directors taking into consideration of the evaluation done by the NRC and the IDs.

The criteria for performance evaluation of the Board included aspects like Board composition and structure; effectiveness of Board processes, information and functioning etc. The criteria for performance evaluation of Committees of the Board included aspects like composition of Committees, effectiveness of Committee meetings etc. The criteria for performance evaluation of the individual Directors included aspects on contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition, the Chairperson was also evaluated on the key aspects of his role. The Board expressed its satisfaction with the evaluation process.

Remuneration Policy

The Board has, on the recommendation of the Nomination and Remuneration Committee adopted the Remuneration Policy, which inter-alia includes policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management Personnel and their remuneration.

The Remuneration Policy is stated in the Corporate Governance Report and also available in the website of the Company at its weblink i.e. <http://www.bmwil.co.in/img/pdfupload/conduct-5116335e89de53758f12245ef7863cdbacf404.pdf>

MANAGERIAL REMUNERATION

The Executive Directors i.e. Mr. Ram Gopal Bansal (Chairman, Whole-Time Director), Mr. Harsh Kumar Bansal (Managing Director) and Mr. Vivek Kumar Bansal (Managing Director) are appointed based on terms approved by the Shareholders. Their remuneration comprises of salary, allowances and perquisites as indicated in Notes to Accounts. The Independent Directors are paid remuneration by way of sitting fee for every meeting of the Board and of the Committees attended by them. The details of remuneration are given in the Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) read with 134(5) of the Companies Act, 2013 and based on the information provided by the management, your Directors state that:

- a. In the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable accounting standards had 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 as at 31st March, 2017 and of the profit and loss of the company for that period;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities, if any;
- d. The Directors had prepared the annual accounts of the Company on a going concern basis;
- 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 were in place and were adequate and operating effectively.

MEETINGS

Board Meetings

During the financial year 2016-17, nine Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. All Board meetings were convened by giving appropriate notice to address the Company's specific needs and were governed by a structured agenda. All the agenda items were backed by comprehensive information

Board's Report *(Contd.)*

and documents to enable the Board to take informed decisions. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Audit Committee

During the year, five Audit Committee Meetings were convened and held. The terms of reference of the Audit Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013 and have been furnished in the Corporate Governance Report for the FY 2016-17 forming a part of this Annual Report.

Nomination and Remuneration Committee

During the year under review, Nomination and Remuneration Committee (NRC) met four times. The composition and terms of reference of the NRC have been furnished in the Corporate Governance Report FY 2016-17 forming a part of this Annual Report.

Stakeholders Relationship Committee

During the year under review, Stakeholders Relationship Committee (SRC) met thirteen times. The composition of the SRC have been furnished in the Corporate Governance Report FY 2016-17 forming a part of this Annual Report.

Corporate Social Responsibility Committee

During the year under review, Corporate Social Responsibility Committee (CSR) met twice. The composition of the CSR have been furnished in the Corporate Governance Report FY 2016-17 forming a part of this Annual Report.

Separate Meeting of Independent Directors'

During the year, a separate meeting of Independent Directors was held on 14th February, 2017 in terms of Schedule IV of the Companies Act, 2013, without the presence of Non-Independent Directors and members of the management. The details of said meeting are given in the Corporate Governance Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013

All contracts / arrangements / transactions covered under Section 188 of the Companies Act, 2013 entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and the same were also reviewed by the Audit Committee of the Board. Further, those transactions were not in the nature of material transactions in terms of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

The particulars of contract or arrangements entered into by the Company with related parties are mentioned separately in the notes to financial statements. The nature of related party transactions does not require any disclosure in AOC-2. Hence, the same is not attached with this Annual Report.

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

There were no significant material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

M/s. Deoki Bijay & Co., Chartered Accountants, Kolkata having Firm Registration No. 313105E, are Statutory Auditors of the Company for the financial year ended 31st March, 2017. As per the provisions of Section 139(2) of the Companies Act, 2013, regarding mandatory rotation of Auditors, M/s. Deoki Bijay & Co., Chartered Accountants has to retire by rotation and cannot be re-appointed as statutory auditors of the company. The Board now recommends the appointment of M/s. Lodha & Co., Chartered Accountants having Firm Registration No. 301051E to hold office of Statutory Auditors from the conclusion of ensuing Annual General Meeting till the conclusion of 40th Annual General Meeting of the Company.

Board's Report (Contd.)

M/s. Lodha & Co. have informed that they are not disqualified under Section 141(3) of the said Act and that no orders or pending proceedings relating to professional matters of conduct against them before The Institute of Chartered Accountants of India or any competent authority or any Court.

Statutory Auditors' Observations

The notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors Report does not contain any qualification, reservation or adverse remark or disclaimer.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. MKB & Associates, Practising Company Secretaries, Kolkata (Membership No. 44522) to undertake the Secretarial Audit of the Company for the financial year 2016-17. The Secretarial Audit Report for the financial year ended 31st March, 2017 is annexed herewith as **Annexure 'A'**.

Secretarial Auditors' Observations

Secretarial Audit Report contains following qualification and observations:-

- a. The entire shareholding of the Promoters and Promoter group of the Company is not in dematerialized form as required under regulation 31(2) of the Listing Regulations. – *A very small portion of the Promoter's Shareholding is in Physical Form. The Company has requested the Promoter Shareholders of the Company holding physical shares to dematerialize their shares.*
- b. Charge created on car loan but has not yet been registered and the board resolution for availing the loan has not been filed. – *Inadvertently, charge was not filed for the said loan. But the Company is in the process of repaying the loan.*
- c. Special resolution in terms of section 180 (1) (c) of the Act was required to be filed, however, the same is yet to be filed. – *The Company is in the process of filing the same.*

Cost Auditors

Your Company has complied with the provisions of Section 148 of the Companies Act, 2013 by appointing M/s. Sohan Lal Jalan & Associates, Practicing Cost Accountants, Kolkata, having Firm Registration No. 000521 as the cost auditor for conducting the cost audit for the Financial Year 2016-17.

Fraud Reporting

There was no fraud reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013, to the Audit Committee or the Board of Directors during the year under review.

CORPORATE GOVERNANCE

Your Company complies with the provisions laid down in Corporate Governance laws. It believes in and practices good corporate governance. The Company maintains transparency and also enhances corporate accountability. In terms of Regulation 34 of Listing Regulations read with Schedule V, the following forms part of this Report:

- (i) Report on the Corporate Governance;
- (ii) Compliance Certificate on Corporate Governance; and
- (iii) Declaration regarding compliance of Code of Conduct by Board Members and Senior Management Personnel;

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The details required pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, relating to Conservation of energy, technology absorption and foreign exchange earnings and outgo forms part of the Board's Report and marked as **Annexure 'B'**.

CORPORATE SOCIAL RESPONSIBILITY

The company has spent more than the total amount required to be spent in the CSR activities. It had spent an adequate amount towards education and social welfare of the society. The Report on CSR activities pursuant to Section 134(3)(o) of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014 forms part of this Report marked as **Annexure 'C'**.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return as on 31st March, 2017, in the prescribed Form MGT-9, pursuant to Section 92(3) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 forms part of this Board's Report, marked as **Annexure 'D'**.

PARTICULARS OF EMPLOYEES REMUNERATION UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULES MADE THEREUNDER

Information as per Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are provided in **Annexure 'E'**.

APPRECIATION

Your Company continues its relentless focus on its business. It is the endeavor of your Company to deploy resources in a balanced manner so as to secure the interest of the shareholders in the best possible manner in the long run.

Your Directors would like to place on record their gratitude for the guidance, cooperation and enthusiasm extended from its banks, financial institutions, Government authorities and other stakeholders.

Your Directors also takes this opportunity to express their sincere appreciation to all the employees at all levels for their commendable team work, professionalism and enthusiastic contribution towards the working of the Company during the year under review.

Your Directors look forward to the future with hope and conviction.

CAUTIONARY STATEMENT

Statements in the Board's Report and Management Discussion and Analysis Report, describing the Company's objectives, outlook, opportunities and expectations may constitute "Forward Looking Statements" within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied expectations or projections, among others. Several factors make a significant difference to the Company's operations including the government regulations, taxation and economic scenario affecting demand and supply, natural calamity and other such factors over which the Company does not have any direct control.

For and On Behalf of the Board of Directors

Place: Kolkata
Date: 27th April, 2017

Ram Gopal Bansal
Chairman
DIN: 00144159

Vivek Kumar Bansal
Managing Director
DIN: 00137120

FORM NO. MR-3**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**

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

To

The Members,

BMW INDUSTRIES LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by BMW INDUSTRIES 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 my opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and Regulations.

Based on our verification of the 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 31st March, 2017, generally 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 the Company for the financial year ended on 31st March, 2017, to the extent applicable, according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;
- iii) The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder;
- iv) The 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;
- v) The Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 ("SEBI Act") or by SEBI, to the extent applicable:
 - a) The Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011
 - b) The Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - c) The Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - d) The Securities & Exchange Board of India (Share Based Employee Benefit) Guidelines, 2014
 - e) The Securities & Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008
 - f) The Securities & Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
 - g) The Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
 - h) The Securities & Exchange Board of India (Buyback of Securities) Regulations, 1998
- vi) Other than fiscal, labour and environmental laws which are generally applicable to all manufacturing companies, no other laws/ acts are specifically applicable to the Company.

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India
- b) The Listing Agreements entered into by the Company with the Calcutta Stock Exchange Limited and the provisions of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

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

- a) The entire shareholding of the promoters and promoter group of the Company is not in dematerialized form as required under regulation 31(2) of the Listing Regulations.

- b) In respect of certain car loan, the charge has not been yet been registered and the board resolution for availing the loan has not yet been filed with the Registrar of Companies.
- c) special resolution in terms of section 180 (1) (c) of the Act is yet to be filed with the Registrar of Companies.

We further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Independent Directors. No change in the composition of the Board of Directors took place during the period under review.
- b) 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.
- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

We further report that subject to our observation above 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 passed special resolution for approval of borrowing limits under section 180(1)(c) of the Companies Act, 2013, which authorizes the Board of Directors to exercise powers in relation thereto, but presently does not have any major bearing on the Company's affairs.

We further report that during the audit period the Company has passed special resolution for alteration for Memorandum of Association for sub-division of its Equity Share Capital under section 61 of the Companies Act, 2013.

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

For **MKB & Associates**
Company Secretaries

Neha Somani
ACS no. 44522
COP no. 17322

Date: 27.04.2017

Place: Kolkata

ANNEXURE – I

To

The Members,

BMW INDUSTRIES LIMITED

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

1. It is management's responsibility to identify the Laws, Rules, Regulations, Guidelines and Directions which are applicable to the Company depending upon the industry in which it operates and to comply and maintain those records with same in letter and in spirit. Our responsibility is to express an opinion on those records based on our audit.
2. We have followed the audit practices and process 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 process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Guidelines and Directions and happening events, etc.
5. 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 **MKB & Associates**
Company Secretaries

Neha Somani
(Partner)
ACS no. 44522
COP no. 17322

Date: 27.04.2017

Place: Kolkata

Board's Report (Contd.)**Annexure 'B' to Board's Report**

Information on conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for financial year ended on 31st March, 2017

A. Conservation of Energy

- (i) Steps taken or impact on conservation of energy:
- The Company continues to give high priority to the conservation of energy on an ongoing basis. The Company monitors the energy consumption and it takes due care in proper utilization of the energy.
 - The regular maintenance of Plant & Machinery, installation of Automated Machines and watchful supervision results in reduction in energy consumption.
 - Steps are taken for replacing defective and inefficient equipments as and when required.
- (ii) Steps taken for utilizing alternate sources of energy: Currently the Company is not utilizing any alternate sources of energy.
- (iii) Capital Investment on energy conservation equipments : No material expenditure was incurred on energy conservation equipments.

B. Technology Absorption

- i) Efforts, made towards technology absorption. The Company is using new technology machines for better production and effective utilization of resources. Manufacturing process is continuously monitored to ensure better productivity.
- ii) Benefits derived like product improvement, cost reduction, product development, import substitution, etc.
- Improved productivity and cost reduction.
 - Introduction of new and improved products.
 - Improvement in product quality.
- The above has helped the Company to satisfy the consumers need and business requirements.
- iii) In case of imported technology: During last 3 FYs including FY 2016-17, the Company has not imported any technology.

C. Foreign Exchange Earnings and Outgo

Foreign exchange earned	: Rs. 676.67 Lakh
Foreign exchange outgo	: Rs. 507.74 Lakh
C.I.F. value of imports	: Rs. 256.93 Lakh

Board's Report (Contd.)**Annexure 'C' to Board's Report****ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**
(Pursuant to Section 135 of the Companies Act, 2013 & Rules made thereunder)**1. A brief outline on the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the Policy on CSR and projects or programs**

In line with the provisions of the Companies Act, 2013, the Company has framed its CSR Policy towards enhancing welfare measures of the society and the same has been approved by the CSR Committee of the Board. The Company would also give preference to the local areas and areas around the Company for spending the earmarked for CSR activities. The Company has proposed to undertake activities promoting education and health care.

Web-link of the CSR Policy:

The Policy on CSR adopted by the Company may be referred to, at the web-link

<http://www.bmwil.co.in/img/pdfupload/conduct-20686988b18b2c19c7248e9f377a0a2f57f0df.pdf>

2. The Composition of the CSR Committee as on 31st March, 2017

Sl. No.	Name of Members	Category
1.	Mr. Harsh Kumar Bansal	Managing Director and Chairman of the Committee
2.	Mr. Debasish Basu	Independent, Non-Executive Director
3.	Mr. Ram Priya Sharan	Independent, Non-Executive Director

3. Average net profit of the Company for last three financial years

Average Net Profit of the Company for the last three financial years is Rs. 3,447.09 Lakh.

4. Prescribed CSR expenditure (2% of the amount as in item no. 3 above)

The prescribed CSR expenditure at 2% of the Net Profit as in Item No 3 above is Rs. 68.94 Lakh.

5. Details of CSR activities / projects undertaken during the financial year

- Total amount to be spent for the FY 2016-17: Rs. 68.94 Lakh
- Amount unspent, if any: Nil
- Manner in which the amount spent during the FY 2016-17:

(Rs. In Lakh)

Sl. No	CSR Project or activity identified	Sector in which the project is covered	Projects or programs 1) Local area or other 2) The State and district where the project or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: 1) Direct expenditure on projects or programs 2) Overheads	Cumulative expenditure upto the reporting period i.e. FY 2016-2017	Amount spent direct or through implementing agency
1.	Calcutta Pinjrapole Society	Animal Welfare	Kolkata	3.65	3.65	3.65	Implementing Agency
2.	Centre For Inner Resources Development	Promotion Of Education	Jamshedpur	1.00	1.00	1.00	Implementing Agency

Board's Report (Contd.)

Sl. No	CSR Project or activity identified	Sector in which the project is covered	Projects or programs 1) Local area or other 2) The State and district where the project or programs were undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: 1) Direct expenditure on projects or programs 2) Overheads	Cumulative expenditure upto the reporting period i.e. FY 2016-2017	Amount spent direct or through implementing agency
3.	Dharma Saastha Samooham	Promotion Of Education	Jamshedpur	1.00	1.00	1.00	Implementing Agency
4.	Kshetropasna	Slum Area Development	Tamil Nadu	1.00	1.00	1.00	Implementing Agency
		Rural Development Projects		5.00	5.00	5.00	
		Day Care Centre & Such Other Facilities For Senior citizens		5.00	5.00	5.00	
		Environmental Sustainability		0.50	0.50	0.50	
		Eradication Of Hunger, Poverty & Malnutrition		0.50	0.50	0.50	
		Empowerment Of Women, Setting Up Homes & Hostel For Women & Orphans		1.50	1.50	1.50	
		Promotion Of Education		1.00	1.00	1.00	
		Providing Safe Drinking Water		0.21	0.21	0.21	
5.	Marwari Relief Society	Promotion Of Health Care Including Preventive Health Care & Sanitation	Kolkata	11.00	11.00	11.00	Implementing Agency
6.	Praktani, Putiary Braja Mohan Tewary Institution	Promotion Of Education	Kolkata	0.04	0.04	0.04	Implementing Agency

Board's Report (Contd.)

Sl. No	CSR Project or activity identified	Sector in which the project is covered	Projects or programs 1) Local area or other 2) The State and district where the project or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: 1) Direct expenditure on projects or programs 2) Overheads	Cumulative expenditure upto the reporting period i.e. FY 2016-2017	Amount spent direct or through implementing agency
7.	Shri Sharda Peeth Vidyasabha Trust Dwarka	Promotion Of Education	Dwarka	3.00	3.00	3.00	Implementing Agency
8.	Sri Tatanagar Gaushala	Animal Welfare	Jamshedpur	0.11	0.11	0.11	Implementing Agency
9.	Tata Medical Centre	Promotion Of Health Care Including Preventive Health Care & Sanitation	Kolkata	35.08	35.08	35.08	Implementing Agency
10.	Calcutta Police Sergeant Institute	Others	Kolkata	0.25	0.25	0.25	Implementing Agency
Total				69.84	69.84	69.84	

6. Responsibility Statement

The CSR Committee confirms that the implementation and monitoring of CSR Policy is in line with CSR objectives and policy of the Company.

Kolkata
31st March, 2017

Harsh Kumar Bansal (DIN: 00137014)
Managing Director & Chairman of CSR Committee

Board's Report (Contd.)

Annexure 'D' to Board's Report

FORM NO. MGT-9

Extract of Annual Return as on the financial year ended on 31st March, 2017

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

I. REGISTRATION AND OTHER DETAILS

CIN	L51109WB1981PLC034212
Registration Date	21/10/1981
Name of the Company	BMW Industries Limited
Category/Sub-Category of the Company	Public Limited Company
Address of the Registered office and contact details	119, Park Street, White House, 3 rd Floor, Kolkata - 700 016 Tel : + 91 (33) 4007 1704 Fax : + 91 (33) 4007 1704 E-mail : www.bmwil.co.in
Whether listed company	Yes on The Calcutta Stock Exchange Association Ltd
Name, Address and Contact details of Registrar and Transfer Agent, if any	ABS Consultant Private Limited Stephen House, Room No. 99 6 th Floor, 4, B. B. D. Bag (East), Kolkata - 700 001 Tel : + 91 (33) 2243 0153, 2220 1043 E-mail : absconsultant@vsnl.net

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

Sl.No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Manufacturing of Engineering Products	241	99.66%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	SAIL Bansal Service Centre Limited	U27310WB2000PLC092486	Subsidiary	60%	2(87)
2.	Bansal Nepal Pvt Ltd	N.A.	Subsidiary	100%	2(87)
3.	Confident Financial Consultancy Pvt Ltd	U67190WB2008PTC124149	Subsidiary	98.33%	2(87)
4.	Perfect Investment Consultancy Pvt Ltd	U74992WB2008PTC124136	Subsidiary	98.39%	2(87)
5.	Sidhant Investment Advisory Pvt Ltd	U74120WB2008PTC122119	Subsidiary	99.02%	2(87)
6.	Siddhi Vinayak Commosales Pvt Ltd	U51909WB2008PTC129643	Subsidiary	98.34%	2(87)
7.	Shri Hari Vincom Pvt Ltd	U51909WB2008PTC129652	Subsidiary	98.51%	2(87)
8.	Narayan Dealcom Pvt Ltd	U51909WB2008PTC129649	Subsidiary	98.84%	2(87)
9.	Fairplan Vintrade Pvt Ltd	U51909WB2008PTC129650	Subsidiary	98.76%	2(87)
10.	Nageshwar Trade-Link Pvt Ltd	U51909WB2008PTC129645	Subsidiary	98.64%	2(87)

Board's Report (Contd.)

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 (01.04.2016)				No. of Shares held at the end of the year (31.03.2017)*				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	83,01,208	-	83,01,208	36.88	8,30,12,080	-	8,30,12,080	36.88	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	41,18,750	11,73,800	52,92,550	23.52	5,21,11,250	1,17,38,000	6,38,49,250	28.37	4.85
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total(A)(1)	1,24,19,958	11,73,800	1,35,93,758	60.39	13,51,23,330	1,17,38,000	14,68,61,330	65.25	4.85
1) Foreign									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
c) Banks / FI	-	-	-	-	-	-	-	-	-
d) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total(A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	1,24,19,958	11,73,800	1,35,93,758	60.39	13,51,23,330	1,17,38,000	14,68,61,330	65.25	4.85
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-
2. Non -Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas	89,14,688	-	89,14,688	39.61	7,82,23,130	-	7,82,23,130	34.75	(4.85)

Board's Report (Contd.)

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2016)				No. of Shares held at the end of the year (31.03.2017)*				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Individuals	100	100	200	0.00	1,000	1,000	2,000	0.00	0.00
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-Total(B)(2)	89,14,788	100	89,14,888	39.61	7,82,24,130	1,000	7,82,25,130	34.75	(4.85)
Total Public Shareholding (B)=(B)(1)+(B)(2)	89,14,788	100	89,14,888	39.61	7,82,24,130	1,000	7,82,25,130	34.75	(4.85)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2,13,34,746	11,73,900	2,25,08,646	100.00	21,33,47,460	1,17,39,000	22,50,86,460	100.00	0.00

*During the year, the Company has sub-divided its Equity Shares of Rs. 10/- each into 10 Equity Shares of Re. 1/- each and accordingly the number of shares has increased. However, corporate action in this respect is pending.

ii. Shareholding of Promoters

Sl. No	Name of Shareholders	Shareholding at the beginning of the year (01.04.2016)			Shareholding at the end of the year (31.03.2017)*			% change in shareholding 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	
	Indian Promoter							
	<i>Individuals/HUF/Bodies Corporate</i>							
1.	Ram Gopal Bansal (HUF)	59,375	0.26	-	5,93,750	0.26	-	0.00
2.	Pratiti Bansal	1,99,325	0.89	-	19,93,250	0.89	-	0.00
3.	Shalini Bansal	2,79,325	1.24	-	27,93,250	1.24	-	0.00
4.	Premlata Bansal	9,41,250	4.18	-	94,12,500	4.18	-	0.00
5.	Vivek Kumar Bansal	14,02,208	6.23	-	1,40,22,080	6.23	-	0.00
6.	Harsh Kumar Bansal	18,44,725	8.20	-	1,84,47,250	8.20	-	0.00
7.	Ram Gopal Bansal	35,75,000	15.88	-	3,57,50,000	15.88	-	0.00
8.	Bansal Engineering Works Pvt Ltd	1,80,000	0.80	-	18,00,000	0.80	-	0.00
9.	Dharmik Commotrade Pvt Ltd	3,12,500	1.39	-	31,25,000	1.39	-	0.00
10.	Encash Commercial Pvt Ltd	3,43,750	1.53	-	34,37,500	1.53	-	0.00
11.	Lakshya CompuSoft Pvt Ltd	3,75,000	1.67	-	37,50,000	1.67	-	0.00
12.	Deep Goods Pvt Ltd	3,75,000	1.67	-	37,50,000	1.67	-	0.00
13.	Dharmik Tie up Pvt Ltd	3,87,500	1.72	-	38,75,000	1.72	-	0.00
14.	Paramatma Commercial Pvt Ltd	4,06,250	1.80	-	40,62,500	1.80	-	0.00

Board's Report (Contd.)

Sl. No	Name of Shareholders	Shareholding at the beginning of the year (01.04.2016)			Shareholding at the end of the year (31.03.2017)*			% change in shareholding 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	
15.	Mahabali Goods Pvt Ltd	4,20,000	1.87	-	42,00,000	1.87	-	0.00
16.	Rajani Vanijya Pvt Ltd	4,21,875	1.87	-	42,18,750	1.87	-	0.00
17.	Jaymala Commercial Pvt Ltd	5,18,750	2.30	-	51,87,500	2.30	-	0.00
18.	Pioneer Goods Pvt Ltd	5,58,125	2.48	-	55,81,250	2.48	-	0.00
19.	Bansal Business Pvt Ltd	9,93,800	4.42	-	99,38,000	4.42	-	0.00
20.	Jani Fincom Pvt. Ltd.	-	-	-	1,09,23,750	4.85	-	4.85
	Total	1,35,93,758	60.39	-	14,68,61,330	65.25	-	4.85

*During the year, the Company has sub-divided its Equity Shares of Rs. 10/- each into 10 Equity Shares of Re. 1/- each and accordingly the number of shares has increased. However, corporate action in this respect is pending.

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

	Shareholding 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	1,35,93,758	60.39	1,35,93,758	60.39
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):	1,09,23,750	4.85	1,09,23,750	4.85
At the End of the year	14,68,61,330	65.25	14,68,61,330	65.25

During the year, the Company has sub-divided its Equity Shares of Rs. 10/- each into 10 Equity Shares of Re. 1/- each and accordingly the number of shares has increased. However, corporate action in this respect is pending.

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding 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				
1.	Murray Financial Services Pvt Ltd	10,14,601	4.51	10,14,601	4.51
2.	Maninya Comfin Pvt Ltd	8,21,012	3.65	8,21,012	3.65
3.	Tirupati Commosales Pvt Ltd	7,50,000	3.33	7,50,000	3.33
4.	Merrit Fintrade Pvt Ltd	7,36,950	3.27	7,36,950	3.27
5.	Torrid Fintra Pvt Ltd	7,10,050	3.15	7,10,050	3.15
6.	Tricom Investments Pvt Ltd	6,48,550	2.88	6,48,550	2.88
7.	Cloret Investments Pvt Ltd	6,35,250	2.82	6,35,250	2.82
8.	Jaymala Commercial Pvt. Ltd.	5,18,750	2.30	5,18,750	2.30
9.	Bleweet Finvest Pvt Ltd	5,15,900	2.29	5,15,900	2.29
10.	Rosset Fiscal Pvt Ltd	5,15,100	2.29	5,15,100	2.29

Board's Report (Contd.)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding 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
	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*			
	At the end of the year				
1.	Murray Financial Services Pvt Ltd	1,01,46,010	4.51	1,01,46,010	4.51
2.	Maninya Comfin Pvt Ltd	82,10,120	3.65	82,10,120	3.65
3.	Tirupati Commosales Pvt Ltd	75,00,000	3.33	75,00,000	3.33
4.	Merrit Fintrade Pvt Ltd	73,69,500	3.27	73,69,500	3.27
5.	Torrid Fintra Pvt Ltd	71,00,500	3.15	71,00,500	3.15
6.	Tricom Investments Pvt Ltd	64,85,500	2.88	64,85,500	2.88
7.	Cloret Investments Pvt Ltd	63,52,500	2.82	63,52,500	2.82
8.	Jaymala Commercial Pvt. Ltd.	51,87,500	2.30	51,87,500	2.30
9.	Bleweet Finvest Pvt Ltd	51,59,000	2.29	51,59,000	2.29
10.	Rosset Fiscal Pvt Ltd	51,51,000	2.29	51,51,000	2.29

* During the year, the Company has sub-divided its Equity Shares of Rs. 10/- each into 10 Equity Shares of Re. 1/- each and accordingly the number of shares has increased. However, corporate action in this respect is pending.

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding 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				
1.	Mr. Ram Gopal Bansal Chairman, Whole-Time Director	35,75,000	15.88	35,75,000	15.88
2.	Mr. Harsh Kumar Bansal Managing Director	18,44,725	8.20	18,44,725	8.20
3.	Mr. Vivek Kumar Bansal Managing Director	14,02,208	6.23	14,02,208	6.23
	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*			
	At the End of the year				
1.	Mr. Ram Gopal Bansal Chairman, Whole-Time Director	3,57,50,000	15.88	3,57,50,000	15.88
2.	Mr. Harsh Kumar Bansal Managing Director	1,84,47,250	8.20	1,84,47,250	8.20
3.	Mr. Vivek Kumar Bansal Managing Director	1,40,22,080	6.23	1,40,22,080	6.23

* During the year, the Company has sub-divided its Equity Shares of Rs. 10/- each into 10 Equity Shares of Re. 1/- each and accordingly the number of shares has increased. However, corporate action in this respect is pending.

Board's Report (Contd.)

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	5,06,51,14,655	58,36,56,620	-	5,64,87,71,275
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	5,06,51,14,655	58,36,56,620	-	5,64,87,71,275
Change in Indebtedness during the financial year				
- Addition	77,50,556	2,36,85,741	-	3,14,36,297
- Reduction	(61,38,84,948)	-	-	61,38,84,948
Net Change	(60,61,34,392)	2,36,85,741	-	(58,24,48,651)
Indebtedness at the end of the financial year				
i) Principal Amount	4,45,89,80,263	60,73,42,361	-	5,648,771,275
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	4,45,89,80,263	60,73,42,361	-	5,648,771,275

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of Whole Time Director / Managing Directors / Manager			Total Amount
		Ram Gopal Bansal, Chairman, Whole time Director	Harsh Kumar Bansal, Managing Director	Vivek Kumar Bansal, Managing Director	
	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,56,00,000	84,00,000	84,00,000	3,24,00,000
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-	-
	Stock Option	-	-	-	-
	Sweat Equity	-	-	-	-
	Commission				
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
	Others, please specify	-	-	-	-
	Total(A)	1,56,00,000	84,00,000	84,00,000	3,24,00,000
	Ceiling as per the Act	As provided under Schedule V read with Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Act.			

Board's Report (Contd.)

B. Remuneration to other Directors:

1. Independent Directors:

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Debasish Basu	Sunil Kumar Parik	Ram Priya Sharan	Prahlad Kumar	Gayatri Singh	
1.	Fee for attending board / committee meetings	14,000	13,000	7,000	4,000	1,000	39,000
2.	Commission	-	-	-	-	-	-
3.	Others, please specify	-	-	-	-	-	-
	Total (B)(1)	14,000	13,000	7,000	4,000	1,000	39,000
	Overall Ceiling as per the Act	Sitting Fee paid is within limit prescribed at Section 197 of the Act					

2. Other Non-Executive Directors:

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
1.	Fee for attending board / committee meetings	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2.	Commission	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
3.	Others, please specify	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (B)(2)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total Managerial Remuneration (B)= (B)(1)+ (B)(2)						39,000
	Overall Ceiling as per the Act	N.A.(since the Company does not have any other Non-Executive Directors)					

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

Sl. No	Particulars of Remuneration	Key Managerial Personnel		
		Abhishek Agarwal (Chief Financial Officer)	Sweta Prasad (Company Secretary)	Total
	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	9,90,000	4,40,000	14,30,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
	Stock Option	-	-	-
	Sweat Equity	-	-	-
	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
	Others, please specify	-	-	-
	Total (C)	9,90,000	4,40,000	14,30,000

Board's Report (Contd.)**I. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES**

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
B. Directors					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
C. Other Officers In Default					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

For and On Behalf of the Board of Directors

Place: Kolkata
Date: 27th April, 2017

Ram Gopal Bansal
Chairman
DIN: 00144159

Vivek Kumar Bansal
Managing Director
DIN: 00137120

Board's Report (Contd.)

Annexure 'E' to Board's Report

Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. Ratio of remuneration of each director to the median remuneration of employees of the company for the Financial Year 2016-17, Percentage increase in remuneration of Directors, Chief Financial Officer, Company Secretary during the Financial Year 2016-17.

Name of Director / KMP	Designation	Ratio of Remuneration of each Director to the Median remuneration of employees	Percentage increase in Remuneration
Executive Directors			
1. Mr. Ram Gopal Bansal	Chairman, Whole-time Director	70.45:1	333%
2. Mr. Harsh Kumar Bansal	Managing Director	37.94:1	133%
3. Mr. Vivek Kumar Bansal	Managing Director	37.94:1	133%
Non-Executive Directors			
4. Mr. Debasish Basu*	Non-Executive Independent Director	-	-
5. Mr. Sunil Kumar Parik*	Non-Executive Independent Director	-	-
6. Mr. Prahlad Kumar*	Non-Executive Independent Director	-	-
7. Ms. Gayatri Singh*	Non-Executive Independent Director	-	-
8. Mr. Ram Priya Sharan*	Non-Executive Independent Director	-	-
Key Managerial Personnel			
9. Mr. Abhishek Agarwal	Chief Financial Officer	4.49:1	10%
10. Ms. Sweta Prasad	Company Secretary	1.77:1	16.0%

*Independent Directors and Non-Executive Directors are only entitled to sitting fees. No other form of remuneration was paid to the non-executive directors during the Financial Year 2016-17.

- ii. The Percentage increase in median remuneration of Employees for the financial year was 2.85%
- iii. The Company has 705 permanent employees on the rolls of the company as on 31st March, 2017.
- iv. Relationship between average increase in remuneration and company's performance:
The average increase in remuneration of employees was 4.71% during the year under review.
The average increase in remuneration is closely linked to achievement of annual corporate goals, financial and operational performance of the Company and adjustments towards increased cost of living. The reward philosophy of the Company is to provide market competitive reward opportunity that has a strong linkage to and drives performance culture. Each year, the salary increases for the Company are decided on the basis of a benchmarking exercise that is undertaken with similar profile organization. During the year, similar approach was followed to establish the remuneration increase to the Employees.
- v. Comparison of the remuneration of the Key Managerial Personnel (individually & totally) against the performance of the Company:
The compensation for Key Managerial Personnel's is guided by external competitiveness, annual performance review and overall growth of the Company. The KMP's play a pivotal role in the growth of the Company and considering performance of the Company during the year they have been accordingly remunerated.
- vi. Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year over 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 Company is listed on the Calcutta Stock Exchange. There has been no trading in the shares of the Company during the Financial Year 2016-2017.
- vii. Average percentage increase in the salaries of employees other than managerial personnel in the financial year was 4.70% whereas the average increase in the managerial remuneration was 125%:
The Company has touched new heights due to the continuous efforts of managerial personnel warranting such increase.
- viii. The key parameters for any variable component of remuneration:
Apart from the Whole-time Director and Managing Directors, no other Directors are in receipt of any remuneration other than sitting fees for attending Board and Committee Meetings.
- ix. The ratio of 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: N.A.

Board's Report (Contd.)**Information as per Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Name of Employee	Ram Gopal Bansal	Harsh Kumar Bansal	Vivek Kumar Bansal
Age	62	38	37
Designation	Whole-Time Director	Managing Director	Managing Director
Nature of employment	Contractual	Contractual	Contractual
Qualification	Commerce Graduate	Commerce Graduate and Advance Management Programme from London Business School	Commerce Graduate
Experience	35	10	16
Remuneration received	Rs. 156 Lakh	Rs. 84 Lakh	Rs. 84 Lakh
Date of commencement of employment	21.10.1981	26.12.2006	26.09.2001
Particulars of last employment	First Employment	First Employment	First Employment
Percentage of equity shares held	15.88%	8.20%	6.23%
Relationship with Director	Mr. Ram Gopal Bansal is the father of Mr. Harsh Kumar Bansal and Mr. Vivek Kumar Bansal.	Mr. Harsh Kumar Bansal is the son of Mr. Ram Gopal Bansal and brother of Mr. Vivek Kumar Bansal.	Mr. Vivek Kumar Bansal is the son of Mr. Ram Gopal Bansal and brother of Mr. Harsh Kumar Bansal.

For and On Behalf of the Board of Directors

Place: Kolkata
Date: 27th April, 2017**Ram Gopal Bansal**
Chairman
DIN: 00144159**Vivek Kumar Bansal**
Managing Director
DIN: 00137120

Management Discussion and Analysis

Overview

Indian economy has proved to be a stable economy by achieving a growth of 7.1 % in the financial year 2016-17 with the various measures initiated by the Government for bringing reforms in the industry and the economy. Although various uncertainties were prevailing in the global platform, Indian economy was able to sustain its growth level. Even within India various measures initiated by the Government like demonetisation drive to tag the black money and the GST Rollout affected somehow the Industry sector and economy witnessed a slowdown in the second half of the financial year 2016-17. This year has been full of challenges in view of pressures both from global as well as domestic platforms.

Business Scenario and Industrial Outlook

BMW Industries Limited (BMWIL) has categorised its business in three strategic divisions

a) Tower Division b) TMT Bars c) Steel Service Centres d) Infrastructure Division

a) Tower Division

BMWIL has an integrated plant for manufacturing of structural and towers. The Indian Government thrusts for its initiative of providing electricity to all the sectors. The Government aims at providing facilitative environment for the growth of power sector and accordingly bright future is expected for our products with increasing demand. The Company has strong customer base for its products.

b) TMT Bars & Pipes

BMWIL is having manufacturing facilities for production of TMT Bars of various sizes depending on the market requirement. Construction and infrastructure - the two high growth sectors in the country are the primary consumers of bars and rods. The Indian Government has initiated a drive "house for all" and accordingly taken various measures. Consequently, the demand for our products such as TMT Bars, Pipes, poles etc is expected to increase.

c) Steel Service Centre

The company is engaged in processing of steels and is operating Steel Service Centres. It has installed huge capacities facilitating for processing of the steels as per the requirement of the customers. Various processes are operated at the steels service centres like cut to length, slitting lines, and many other processes. Since Steel Service Centre are the supporting industries to the Steel Sector, the demand for these centres are always there.

d) Infrastructure Division

The increasing emphasis of government on development of infrastructure in the country will enable our infrastructure division to grab the opportunities. The Company possesses experience in Road construction and other construction projects and is having a strong customer base being Government departments.

Outlook

The Indian Industry is on the upward growth. The various policies of the government and announcement has brought a drastic change in the Indian economy. The Government initiative has acted as a booster for infrastructure, Housing Sector. With the initiative like GST Roll out and increasing expenditure on technology and digitalisation the organised market will certainly outperform. The products of the Company are related to these infrastructure and housing sector and as such high growth is expected.

Strength and Challenges

Strengths

Low Capital intensive enables the company to be more competitive.

Cost effective benefit due to integrated plant and carrying various activities at one place.

Value addition due to an ability to customise products and quality output.

Challenges

Raw Materials availability and prices is one important challenge which the company needs to face.

Government policies and restrictions may put challenges for the company.

Management Discussion and Analysis (Contd.)

Financial Performance

The Company's Revenue has increased by 11.67% on year to year basis and Profit Before Tax has also increased from Rs. 4,020.12 Lakh in previous year to Rs. 4,243.79 Lakh which is marginally higher than the previous year. The Finance cost has come down from Rs. 4,396.47 Lakh to Rs. 3,837.89 Lakh.

The earning per share(EPS) is Rs 1.59 in the current year. The EPS has proportionately reduced due to sub division of each Equity share of Rs. 10/- each into 10 Equity shares of Re 1/- each.

Internal Control

The company's internal control is comprehensive. Proper procedures have been designed to safeguard the assets of the company and to ensure that the transactions are properly authenticated. The internal audit department carries on internal audit throughout the year and their suggestion and recommendations are placed before the management and audit committee of the Board of directors periodically.

Risk Management

In any kind of business the risk is always there. BMWIL is also subjected to various kind of risks and the necessary precaution are taken by the company for mitigation of risks. The management has defined various processes to assess the risk and deputed expert officials for taking timely action to assess and mitigate those risks which are internal risks and are in the control of management. The Company is having a risk management policy and the Board through its committees monitor the risk management systems.

The Company may be subjected to risks associated to market risks, Infrastructure Investment slow down, Changes in Government policy of Import / Export, downturn in economic conditions. The company has multiple division of operations and hence capable of accepting all these risks. Further due to stable government at the centre economic condition are likely to be improving.

Human Resources

BMWIL employs a dedicated team of professionals. Our policies and benefits continue to provide an edge in attracting and retaining talent in the company. Employees are given a defined job directed towards achieving the goal of the organisation. The Company encourages employees to attend seminars and arrange for their training. The company has policy of awarding the employees to motivate them to perform their best. A harmonious relationship is maintained among employees.

For and On Behalf of the Board of Directors

Place: Kolkata
Date: 27th April, 2017

Ram Gopal Bansal
Chairman
DIN: 00144159

Vivek Kumar Bansal
Managing Director
DIN: 00137120

Report on Corporate Governance

PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE

BMW Industries Limited is fully committed to follow respectable Corporate Governance practices. The Company will endeavour to enhance the economic value, trust and confidence of all its stakeholders through good Corporate Governance practices. Every effort is made to follow the best practices in all the functional areas and in discharging the Company's responsibilities towards all stakeholders and the community at large. Obeying the law, both in letter and in spirit, the Company continues to focus on its resources, strengths and strategies to achieve the core values of quality, trust, leadership and excellence.

BORAD OF DIRECTORS ('BOARD')

Composition and Category of Directors as at 31st March, 2017

The Company has a judicious mix of Executive and Non-Executive Independent Directors on its Board. At present, there are 8 Directors on the Board, with 3 Executive Directors and 5 Non-Executive Independent Directors including a Woman Director. The Chairman is an Executive Director and more than half of the Board consists of Independent Directors. The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 (hereinafter referred to as 'the Act') and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations').

None of the Directors are director in more than 20 Companies or member of more than 10 Committees or act as Chairman of more than 5 Committees across all Companies in which they are Directors. The Non-Executive Directors are appointed or re-appointed with the approval of shareholders. All the Non-Executive Directors are eminent professionals and bring the wealth of their professional expertise and experience to the management of the Company.

The composition of the Board and category of Directors are as follows:

Name of the Directors	DIN	Category
Mr. Ram Gopal Bansal (Chairman)	00144159	Promoter, Executive Director
Mr. Harsh Kumar Bansal (Managing Director)	00137014	Promoter, Executive Director
Mr. Vivek Kumar Bansal (Managing Director)	00137120	Promoter, Executive Director
Mr. Debasish Basu	00581141	Independent, Non-Executive Director
Mr. Sunil Kumar Parik	00884149	Independent, Non-Executive Director
Mr. Prahlad Kumar	05174446	Independent, Non-Executive Director
Mr. Ram Priya Sharan	05304025	Independent, Non-Executive Director
Ms. Gayatri Singh	07031033	Independent, Non-Executive Director

Pecuniary relationship or transactions

Non-Executive Directors do not have any pecuniary relationship and/or transaction with your Company other than payment of sitting fees and/or reimbursement of out-of-pocket expenses for attending meetings of the Board and/or Committee(s) thereof. The Company pays sitting fees per meeting per Director for attending meeting of the Board within the limit prescribed under the Act.

Board Meetings

Being the apex body constituted by shareholders for overseeing the functioning of the Company, the Board evaluates all the strategic decisions on a collective consensus basis amongst the Directors. The Board generally meets 4-5 times during the year. Additional Board meetings are convened to address the Company's specific needs. During the year, the Board met 9 times on 2nd May, 2016, 20th May, 2016, 27th May, 2016, 30th May, 2016, 15th July, 2016, 12th August, 2016, 25th August, 2016, 14th November, 2016 and 14th February, 2017. The maximum interval between any two consecutive meetings were not more than 120 days. Video / Tele-conferencing facilities are used to facilitate Directors present at other locations, to participate in the meetings.

The status of attendance of each Director at Board Meetings and the last Annual General Meeting (AGM) held on 29th September, 2016 and the number of Companies and Committees where each of them is a Director / Member / Chairman as on 31st March, 2017 is given below:

Report on Corporate Governance (Contd.)

Name of the Director	FY 2016-17 Attendance at		No. of Directorship in other Companies incorporated in India (*)	Outside Committee Position Held (**)	
	Board Meeting	Last AGM held on 29.09.2016		Chairman	Member
Mr. Ram Gopal Bansal	9/9	Yes	19	-	-
Mr. Harsh Kumar Bansal	9/9	Yes	17	-	-
Mr. Vivek Kumar Bansal	9/9	Yes	14	-	-
Mr. Debasish Basu	9/9	Yes	-	-	-
Mr. Sunil Kumar Parik	9/9	Yes	6	-	-
Mr. Prahlad Kumar	4/9	No	-	-	-
Mr. Ram Priya Sharan	4/9	No	2	-	-
Ms. Gayatri Singh	1/9	No	-	-	-

*Excludes Directorships held in Foreign Companies and Section 8 Companies of the Act.

**Includes only Audit Committee and Stakeholders' Relationship Committee in all Indian public limited companies as per Regulation 26 of Listing Regulations.

No Equity Shares were held by the Non-Executive Directors, both own or held by / for other person on a beneficial basis.

Remuneration of Directors

The Non-Executive Directors are paid sitting fees for attending Board Meeting and Committee Meetings for FY 2016-17. The details of the remuneration paid to the Directors during the Financial Year ended 31st March, 2017 are as follows:

Sl. No.	Directors	Salary & Perquisites	Sitting Fees	Total
1.	Mr. Ram Gopal Bansal	1,56,00,000	-	1,56,00,000
2.	Mr. Harsh Kumar Bansal	84,00,000	-	84,00,000
3.	Mr. Vivek Kumar Bansal	84,00,000	-	84,00,000
4.	Mr. Debasish Basu	-	14,000	14,000
5.	Mr. Sunil Kumar Parik	-	13,000	13,000
6.	Mr. Prahlad Kumar	-	4,000	4,000
7.	Mr. Ram Priya Sharan	-	7,000	7,000
8.	Ms. Gayatri Singh	-	1,000	1,000
	Total	3,24,00,000	39,000	3,24,39,000

1. Notice period, service contract and severance fees for Executive Directors is as per the Company's rules.

2. None of the Directors hold stock options as on 31st March, 2017.

Code of Conduct

The Board of Directors has laid down a Code of Conduct for all the Board Members and Senior Executives of the Company. All the Board Members and Senior Executives have confirmed compliance with the Code. A declaration by Mr. Vivek Kumar Bansal, Managing Director of the Company affirming the compliance with the Code is annexed at the end of this Report. The said Code may be referred to, at the website of the Company at its weblink i.e. <http://www.bmwil.co.in/img/pdfupload/conduct-3923534c7eaf1edb1466c58eb12e8c6955ed1c.pdf>

Information placed before the Board

Board Meetings of the Company are governed by a structured agenda. The Board members, in consultation with the Chairman may bring up any matter for consideration of the Board. Necessary information as required under statute and as per the guidelines on Corporate Governance are placed before the Board, from time to time. The Board periodically reviews compliances of various laws applicable to the Company and the items required to be placed before it. All major Agenda items are backed by comprehensive background information to enable the Board to take informed decisions.

Report on Corporate Governance (Contd.)

Required information as enumerated in Part A of Schedule II of the Listing Regulations is made available to the Board Members for discussion and consideration at Board Meetings.

COMMITTEES

The Company at present has 4 (Four) Committees of the Board:-

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee

The terms of reference of these Committees is decided by the Board. Signed minutes of the Committee meetings are placed before the Board for noting. The role and composition including the number of meetings and related attendance are given below.

AUDIT COMMITTEE

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosure and transparency, integrity and quality of financial reporting.

Terms of reference

The Audit Committee reviews the audit reports submitted by the Internal Auditors and Statutory Auditors, financial results, effectiveness of internal audit processes and the Company's risk management strategy. It reviews the Company's established systems and the Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013.

Composition

Mr. Sunil Kumar Parik, Non-Executive Independent Directors, is the Chairman of the Committee and was present at the last Annual General Meeting held on 29th September, 2016. Mr. Harsh Kumar Bansal, Managing Director and Mr. Debashish Basu, Non-Executive Independent Directors are the other members of the Audit Committee. All the Non-Executive members of the Audit Committee are financially literate and all of them having accounting or related financial management experience. Representative of Statutory Auditor is permanent invitee. Ms. Sweta Prasad, Company Secretary of the Company acts as a Secretary to this Committee.

Meeting and the attendance during the year

The Audit Committee met 5 (five) times during the year on 30th May, 2016, 12th August, 2016, 25th August, 2016, 14th November, 2016 and 14th February, 2017. The maximum interval between any two consecutive meetings were not more than 120 days. Following table sets out the particulars of attendance of members of the Committee at various meetings:

Sl. No.	Name of Members	Category	Meeting Attended / Meetings held
1.	Mr. Sunil Kumar Parik (Chairman)	Independent, Non-Executive Director	5/5
2.	Mr. Harsh Kumar Bansal	Promoter, Executive Director	5/5
3.	Mr. Debasish Basu	Independent, Non-Executive Director	5/5

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Company has a Corporate Social Responsibility Committee constituted in compliance of Section 135 of the Act and Rules framed thereunder. Following its role and responsibility, the Committee has formulated and recommended to the Board a Policy indicating CSR activities to be undertaken, expenditure to be incurred on account thereof, and monitoring the same on an ongoing basis as specified in Schedule VII.

Report on Corporate Governance (Contd.)

Composition

Mr. Harsh Kumar Bansal, Managing Director of the Company is the Chairman of the Committee. Mr. Debashish Basu, Non-Executive Independent Directors and Mr. Ram Priya Sharan, Non-Executive Independent Directors are the other members of the CSR Committee.

Meeting and the attendance during the year

The CSR Committee met twice during the year on 30th May, 2016 and 14th February, 2017 to discharge its functions. Following table sets out the particulars of attendance of members of the Committee at various meetings:

Sl. No.	Name of Members	Category	Meeting Attended / Meetings held
1.	Mr. Harsh Kumar Bansal (Chairman)	Promoter, Executive Director	2/2
2.	Mr. Debashish Basu	Independent, Non-Executive Director	2/2
3.	Mr. Ram Priya Sharan	Independent, Non-Executive Director	2/2

NOMINATION AND REMUNERATION COMMITTEE

The role of the Nomination and Remuneration Committee inter-alia is to formulate criteria for determining qualification, positive attributes and independence of Directors and recommend to the Board, Policy relating to Remuneration of Directors, Key Managerial Personnel and other Employees.

Terms of reference

This Committee shall identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every Director's performance. A policy on Board Diversity is also formulated for the said purpose and uploaded on the website of the Company.

Composition

Mr. Sunil Kumar Parik, Non-Executive Independent Directors of the Company is the Chairman of the Committee and was present at the last Annual General Meeting held on 29th September, 2016. Mr. Debashish Basu, Non-Executive Independent Directors and Mr. Ram Priya Sharan, Non-Executive Independent Directors are the other members of the Nomination and Remuneration Committee.

Meeting and the attendance during the year

The Nomination and Remuneration Committee met 4 (four) times during the year on 30th May, 2016, 12th August, 2016, 14th November, 2016 and 14th February, 2017 to discharge its functions. Following table sets out the particulars of attendance of members of the Committee at various meetings:

Sl. No.	Name of Members	Category	Meeting Attended / Meetings held
1.	Mr. Sunil Kumar Parik (Chairman)	Independent, Non-Executive Director	4/4
2.	Mr. Debashish Basu	Independent, Non-Executive Director	4/4
3.	Mr. Ram Priya Sharan	Independent, Non-Executive Director	4/4

STAKEHOLDERS RELATIONSHIP COMMITTEE

Pursuant to the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations, the Company has in place the Stakeholders Relationship Committee. The Committee may carry out any other functions as is referred by the Board, from time to time, or referred by any statutory notification / amendment or modification, as may be applicable.

Role of the Committee include redressal of Shareholders' complaints relating to transfer / transmission of shares, exchange of Share Certificates, non-receipt of Balance Sheet, non-receipt of declared Dividends, etc.

Pursuant to Regulation 40 of the Listing Regulations, the Board of the Company has delegated the power of Share Transfer to the Company Secretary, Ms. Sweta Prasad, subject to ratification at the immediately succeeding meeting of the Committee.

Report on Corporate Governance (Contd.)

Composition

Mr. Debasish Basu, Non-Executive Independent Directors of the Company is the Chairman of the Committee. Mr. Sunil Kumar Parik, Non-Executive Independent Directors and Mr. Prahlad Kumar, Non-Executive Independent Directors are the other members of the Stakeholders Relationship Committee.

M/s. ABS Consultant Private Limited, Stephen House, Room No 99, 6th Floor, 4, B B D Bagh, Kolkata - 700 001, are the Registrar and Share Transfer Agent both for physical as well as electronic mode. Ms. Sweta Prasad, Company Secretary, acts as the Compliance Officer.

Investor Complaints

The table below gives the number of complaints received and resolved during the financial year and pending as on 31st March 2017.

Number of complaints pending as on 1st April, 2016	0
Number of complaints received during the Financial Year	0
Number of complaints resolved during the Financial Year	0
Number of complaints pending as on 31st March, 2017	0

Meeting and the attendance during the year

The Stakeholders' Relationship Committee met thirteen (13) times during the year on 18th April, 2016, 16th May, 2016, 13th June, 2016, 11th July, 2016, 8th August, 2016, 5th September, 2016, 3rd October, 2016, 7th November, 2016, 5th December, 2016, 2nd January, 2017, 30th January, 2017, 27th February, 2017 and 20th March, 2017 to discharge its functions. Following table sets out the particulars of attendance of members of the Committee at various meetings:

Sl. No.	Name of Members	Category	Meeting Attended / Meetings held
1.	Mr. Debasish Basu (Chairman)	Independent, Non-Executive Director	13/13
2.	Mr. Sunil Kumar Parik	Independent, Non-Executive Director	13/13
3.	Mr. Prahlad Kumar	Independent, Non-Executive Director	13/13

SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year as per the requirement of Schedule IV of the Act and Listing Regulations all the Independent Directors (IDs) met on 14th February, 2017 without the presence of Non-Independent Directors and members of the management. At this meeting, the IDs inter-alia evaluated the performance of Non-Independent Directors and the Board as a whole, evaluated the performance of the Chairperson of the Company after taking into account the views of Executive Directors and Non-Executive Directors and discussed aspects relating to the quality, quantity and timeliness of flow of information between the Company management and the Board.

REMUNERATION POLICY

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors has adopted a Remuneration Policy which, inter alia, deals with the manner of selection of Board of Directors and Managing Director and their remuneration. The remuneration policy is in consonance with the existing industry practice. This Policy inter alia includes the following:

1. Selection criteria for Directors, senior management personnel and key managerial personnel:

- 1.1 Apart from promoter Directors, the Company currently has no Executive Director/s. Selection of Executive Director/s shall be in line with the selection criteria laid down for independent Directors, in so far as those criteria are not inconsistent with the nature of appointment; NRC is responsible for identification, shortlisting and recommending candidature of person for the position of Managing Director (MD) to the Board of Directors of the Company;
- 1.2 Nominee Directors shall be taken on Board, as and when nominated by the investor/s to protect such investor/s interests and such appointments shall usually be governed by the investment/ subscription agreement/s the Company has/will have with such investor/s;
- 1.3 Independent Directors will be selected on the basis of identification of industry/ subject leaders with strong

Report on Corporate Governance (Contd.)

experience. The advisory area and therefore the role, may be defined for each independent director;

- 1.4 For any Senior Management Personnel recruitment, it is critical to identify the necessity for that role. In order to validate the requirement –
 - a. Job Description (JD) along with profile fitment characteristics from a personality, experience and qualification point of view shall be created;
 - b. Selection shall happen through referrals from Board members, industry leaders or leading search firms;
 - c. The recruitment process shall generally involve meetings with MD and/or identified members of the NRC basis which the candidature will be finalised; and
 - d. On the lines of broad inputs provided by NRC, there shall be a compensation discussion and resulting fitment, based on overall positioning with respect to the market, internal parity and structure of the compensation offer (which includes fixed and variable pay components). Thereafter, the offer shall be rolled out.
2. **Determination of qualification, positive attributes and independence test for the Independent Directors to be appointed:**
 - 2.1 For each Independent Director, the appointment shall be based on the need identified by the Board;
 - 2.2 The role and duties of the Independent Director shall be clearly specified by highlighting the committees they are expected to serve on, as well as the expectations of the Board from them;
 - 2.3 At the time of selection, Board shall review the candidature on skill, experience and knowledge to ensure an overall balance in the Board so as to enable the Board to discharge its functions and duties effectively;
 - 2.4 Any appointment of the Independent Director shall be approved at the meeting of the shareholders, in accordance with extant laws;
 - 2.5 Director's Independence test shall be conducted as per the conditions specified in the Companies' Act and the rules thereunder;
 - 2.6 The remuneration of the Directors shall be established on the reasonability and sufficiency of level in order to attract, retain and motivate the Directors; and
 - 2.7 MD along with Company Secretary shall be involved in the familiarization / induction process for the independent director/s.
3. **Remuneration policy for the Directors (including Independent Directors), Key Managerial Personnel and Senior Management Personnel:**
 - 3.1 The Independent Directors would be paid sitting fees subject to the limits prescribed under the Companies Act, or any amendments thereto, as may be determined by NRC from time to time, for attending each meeting(s) of the Board and Committees thereof;
 - 3.2 Directors shall be reimbursed any travel or other expenses, incurred by them, for attending the Board and Committee meetings;
 - 3.3 The remuneration paid to MD shall be considered by the NRC taking into account various parameters included in this policy document and recommended to the Board for approval. This shall be further subject to the approval of the members at the next General Meeting of the Company in consonance with the provisions of the Act and the rules made thereunder;
 - 3.4 For KMP and Senior Management Personnel, remuneration shall be based on the KRAs identified and the achievement thereof. The increments shall usually be linked to their performance as well as performance of the Company:

FAMILIARISATION PROGRAMME

The Company has put in place a mechanism to familiarize its Independent Directors about the Company, its products, the industry and business structure of the Company and its subsidiaries. The Company also undertakes various initiatives

Report on Corporate Governance (Contd.)

to update the Independent Directors about the ongoing events and developments relating to the Company, significant changes in regulatory environment. To familiarize the new Directors with the business and operations of the Company an Induction kit is shared with them which, inter-alia, includes Mission, Vision and Values, Group Business Structure, Brief profile of the Board of Directors, Composition of Committees of the Board, Brief profile of Senior Managerial Personnel, Investor Presentation, Latest Annual Report and Policies and Remuneration payable to Directors. Furthermore the role, rights, responsibilities, duties and liabilities of the Independent Directors are embodied in detail in their Appointment Letter.

The Managing Director also has a one-to-one discussion with the newly appointed Director. The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfill his / her role as a Director of the Company.

During FY 2016-17, the Independent Directors were updated from time to time on continuous basis on the significant changes in the regulations applicable to the Company. The details of such Familiarisation Programmes for Directors may be referred to, at the website of the Company at its weblink i.e. <http://www.bmwil.co.in/img/pdfupload/conduct-1121405e89de53758f12245ef7863cdbacf404.pdf>

PERFORMANCE EVALUATION

Pursuant to the provisions of the Act and Regulation 17(10) of Listing Regulations, the Company has adopted the Policy on Board Diversity with the comprehensive procedure on performance evaluation. The Board has carried out the annual performance evaluation of its own performance, of individual Directors and that of its Committee. Also, the Nomination and Remuneration Committee has carried out evaluation of every director's performance. The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the director being evaluated.

The detailed process of Performance Evaluation is given in the Board's Report.

SUBSIDIARY COMPANIES

All subsidiary companies are Board managed with their Board's having the rights and obligations to manage such companies in the best interest of the stakeholders. The Company does not have any material subsidiary whose net worth exceeds 20% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20% of the consolidated income of the Company during the previous financial year. As a good corporate governance, the Company has formulated and adopted a policy for determining material subsidiaries.

The Policy for determining Material Subsidiaries as approved by the Board may be referred to, at the website of the Company at its weblink i.e. <http://www.bmwil.co.in/img/pdfupload/conduct-4119894c7eaf1edb1466c58eb12e8c6955ed1c.pdf>

VIGIL MECHANISM / WHISTLE BLOWER

The Company has in place Board approved Policy on Vigil Mechanism / Whistle Blower. The Policy was framed with an objective to deal with issues pertaining to integrity, encouraging the employees and Directors of the Company to raise any concern about Company's operations and working environment, including possible breaches of Company's policies and standards, without fear of adverse managerial action being taken against such employees.

It provides a channel to the employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of any code of conduct or policy in force. Instances of such suspected or confirmed incident of fraud / misconduct may be reported on the designated email ids given in the said Policy.

The mechanism also provides for adequate safeguard against victimisation of employees to avail of the mechanism and in exceptional cases direct access to the Chairman of the Audit Committee to report instances of fraud / misconduct. During the year under review, no employee was denied access to the Audit Committee. The said Policy may be referred to, at the website of the Company at its weblink i.e. <http://www.bmwil.co.in/img/pdfupload/conduct-726504c7eaf1edb1466c58eb12e8c6955ed1c.pdf>

OTHER DISCLOSURES

- The transactions entered into with Related Parties during the financial year 2016-2017 were on arm's length basis and in the ordinary course of business pursuant to the provisions of Section 188 read with the Companies (Meetings

Report on Corporate Governance (Contd.)

of Board and its Powers) Rules, 2014. Further there are no materially significant related party transactions during the financial year 2016-17 which may have a potential conflict with the interest of the Company at large. All related party transactions are placed before the Audit Committee and also to the Board for approval. There are no materially significant related party transactions i.e. transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the company's interest at large.

The Policy on Related Party Transactions as approved by the Board has been uploaded on the Company's website. The said Policy may be referred to, at the website of the Company at its weblink i.e. <http://www.bmwil.co.in/img/pdfupload/conduct-10029650a3ff8c8cada143431acb4821cc54c7.pdf>

- While preparing Financial Statements for the FY under review, no accounting treatment which was different from that prescribed in the Accounting Standard has been followed.
- The Company has complied with all the requirements of regulatory authorities. There were no non-compliances by the Company and no instances of penalties and structures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority during the last three years.

MEANS OF COMMUNICATION WITH SHAREHOLDERS

The board believes that effective communication of information is an essential component of corporate governance.

Quarterly results

The quarterly / half-yearly / un-audited / audited financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board of Directors. These results are simultaneously posted on the website of the Company at www.bmwil.co.in pursuant to Regulation 46 of Listing Regulations.

The results of the Company were published in the following dailies:

1. One English newspaper
2. One Bengali Newspaper (Vernacular language)

Website

The Company's web address is www.bmwil.co.in. The website contains a complete overview of the Company. The Company's Annual Report, financial results, details of its business, shareholding pattern, compliance with Corporate Governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, Code of Conduct, etc. are uploaded on the website.

Presentations to institutional investors / analysts

The Company has not made any presentation to the institutional investors / analysts during the year.

Calcutta Stock Exchange

All periodical compliance filings like shareholding pattern, corporate governance report, etc. are filed physically on Calcutta Stock Exchange.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) read with Para B of Schedule V of the Listing Regulations forms part of this Annual Report.

Report on Corporate Governance (Contd.)

GENERAL BODY MEETINGS

a. Location and time of the last three Annual General Meetings:

FY	Venue	Date	Time	Particulars of Resolution	Number of Special Resolution Passed
2013-14	119, Park Street, White House, Kolkata – 700 016	25.09.2014	03:00 P.M.	-	No Special Resolution was passed in the meeting.
2014-15	119, Park Street, White House, Kolkata – 700 016	29.09.2015	11:00 A.M.	-	No Special Resolution was passed in the meeting.
2015-16	119, Park Street, White House, Kolkata – 700 016	29.09.2016	11:00 A.M.	Borrowing any sum / sums of money not exceeding Rs 700 crores pursuant to Sections 180 (1) (c) of the Companies Act, 2013.	1 Special Resolution

None of the businesses proposed to be transacted at the ensuing AGM require passing a special resolution through Postal Ballot.

b. Location and time of the Extra Ordinary General Meeting:

FY	Venue	Date	Time	Particulars of Resolution	Number of Special Resolution Passed
2016-17	119, Park Street, White House, Kolkata – 700 016	07.03.2017	11:00 A.M.	Sub division of each equity shares of Rs. 10 /- into 10 equity shares of Re 1/- each	1 Special Resolution

c. Postal Ballot

The Company did not conduct any business through Postal Ballot during the Financial Year 2016-17 under review.

GENERAL SHAREHOLDERS' INFORMATION

a. Listing of Shares

The Equity Shares of the Company are listed on:

Name of the Stock Exchange	Stock code
The Calcutta Stock Exchange Association Ltd. (CSE) 7, Lyons Range, Kolkata – 700 001.	12141 – CSE

b. Market Price Data

The shares of the Company were not traded at the Stock Exchange during the Financial Year 2016-17.

c. Company's registered office	: 119, Park Street, White House, 3 rd Floor, Kolkata – 700 016
d. Address for correspondence of Shares and related matters	: Ms. Sweta Prasad Company Secretary 119, Park Street, White House, 3 rd Floor, Kolkata – 700 016 Tel No. +91 33 4007 1704 Email Id: swetaprasad@bmwil.co.in

Report on Corporate Governance (Contd.)

e. Registrar and Share Transfer Agent (Physical and Demat mode)	:	ABS Consultant Private Limited Stephen House, Room No. 99 6 th Floor, 4, B. B. D. Bagh, Kolkata – 700 001 Tel No. +91 33 2243 0153, +91 33 2220 1043 Email Id: absconsultant@vsnl.net
f. AGM details		
Date	:	} As per the Notice calling the Annual General Meeting
Venue	:	
Time	:	
g. Financial Year	:	1 st April, 2016 to 31 st March, 2017
h. Book Closure Date	:	As per Notice of AGM
i. Financial calendar (tentative)		
Financial reporting for the quarter ending		
1st quarter ending 30 th June, 2017	:	Second week of September, 2017
2nd quarter ending 30 th September, 2017	:	Second week of December, 2017
3rd quarter ending 31 st December, 2017	:	Second week of February, 2018
4th quarter ending 31 st March, 2018	:	Last week of May, 2018
Annual General Meeting for the year ending 31 st March, 2018	:	Last week of August 2018
j. Dividend payment	:	N.A.
k. Contact person for clarification on Financial Statements	:	Mr. Abhishek Agarwal Chief Financial Officer 119, Park Street, White House, 3 rd Floor, Kolkata – 700 016 Tel No. +91 33 4007 1704 Email Id: abhishekarwal@bmwil.co.in
l. Transfer of shares	:	During the year, the Company did not transfer any of its shares.
m. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity	:	The Company has not issued any GDRs / ADRs / warrants or any convertible instruments, which is likely to have impact on the Company's equity.
n. E-mail ID of the Grievance Redressal Division / Compliance Officer exclusively for the purpose of registering complaints by investors	:	swetaprasad@bmwil.co.in
o. Plant Location	:	<ul style="list-style-type: none"> i. Ramdas Oil Mill Compound, Manifit, P.O: Telco, Jamshedpur, Jharkhand. ii. Junglepur, PO: Andul Mouri, NH – 6, Howrah, West Bengal. iii. G. T. Road (N), Ghusuri, Howrah, West Bengal. iv. B-I, Phase-II, Adityapur Industrial Area, Jamshedpur, Jharkhand. v. M-1, Large Sector, Gamharia, Dist – Seraikella - Kharswar, Jamshedpur, Jharkhand.
p. Payment of Listing Fees	:	Annual listing fee for FY 2017-18 has been paid by the Company to CSE.
q. Payment of Annual Custody Fees	:	Annual Custodian fee for FY 2017-18 has been paid by the Company to NSDL and CDSL.
r. ISIN	:	INE374E01013

Report on Corporate Governance (Contd.)

s. Dematerialisation of Shares

Trading in Equity Shares of the Company is permitted in Demat Form. However, no trading in shares has been done during the financial year.

Details of Shares held in Dematerialised and Physical Form as on 31st March, 2017

Category	No of Shares	% of Shares (without considering the pending Shares)
Shares held in Dematerialised Form – NSDL	11,62,66,000	51.65
Shares held in Dematerialised Form – CDSL	7,78,46,880	34.58
Shares held in Physical Form	1,17,39,000	5.22
Corporate Action for Allotment for Shares on 24.02.2015 pending with Depositories	1,92,34,580	8.55
Total no of Shares	22,50,86,460	100.00

t. Distribution of Equity Shareholding as on 31st March, 2017

Particulars	Number of Shareholders	Number of Shares held	Percentage of Shareholding (%)
Up to 500	2	2,000	0.00
501 – 1,000	-	-	-
1,001 – 5,000	-	-	-
5,001 – 10,000	-	-	-
10,001 – 50,000	-	-	-
50,001 – 1,00,000	1	5,93,750	0.26
1,00,001 – and above	32	22,44,90,710	99.74
Total	35	22,50,86,460	100.00

Pattern of Shareholding as on 31st March, 2017

Category	Number of Shares	Percentage of Shareholding (%)
Promoter's Holding		
- Individuals / HUF	8,30,12,080	36.88
- Bodies Corporate	6,38,49,250	28.37
Non Promoter's Holding	7,82,25,130	34.75
Total	22,50,86,460	100.00

ADOPTION OF MANDATORY AND NON- MANDATORY REQUIREMENTS OF REGULATION 27(1) OF LISTING REGULATIONS

The Company has complied with all mandatory requirements of Regulation 27 of Listing Regulations. The Company has adopted four out of five non-mandatory requirements of Regulation 27(1) of Listing Regulations. The details of non-mandatory requirements are as follows:

A. The Board

The Chairman of the Company is an Executive Chairman, thus this provision is not applicable.

B. Shareholder Rights

Since the quarterly, half yearly and annual financial results of the Company are published in newspapers on an all India basis and are also posted on the Company's website, these are not sent individually to the shareholders of the Company. Further, significant events are informed to the Stock Exchanges from time to time and then the same is also posted on the website of the Company. The complete Annual Report is sent to every Shareholder of the Company.

C. Modified opinion(s) in Audit Report

It is always the Company's endeavour to present unmodified Financial Statements. There is no audit qualification in the Company's Financial Statements for the financial year ended 31st March, 2017.

Report on Corporate Governance (Contd.)

D. Separate posts of Chairman and Chief Executive Officer

Mr. Ram Gopal Bansal is the Chairman and Mr. Harsh Kumar Bansal and Mr. Vivek Kumar Bansal are the Managing Directors of the Company.

E. Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee.

DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN CHAPTER IV OF LISTING REGULATIONS

The Company has complied with the applicable requirements specified in Chapter IV of Listing Regulations.

For and On Behalf of the Board of Directors

Place: Kolkata
Date: 27th April, 2017

Ram Gopal Bansal
Chairman
DIN: 00144159

Vivek Kumar Bansal
Managing Director
DIN: 00137120

CODE OF CONDUCT

27th April, 2017

The Board of Directors
BMW Industries Limited
119, Park Street,
White House, 3rd Floor,
Kolkata – 700 016

Dear Sirs,

I, Vivek Kumar Bansal, Managing Director of BMW Industries Limited hereby confirm that all Board Members and Senior Management Team have affirmed compliance with the "Code of Conduct for Directors and Senior Executives of the Company" for the year ended 31st March, 2017.

Thanking you,

Yours sincerely,

For **BMW Industries Limited**

Vivek Kumar Bansal
Managing Director
DIN: 00137120

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**To the Members of
BMW Industries Limited**

We have examined the compliance of conditions of corporate governance by **BMW Industries Limited** ('the Company') for the year ended 31st March, 2017, as stipulated in Regulations 17 - 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the period 1st April, 2016 to 31st March, 2017.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable.

We 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.

Place: Kolkata
Date: 27th April, 2017

Sachin Kumar
Practicing Company Secretary
C.P. No: 14154

CERTIFICATION IN TERMS OF REGULATION 17 (8) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Board of Directors
BMW Industries Limited
119, Park Street,
White House, 3rd Floor,
Kolkata – 700 016

We, the undersigned in our respective capacities as Managing Director and Chief Financial Officer of BMW Industries Limited, certify to the Board in terms of Regulation 17 (8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that we have reviewed the Financial Statements and the Cash Flow Statements of the Company for the year ended 31st March, 2017

1. To the best of our knowledge and belief, we certify that:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that are 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.
 - iii. There are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
2. For the purpose of Financial Reporting, we accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the 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 internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
3. We have indicated to the Auditors and the Audit Committee:
 - a. Significant changes, if any, in the Internal Control over financial reporting during the year.
 - b. Significant changes, if any, in the accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
 - c. Instances of significant fraud, if any, of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company's Internal Control System over financial reporting.

For BMW Industries Limited

Place: Kolkata
Date: 27th April, 2017

Vivek Kumar Bansal
Managing Director
DIN : 00137120

Abhishek Agarwal
Chief Financial Officer

Form AOC-1

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

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A Subsidiaries

1	Sl. No.	1	2	3	4	5	6	7	8	9	10
2	Name of the subsidiary	SAIL Bansal Service Centre Limited	Confident Financial Consultancy Pvt. Ltd.	Nageshwar Trade-Link Pvt. Ltd.	Perfect Investment Consultancy Pvt. Ltd.	Shri Hari Vincom Pvt. Ltd.	Siddhi Vinayak Commosales Pvt. Ltd.	Sidhant Investment Advisory Pvt. Ltd.	Fairplan Vintrade Pvt. Ltd.	Narayan Dealcom Pvt. Ltd.	Bansal Nepal Pvt. Ltd.
3	Financial period ended	31.03.2017	31.03.2017	31.03.2017	31.03.2017	31.03.2017	31.03.2017	31.03.2017	31.03.2017	31.03.2017	16.07.2016
4	Exchange rate	INR	INR	INR	INR	INR	INR	INR	INR	INR	1 NPR = 0.625662 INR
5	Share capital	8,00,00,000	29,30,000	37,00,000	30,40,000	32,90,000	29,50,000	49,80,000	39,40,000	42,20,000	5,08,69,300
6	Reserves and surplus	-6,66,25,748	13,86,10,525	17,62,99,966	14,39,51,819	15,62,12,935	13,95,54,105	23,89,96,503	18,80,60,629	20,17,72,952	-6,56,67,392
7	Total assets	6,52,63,072	14,15,65,105	18,00,13,966	15,04,73,193	15,95,05,935	14,74,55,305	25,10,19,503	19,20,08,629	20,59,95,952	4,75,08,781
8	Total Liabilities	6,52,63,072	14,15,65,105	18,00,13,966	15,04,73,193	15,95,05,935	14,74,55,305	25,10,19,503	19,20,08,629	20,59,95,952	4,75,08,781
9	Investments	-	13,54,42,120	18,00,00,000	9,79,57,500	2,22,50,000	2,70,45,000	14,16,14,000	10,35,00,000	14,46,50,000	-
10	Turnover	3,00,67,573	-	380	-	300	317	-	273	360	-
11	Profit before taxation	-47,91,770	-19,645	-18,065	-64,438	-18,460	-18,328	-1,78,351	-15,557	-17,740	-6,80,031
12	Provision for taxation	-19,69,627	-	-	-	-	-	-	-	-	1,100
13	Profit after taxation	-28,22,143	-19,645	-18,065	-64,438	-18,460	-18,328	-1,78,351	-15,557	-17,740	-6,81,131
14	Proposed Dividend	-	-	-	-	-	-	-	-	-	-
15	Percentage of shareholding	60.00	98.33	98.64	98.39	98.51	98.34	99.02	98.76	98.84	100.00

Part B Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

	Name of Associates or Joint Ventures	Nil
1	Latest audited Balance Sheet Date	N.A.
2	Date on which the Associate or Joint Venture was associated or acquired	N.A.
3	Shares of Associate or Joint Ventures held by the company on the year end	
	No.	N.A.
	Amount of Investment in Associates or Joint Venture	N.A.
	Extent of Holding (in percentage)	N.A.
4	Description of how there is significant influence	N.A.
5	Reason why the associate / joint venture is not consolidated	N.A.
6	Net worth attributable to shareholding as per latest audited Balance Sheet	N.A.
7	Profit or Loss for the year	
i	Considered in Consolidation	N.A.
ii	Not Considered in Consolidation	N.A.

For and on behalf of the Board of Directors

Ram Gopal Bansal
Chairman
DIN: 00144159

Vivek Kumar Bansal
Managing Director
DIN: 00137120

Kolkata
Dated : 24th August, 2017

Abhishek Agarwal
Chief Financial Officer

Sweta Prasad
Company Secretary

Independent Auditors' Report

To
The Members of
BMW Industries Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **BMW Industries Limited**, ("the Company"), which comprise the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss, the Cash flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the order under Section 143(11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give 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 accounting policies used and the reasonableness of the accounting estimates made by the Company's Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

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 the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2017 and its profits and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. 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 Act, we give in the "Annexure A" statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.

Independent Auditors' Report (Contd.)

2. As required by section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet and the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of these standalone financial statements.
 - 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 of the Company as on March 31, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2017, from being appointed as a director in terms of sub-section (2) of section 164 of the Act.
 - f) With respect to the adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure-B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the 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:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - refer note 31 to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts as at 31st March, 2017 for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company did not have any holdings or dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 – Refer note 41 to the standalone financial statements.

For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Regn. No. 313105E

(CA.D.N.AGRAWAL)

Partner

Memb. No. 051157

Place: Kolkata

Date: the 27th day of April, 2017

Annexure A to the independent Auditors' Report

Referred to in paragraph 1 of our Report of even date on the standalone financial statements of BMW Industries Limited for the year ended 31st March 2017.

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

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) The Fixed assets of the Company were physically verified by the Management in accordance with a regular programme of verification in a phased manner over a period of three years which in our opinion is reasonable, having regard to the size of the company and the nature of its assets. Pursuant to the program certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us no material discrepancies were noticed on such verification.
 - (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company and as per the information and explanation given to us, the title deeds of immovable properties are held in the name of the company.
- (ii) As explained to us, the inventories were physically verified by the Management during the year and no material discrepancies were noticed on physical verification. According to information and explanation given to us physical verification of inventories except scraps has been conducted by the management during the year which in our opinion is reasonable and no material discrepancies were noticed on physical verification of inventories.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, clause (iii) (a) and (b) of the said order are not applicable.
- (iv) In our opinion and according to the information and explanation given to us, the Company has not given any Loans and Security as per provisions of section 185 and 186 of the Act. The company has investments in its subsidiary companies and has given corporate guarantee for loans taken by its subsidiary from banks. As per the information and explanation given to us and based on our examination of the relevant records, the company has complied with provisions of section 185 and 186 of the Act.
- (v) According to the information and explanation given to us the Company has not accepted any deposits from the public and hence the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable to the company.
- (vi) As explained to us, cost records in respect of steel product have been specified by the Central Government under sub section (1) of section 148 of Companies Act, 2013. We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained by the company.
- (vii) a) According to the information and explanation given to us and based on our examination of the books and record of the Company, the Company has generally been regular in depositing, undisputed statutory dues including Provident Fund, Employee State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Cess, Duty of Custom, Duty of Excise and other statutory dues, to the extent applicable with the appropriate authorities though there has been slight delays in few cases.

According to the information and explanations given to us, there were no undisputed amount payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, duty of Customs, duties of Excise, Cess and other statutory dues in arrears as at March 31, 2017 for a period of more than six months from the date they become payable.

Annexure A to the independent Auditors' Report (Contd.)

- b) Details of dues of income tax which have not been deposited as on 31st March 2017 on account of disputes are given below:

Name of the statute	Nature of dues	Amount (Rs.)	Financial year to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax Demands	1,63,54,600/-	2012 – 13	Commissioner of income tax (Appeals)

- (viii) In our opinion and according to information and explanations given to us and on the basis of records examined by us, the Company has not defaulted in repayment of loans or borrowings from financial institutions and Banks. The Company does not have any loans or borrowings from government and has not issued any debentures.
- (ix) According to information and explanations given to us the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or term loans during the year and hence reporting under clause 3 (ix) of the Order is not applicable to the company.
- (x) To the best of our knowledge and belief and according to the information and explanation given to us, we have neither come across instance of fraud by the company or fraud on the company by its officers and employees, noticed or reported during the year, nor have we been informed of such by the management.
- (xi) In our opinion and according to the information and explanation given to us, the company has paid /provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with schedule V to the Act.
- (xii) The Company is not a Nidhi Company and hence this clause is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations the company is in compliance with Section 177 and 188 of the Act, where applicable, in relation to all transactions entered into with the related parties and the details of related party transaction have been disclosed, as required by the applicable accounting standards, in the standalone financial statements.
- (xiv) According to the information & explanation given to us, the Company has not made any preferential allotment or private placement of shares nor fully or partly convertible debentures during the year under review and hence reporting under clause 3(xiv) of the Order is not applicable to the company.
- (xv) In our opinion and according to the information and explanation given to us, the Company has not entered into any non cash transactions with directors or persons connected with him.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Regn. No. 313105E
(CA.D.N.AGRAWAL)
Partner
Memb. No. 051157

Place: Kolkata
Date: the 27th day of April, 2017

Annexure B to the independent Auditors' Report

Referred to in paragraph 2(f) of our Report of even date on the standalone financial statements of the BMW Industries Limited for the year ended 31st March 2017.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **BMW Industries Limited** ("the Company"), as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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 the 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") 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.

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.

Annexure B to the independent Auditors' Report *(Contd.)*

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 Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were commensurate with the nature of the business of the Company and operating effectively as at March 31, 2017, 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 **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Regn. No. 313105E

(CA.D.N.AGRAWAL)
Partner

Memb. No. 051157

Place: Kolkata

Date: the 27th day of April, 2017

Balance Sheet as at March 31, 2017

(Amount in ₹)

	Notes	As at March 31, 2017	As at March 31, 2016
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	3	22,50,86,460	22,50,86,460
Reserves and surplus	4	4,40,86,28,333	4,04,25,57,113
		4,63,37,14,793	4,26,76,43,573
Non-Current Liabilities			
Long term borrowings	5	2,31,81,36,665	2,80,71,70,481
Deferred tax liabilities (Net)	6	35,36,17,280	31,60,91,126
Long term provisions	7	2,30,91,757	1,71,44,358
		2,69,48,45,702	3,14,04,05,965
Current Liabilities			
Short term borrowings	8	2,26,43,00,103	2,36,54,65,494
Trade payables	9	28,43,89,979	31,72,27,202
Other current liabilities	10	64,68,46,523	60,38,58,105
Short term provisions	11	22,60,065	25,32,663
		3,19,77,96,670	3,28,90,83,464
Total		10,52,63,57,165	10,69,71,33,002
ASSETS			
Non Current Assets			
Fixed Assets			
- Tangible Assets	12	5,49,08,25,307	5,55,08,54,835
- Intangible Assets		12,92,486	19,38,729
- Capital Work-in-Progress		35,20,55,151	24,19,48,927
Non-Current Investments	13	9,83,62,262	9,83,62,262
Long Term Loans and Advances	14	17,31,90,398	17,23,68,057
		6,11,57,25,604	6,06,54,72,810
Current Assets			
Inventories	15	1,79,24,57,602	1,79,31,30,669
Trade Receivables	16	1,81,28,65,064	1,77,89,85,178
Cash and cash equivalents	17	8,19,62,382	7,04,32,960
Short term loans and advances	18	72,20,43,945	98,71,04,956
Other current assets	19	13,02,568	20,06,429
		4,41,06,31,561	4,63,16,60,192
Total		10,52,63,57,165	10,69,71,33,002

Significant Accounting Policies

2

The accompanying notes are an integral part of the Financial Statements.

As per our Report of even date.

For and on behalf of the Board of Directors

For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Regn. No. 313105E

Ram Gopal Bansal
Chairman
DIN: 00144159

Vivek Bansal
Managing Director
DIN: 00137120

(CA. D.N. Agrawal)
Partner
Membership No. 051157
Place : Kolkata
Dated : The 27th day of April, 2017

Abhishek Agarwal
Chief Financial Officer

Sweta Prasad
Company Secretary

Statement of Profit and Loss for the year ended March 31, 2017

(Amount in ₹)

	Notes	Year ended March 31, 2017	Year ended March 31, 2016
Income			
Revenue from operations	20	7,77,08,53,711	6,94,59,96,993
Less: Excise duty		26,58,22,411	22,81,09,501
Net revenue from operations		7,50,50,31,300	6,71,78,87,492
Other income	21	1,76,44,533	1,88,15,839
Total Revenue		7,52,26,75,833	6,73,67,03,331
Expenses			
Cost of raw materials & components consumed	22	4,64,62,15,119	4,03,29,45,268
Purchases of stock - in - trade		25,32,45,321	31,22,45,692
Changes in inventories of finished goods, Work in progress and saleable scrap	23	(1,48,21,614)	(4,63,74,605)
Employee benefits expenses	24	18,71,98,192	17,13,13,462
Finance costs	25	38,27,88,988	43,97,46,292
Depreciation and amortisation	12	43,20,20,220	31,80,40,531
Other expenses	26	1,21,16,50,263	1,10,67,74,414
Total Expenses		7,09,82,96,489	6,33,46,91,054
Profit before Tax		42,43,79,344	40,20,12,276
Tax Expense			
Current tax		9,05,69,342	8,57,95,852
MAT credit		(6,04,96,532)	(8,57,95,852)
Earlier year tax		(2,90,840)	30,37,268
Deferred tax		3,75,26,154	5,48,14,104
Total tax expense		6,73,08,124	5,78,51,371
Profit for the year		35,70,71,220	34,41,60,905
Earnings per Equity Share (in ₹)	27	1.59	15.29
[Nominal value of ₹ 1/- each] (Previous year Rs. 10 each)			
Basic & Diluted			

Significant Accounting Policies

2

The accompanying notes are an integral part of the Financial Statements.

As per our Report of even date.

For and on behalf of the Board of Directors

For **DEOKI BIJAY & CO.**

Chartered Accountants

Firm Regn. No. 313105E

(CA. D.N. Agrawal)

Partner

Membership No. 051157

Place : Kolkata

Dated : The 27th day of April, 2017

Ram Gopal Bansal

Chairman

DIN: 00144159

Abhishek Agarwal

Chief Financial Officer

Vivek Bansal

Managing Director

DIN: 00137120

Sweta Prasad

Company Secretary

Cash Flow Statement for the year ended March 31, 2017

(Amount in ₹)

	31st March, 2017		31st March, 2016	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax & Extraordinary Items		42,43,79,344		40,20,12,276
Adjustments for –				
Depreciation	43,20,20,220		31,80,40,531	
Interest Paid	38,27,88,988		43,97,46,292	
Interest Received	(61,14,616)		(41,17,761)	
Miscellaneous Income (Profit on sale of asset)	(77,90,200)			
Provision For Gratuity	59,47,399	80,68,51,791	42,98,685	75,79,67,747
Operating Expenses Before Working Capital Changes		1,23,12,31,135		1,15,99,80,023
Adjustments For				
Trade & other receivables	(3,38,79,886)		(5,76,56,230)	
Inventories	6,73,067		(12,35,50,200)	
Trade Payable	(3,28,37,223)		1,63,81,927	
Other Current Liabilities	3,32,06,448		(5,70,87,092)	
Short Term Provision	(2,72,598)		(1,16,57,217)	
Long Term Advances	(8,22,341)		94,51,876	
Short Term Advances	26,50,61,012		10,80,11,809	
Other Current Assets	7,03,861	23,18,32,339	(12,90,743)	(11,73,95,871)
Cash Generated from Operations		1,46,30,63,474		1,04,25,84,152
Direct Taxes Paid		(2,00,00,000)		(2,34,87,268)
Net Cash Flow From Operating Activities		1,44,30,63,474		1,01,90,96,884
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(37,46,54,251)		(40,10,04,966)	
Sale of Fixed Assets	1,11,00,000			
Expenses in Upcoming Project	(11,01,06,224)		9,42,49,853	
Interest Received	61,14,616	(46,75,45,859)	41,17,761	(30,26,37,352)
Net Cash Flow From Investing Activities		(46,75,45,859)		(30,26,37,352)

Cash Flow Statement for the year ended March 31, 2017 (Contd.)

	31st March, 2017		31st March, 2016	
C. CASH FLOW FROM FINANCING ACTIVITIES				
Interest Paid	(38,27,88,988)		(43,97,46,292)	
Proceeds From Government Subsidy	90,00,000		-	
Proceeds From Bank Borrowing	-		15,00,00,000	
Foreign Exchange Fluctuation	(91,696)		5,32,87,036	
Repayment Of Bank Borrowing	(51,26,27,858)		(44,73,87,877)	
Proceeds From Long Term Unsecured Loan	2,36,85,741		(9,73,238)	
Short Term Borrowings	(10,11,65,391)		(3,60,24,217)	
Net Cash Flow From Financing Activities		(96,39,88,193)		(72,08,44,588)
Net Increase In Cash & Cash Equivalents (A+B+C)		1,15,29,422		(43,85,056)
Cash & Cash Equivalents (Opening Balance)		7,04,32,960		7,48,18,016
Cash & Cash Equivalents (Closing Balance)		8,19,62,382		7,04,32,960

- Note:**
1. Cash & Cash Equivalents includes Rs. 6,74,32,361 (Previous Year Rs. 5,89,92,337) kept as margin money with banks.
 2. The Cash Flow Statement has been prepared under the indirect method as set out in Accounting standard (AS) 3 "Cash Flow Statement" as specified in the Companies (Accounting Standard) Rules 2006.

As per our Report of even date.

For **DEOKI BIJAY & CO.**

Chartered Accountants

Firm Regn. No. 313105E

(CA. D.N. Agrawal)

Partner

Membership No. 051157

Place : Kolkata

Dated : The 27th day of April, 2017

For and on behalf of the Board of Directors

Ram Gopal Bansal

Chairman

DIN: 00144159

Vivek Bansal

Managing Director

DIN: 00137120

Abhishek Agarwal

Chief Financial Officer

Sweta Prasad

Company Secretary

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017

Note: 1

Corporate Information

BMW Industries Limited (the 'Company'), was incorporated at Kolkata, State of West Bengal. The Company is primarily into manufacturing of engineering goods and processing of Steel.

Note: 2

Summary of Significant Accounting Policies

a) Basis of Accounting and preparation of Financial Statements

The financial statements of the Company are prepared under historical cost convention on an accrual basis of accounting in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014.

The accounting policies adopted in the preparation of financial statements are consistent with those used in the previous year.

b) Depreciation on Fixed Assets

Depreciation on Tangible Assets has been provided as per Schedule II to the Companies Act 2013 and depreciation is charged based on useful life of the assets as prescribed in schedule II to the Companies Act, 2013. Intangible assets are amortized over their respective individual estimated useful lives on straight line basis.

Leasehold land is being amortized over the period of leaseor balance life of the project, whichever is earlier.

c) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles (Indian GAAP) requires management to make judgments, estimates and assumptions that affect the reported amount of assets and liabilities and disclosures of contingent liabilities on the Balance Sheet date of financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognized as and when, the results are known / materialized.

d) Revenue Recognition

- i. Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and it can be reliably measured. Revenue to the extent considered receivable unless specifically stated to be otherwise, are accounted for on mercantile basis.
- ii. Revenue from Operations include sale of goods, services and excise duty but excludes Value Added Tax (VAT)/ sales tax, service tax.
- iii. Revenue in respect of claims of insurance, exports incentives etc. are recognized only when there is reasonable certainty as to the ultimate collection.
- iv. In respect of construction contracts revenue is recognized on percentage completion basis when completion level is minimum 10%. Completion level is the percentage of revenue earned to total contract value net of discount. Warranty cost, penalties or possible losses that are dependent upon future events are recognized as and when these are ascertained/ascertainable.
- v. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- vi. Dividend income is recognized when right to receive dividend is established.

e) Fixed Assets

(i) Tangible Assets

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The Cost of Tangible assets comprises its purchase price, borrowing cost, and any other cost directly attributable to bringing the asset to its

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017 (Contd.)

working condition for its intended use , net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent expenditures related to an item of Tangible Asset are added to its book value only if they increase the future benefits from the existing assets beyond its Previously assessed standard of performance.

Projects under which assets are not ready for their intended use are disclosed under Capital Work in Progress.

(ii) Intangible Assets

Intangible Assets are stated at cost net of recoverable taxes less accumulated Amortization/ depletion and impairment loss, if any. The Cost comprises its purchase price borrowing cost, and any other cost directly attributable to bringing the asset to its working condition for its intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

f) Impairment

Fixed assets are reviewed at each balance sheet date for impairment. In case, events and circumstances indicate any impairment, recoverable amount of fixed assets is determined. An impairment loss is recognized, whenever the carrying amount of assets exceeds the recoverable amount. The recoverable amount is greater of assets net selling price or its value in use. In assessing the value in use, the estimated future cash flows from the use of the assets are discounted to their present value at appropriate rates. An impairment loss is reversed if there has been change in the recoverable amount and as such, loss no longer exists or has decreased. Impairment loss/reversal thereof is adjusted to the carrying value of the respective assets.

g) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Non-current investments are carried at cost. However, provision for diminution in value of non current investment is made only if such decline other than temporary.

h) Inventories

Inventories are valued at lower of cost or net realisable value.

- i) Cost of raw materials includes the purchase price as well as incidental expenses such as conversion cost, other cost including manufacturing overhead incurred in bringing them to their respective present location and situation. The cost in respect of raw materials is determined on First in First out basis(FIFO).
- ii) Finished goods are valued at lower of weighted average cost and on net realizable value.
- iii) Excise Duty is accounted for at the point of manufacture of goods and accordingly, is considered for valuation of finished goods stock lying at the manufacturing locations as on the balance sheet date. Cost of finished goods and work in progress represents materials, direct labour and appropriate portion of overhead expenses allocated against the same.
- iv) Scrap generated is valued at net realisable value.
- v) By-product generated during the process is valued at net realisable value and this is deducted from the cost of the main product. The allocation of cost of conversion is done on a rational and consistent basis to the by product. Thus the carrying amount of the main product is not materially different from its cost.
- vi) Cost in respect of stores and spares is determined on weighted average basis.
- vii) Work-in-progress is valued at weighted average cost, or on net realisable value whichever is lower.

i) Retirement and Other Employee Benefits

Gratuity is provided on the basis of actuarial valuation on projected unit credit method.

- a) Retirement benefits in the form of Provident Fund are charged to the statement of profit & loss of the year when an employee renders the related service.
- b) Actuarial gains / losses are immediately taken to the Statement of Profit and Loss and are not deferred.

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017 (Contd.)

j) Foreign Currency Transaction

Transactions in foreign currencies are accounted for at the exchange rate prevailing on the date of transaction. Foreign currency monetary assets and liabilities at the year end are translated using the closing exchange rates whereas non-monetary assets are translated at the rate on the date of transaction. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transactions during the year are recognized as income or expenses and are adjusted to the Statement of Profit and Loss.

k) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

l) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

m) Exchange differences

All other exchange differences are recognized as income or as expenses in the period in which they arise.

n) Government Grants

Government grants available to the enterprise are considered for inclusion in account where such benefit have been earned or it is reasonably certain that ultimate collection will be made. Grants from Government relating to fixed assets are shown as a deduction from the gross value of fixed assets and those of the nature of capital subsidy are credited to Capital Reserve. Other Government grants including incentives etc. are credited to the Statement of Profit and Loss or deducted from the related expenses.

o) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition / construction of a qualifying asset are capitalized as part of the cost of such asset till the time it is ready for intended use. Other borrowing costs are charged to Profit and Loss Statement in the Period in which they are incurred.

p) Taxation

Tax expenses consist of current and deferred tax. Current Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income-tax Act, 1961 after taking into consideration benefits admissible under the Income-tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Differences between taxable income and accounting income which do not reverse in the subsequent period have no impact in calculation of Deferred tax.

Deferred tax assets and liabilities arising on account of timing differences, which are capable of reversal in subsequent periods are recognised using tax rates and tax laws, which have been enacted or substantively enacted. Deferred Tax Assets are recognized only to the extent that there is a "reasonable certainty" that sufficient future taxable income will be available against which such deferred tax assets will be realized. In case of carry forward of unabsorbed depreciation and tax losses, deferred tax assets are recognized only if there is "virtual certainty" that such deferred tax assets can be realized against future taxable profits.

q) Earnings per Share

Basic Earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares such as bonus, convertible debentures, convertible preference shareholders, share warrants and others.

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017 (Contd.)

r) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Assets are neither recognized nor disclosed in the financial statements.

Contingent liabilities are not provided for and are disclosed by way of notes.

s) Cash and Cash equivalents

Cash and Cash equivalents as indicated in the Cash Flow Statement comprise of cash at bank and in hand, and deposits with maturity of three months or less.

t) Segment Reporting Policies

i) Business Segments :

The Company's business is of engineering products and processing of Steel. There is only one reportable business segment which is also the primary reportable segment.

ii) Geographical Segments :

Secondary reportable segments are based on geographical location of customers. The geographical segments have been disclosed based on revenues within India and outside India.

iii) Allocation of common costs :

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

iv) Segment Accounting Policies :

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at 31st March, 2017	As at 31st March, 2016
3. SHARE CAPITAL		
a) Authorised		
50,00,00,000 Equity shares of ₹ 1/- each (Previous year 5,00,00,000 Equity Shares of ₹ 10 each)	50,00,00,000	50,00,00,000
	50,00,00,000	50,00,00,000
b) Issued, Subscribed and paid-up		
22,50,86,460 Equity Shares of ₹ 1/-each (Previous year 2,25,08,646 Equity shares of Rs. 10/- each) fully paid up	22,50,86,460	22,50,86,460
	22,50,86,460	22,50,86,460

c) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amount in proportion to the number of equity shares held by the shareholders.

During the year the Company has sub-divided its shares and one share of ₹ 10/- each has been divided into 10 shares of ₹ 1/- each.*

d) Shares held by the holding company/the ultimate holding company and / or their subsidiaries / associates

The Company does not have any holding co.

e) Details of shareholders holding more than 5% shares in the Company

Equity shares of ₹ 1/- (previous year ₹ 10/-) each fully paid up*	March 31, 2017		March 31, 2016	
	No. of Shares	% holding	No. of Shares	% holding
Ram Gopal Bansal	3,57,50,000	15.88%	35,75,000	15.88%
Harsh Kumar Bansal	1,84,47,250	8.20%	18,44,725	8.20%
Vivek Kumar Bansal	1,40,22,080	6.23%	14,02,208	6.23%

f) Reconciliation of the number of shares and amount outstanding is set out below:-

	March 31, 2017		March 31, 2016	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year of ₹ 10/- each	2,25,08,646	22,50,86,460	2,25,08,646	22,50,86,460
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the close of the year (of ₹ 1/- each)*	22,50,86,460	22,50,86,460	2,25,08,646	22,50,86,460

*During the year the Company has sub divided its Equity Shares of ₹ 10 /- each into 10 Equity Shares of ₹ 1/- each and accordingly the number of shares has increased. However corporate action in this respect is pending.

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at 31st March, 2017	As at 31st March, 2016
4. RESERVES AND SURPLUS		
Capital Reserves		
Balance as per the last Balance Sheet	15,00,000	15,00,000
Add :Capital Investment Subsidy from State Government	90,00,000	-
	1,05,00,000	15,00,000
Securities Premium Reserve		
Balance as per the last Balance Sheet	1,66,82,96,900	1,66,82,96,900
Closing Balance	1,66,82,96,900	1,66,82,96,900
Revaluation Reserve		
Balance as per the last Balance Sheet	3,08,36,142	4,11,14,856
Less : Transferred to General Reserve	1,02,78,714	1,02,78,714
Closing balance	2,05,57,428	3,08,36,142
General Reserve		
Balance as per the last Balance Sheet	22,07,29,328	21,04,50,614
Add : Transferred from Revaluation Reserve	1,02,78,714	1,02,78,714
Closing Balance	23,10,08,042	22,07,29,328
Surplus in the Statement of Profit and Loss		
Balance as per the last Balance Sheet	2,12,11,94,743	1,77,70,33,839
Add:- Profit for the year	35,70,71,220	34,41,60,905
Net Surplus in the statement of Profit and Loss	2,47,82,65,963	2,12,11,94,743
Total	4,40,86,28,333	4,04,25,57,113

(Amount in ₹)

	Non-current portion		Current maturities	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
5. LONG TERM BORROWINGS				
Secured				
Term Loan from Banks	1,71,07,94,304	2,22,35,13,861	48,38,85,856	47,61,35,300
Current Maturities disclosed under Note 10				
	1,71,07,94,304	2,22,35,13,861	48,38,85,856	47,61,35,300
Unsecured				
From Body Corporates	60,73,42,361	58,36,56,620	-	-
	60,73,42,361	58,36,56,620	-	-
Total	2,31,81,36,665	2,80,71,70,481	48,38,85,856	47,61,35,300

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017 (Contd.)

Secured Loan	Non Current Portion		Current Portion	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
a) Term Loan Secured primarily by exclusive 1st charge on the fixed assets of the Structural/Wire Rod Rolling Mill at NH VI, Argori, Howrah, both present & future, by way of equitable mortgage of the immoveable assets and hypothecation of plant & machineries and other movable fixed assets of the Rolling Mill Unit at Howrah. Further secured by personal guarantee of two directors of the Company repayable in 24 quarterly installments Starting from 31.03.2011 and 30.06.2011 and carries interest rate:- B.R+2.25%	-	-	-	2,38,30,904
b) Term Loan Secured primarily by exclusive 1st charge on the fixed assets of the company's Unit at Adityapur, Gamharia, Jharkand (existing as well as that of the Proposed Project) both present & future, by way of equitable mortgage of the immoveable assets and hypothecation of plant & machineries and other movable fixed assets of the Steel Plant at Bokaro. Further secured by personal guarantee directors of the Company. repayable in 28 instalment Starting from 31.12.2013 and carries interest rate: Bank of Baroda-B.R+3% (for Rupee loan), LIBOR + 4.5% (for ECB) Note: Includes ECB loan of \$ 17250000.00 from Bank of Baroda to be repaid in 28 quarterly instalment starting from 31.08.2014	1,52,10,62,509	1,92,33,87,567	37,10,64,650	34,64,00,000
c) Term Loan Secured primarily by first charge over all fixed assets located at Manifit and Adityapur both present & future, by way of equitable mortgage of the immovable assets and hypothecation of plant and machineries of the Hazibagan unit. Further secured personal guarantee of the directors. Repayable in 8 installment starting from 31.03.2014 and carries interest rate LTLR - 5.00%	3,75,02,010	8,99,19,672	5,00,00,000	5,00,00,000

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017 (Contd.)

Secured Loan	Non Current Portion		Current Portion	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
d) Term Loan Secured primarily by first charge over all fixed assets located at GT Road both present & future, by way of equitable mortgage of the immovable assets and hypothecation of plant and machineries of the GT Road. Further secured personal guarantee of the directors. Repayable in 28 installment starting from 30.06.2015 and carries interest rate B.R. + 2.60%	6,32,10,603	9,23,00,063	2,90,90,910	2,90,90,910
e) Other finances from Banks (secured by hypothecation of vehicles & other machinery acquired)	8,90,19,182	11,79,06,559	3,37,30,296	2,68,13,486
Total	1,71,07,94,304	2,22,35,13,861	48,38,85,856	47,61,35,300
Unsecured Loan From Body Corporates The unsecured loans are not repayable in the next 12 months	60,73,42,361	58,36,56,620	-	-

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
6. DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liability (Net)	35,36,17,280	31,60,91,126
Total	35,36,17,280	31,60,91,126

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
7. LONG TERM PROVISIONS		
For Employee Benefits :		
Gratuity	2,30,91,757	1,71,44,358
Total	2,30,91,757	1,71,44,358

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
8. SHORT TERM BORROWINGS		
Secured		
Cash credits from banks	2,26,43,00,103	2,36,54,65,494
Total	2,26,43,00,103	2,36,54,65,494

Cash credits from banks are secured by hypothecation of current assets including inventories and book debts and collateral security of pari pasu charge over fixed assets of the company and guaranteed by directors. It is repayable within one year.

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
9. TRADE PAYABLES		
Creditors for goods & services (including acceptances)	28,43,89,979	31,72,27,202
Total	28,43,89,979	31,72,27,202

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
10. OTHER CURRENT LIABILITIES		
Current maturities of Term loan from Banks (Note 5)	48,38,85,856	47,61,35,300
Advance received from customers	6,56,40,541	5,02,41,638
Statutory Payables	8,43,868	5,37,690
Other Liabilities	9,64,76,258	7,69,43,477
Total	64,68,46,523	60,38,58,105

	As at March 31, 2017	As at March 31, 2016
11. SHORT TERM PROVISIONS		
Provision for Wealth Tax	-	4,16,840
Provision for Gratuity	22,60,065	21,15,823
Total	22,60,065	25,32,663

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017 (Contd.)

12. FIXED ASSETS		(Amount in ₹)							
Tangible Assets	Freehold Land & Building	Leasehold Land & Land Development	Buildings	Plant & Machinery	Furniture & Fixtures	Vehicles	Total	Intangible Assets (Computer Software)	
Gross Block as at 01.04.2016	8,54,15,943 (8,34,99,058)	5,38,66,849 (5,38,66,849)	82,62,57,165 (75,05,63,906)	5,89,03,01,016 (5,71,55,37,948)	4,05,81,961 (3,95,68,676)	22,92,00,809 (8,15,82,340)	7,12,56,23,743 (6,72,46,18,777)	55,34,716 (55,34,716)	
Additions during the year	26,15,274 (19,16,885)	2,22,42,728	39,31,781 (7,56,93,259)	33,61,86,785 (17,47,63,068)	1,58,051 (10,13,285)	95,19,631 (14,76,18,469)	37,46,54,251 (40,10,04,966)	-	
Deductions during the year	33,09,800	-	-	-	-	-	33,09,800	-	
Exchange fluctuations Capitalised during the year	-	-	-	-	-	-	-	-	
Gross Block as at 31.03.2017	8,47,21,417 (8,54,15,943)	7,61,09,577 (5,38,66,849)	83,01,88,946 (82,62,57,165)	6,22,64,87,801 (5,89,03,01,016)	4,07,40,012 (4,05,81,961)	23,87,20,440 (22,92,00,809)	7,49,69,68,194 (7,12,56,23,743)	55,34,716 (55,34,716)	
Accumulated Depreciation as at 01.04.2016	-	36,54,180 (24,36,120)	16,82,03,904 (14,00,84,680)	1,33,08,93,005 (1,06,46,64,277)	1,70,19,484 (1,28,62,515)	5,49,98,337 (3,73,27,029)	1,57,47,68,910 (1,25,73,74,621)	35,95,987 (29,49,744)	
Depreciation/Amortisation during the year	-	20,73,550 (12,18,060)	2,71,84,198 (2,81,19,224)	36,63,93,188 (26,62,28,728)	40,14,022 (41,56,969)	3,17,09,019 (1,76,71,308)	43,13,73,977 (31,73,94,288)	6,46,243 (6,46,243)	
Accumulated Depreciation as at 31.03.2017	-	57,27,730 (36,54,180)	19,53,88,102 (16,82,03,904)	1,69,72,86,193 (1,33,08,93,005)	2,10,33,506 (1,70,19,484)	8,67,07,356 (5,49,98,337)	2,00,61,42,887 (1,57,47,68,909)	42,42,230 (35,95,987)	
Net Block as at 31.03.2017	8,47,21,417 (8,54,15,943)	7,03,81,847 (5,02,12,669)	63,48,00,845 (65,80,53,261)	4,52,92,01,608 (4,55,94,08,011)	1,97,06,506 (2,35,62,477)	15,20,13,084 (17,42,02,472)	5,49,08,25,307 (5,55,08,54,835)	12,92,486 (19,38,729)	

Note :

(i) Figures in brackets relates to previous year.

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at March 31, 2017		As at March 31, 2016	
	No. of Shares	Amount	No. of Shares	Amount
13. NON-CURRENT INVESTMENTS				
Trade investments (valued at cost unless stated otherwise)				
In fully paid up equity shares				
Unquoted				
Subsidiary Companies				
Sail Bansal Service Centre Limited (Face Value Rs.10 each)	48,00,000	4,80,00,000	48,00,000	4,80,00,000
Bansal Nepal Private Limited (Face Value Rs.62.50 each)	5,08,693	3,17,93,313	5,08,693	3,17,93,313
Confident Financial Consultancy Pvt. Ltd. (Face Value Rs.10 each)	2,93,000	17,38,399	2,93,000	17,38,399
Perfect Investment Consultancy Pvt. Ltd. (Face Value Rs.10 each)	3,04,000	19,53,950	3,04,000	19,53,950
Sidhant Investment Advisory Pvt. Ltd. (Face Value Rs.10 each)	4,98,000	32,64,260	4,98,000	32,64,260
Sidhi Vinayak Comosales Pvt. Ltd. (Face Value Rs.10 each)	2,95,000	18,66,440	2,95,000	18,66,440
Shri Hari Vincom Pvt. Ltd. (Face Value Rs.10 each)	3,29,000	21,81,270	3,29,000	21,81,270
Narayan Dealcom Pvt. Ltd. (Face Value Rs.10 each)	4,22,000	26,79,240	4,22,000	26,79,240
Fairplan Vintrade Pvt. Ltd.(Face Value Rs.10 each)	3,94,000	25,38,950	3,94,000	25,38,950
Nageshwar Tradelink Pvt. Ltd.(Face Value Rs.10 each)	3,70,000	23,46,440	3,70,000	23,46,440
Total		9,83,62,262		9,83,62,262
Aggregate amount of quoted investments		-		-
Aggregate amount of unquoted investments		9,83,62,262		9,83,62,262

(Amount in ₹)

	As at March 31, 2017		As at March 31, 2016	
	14. LONG TERM LOANS AND ADVANCES			
Unsecured, considered good unless stated otherwise				
Security Deposits		1,77,22,212		1,74,05,702
Other advances		15,54,68,185		15,49,62,355
Total		17,31,90,397		17,23,68,057

(Amount in ₹)

	As at March 31, 2017		As at March 31, 2016	
	15. INVENTORIES			
(Valued at lower of cost and net realizable value)				
Raw materials & components		91,33,39,850		91,71,43,246
Finished goods		48,63,95,194		47,15,73,580
Conversion Work in Progress		28,72,35,701		29,64,32,134
Stores & spares		10,54,86,857		10,79,81,709
Total		1,79,24,57,602		1,79,31,30,669

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
16. TRADE RECEIVABLES		
Unsecured, considered good unless stated otherwise		
Outstanding for a period exceeding six months from the date they are due for payment	2,68,99,702	3,33,74,796
Others	1,78,59,65,363	1,74,56,10,382
Total	1,81,28,65,065	1,77,89,85,178

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
17. CASH AND BANK BALANCES		
Cash and cash equivalents		
Cash in hand	2,14,727	5,16,850
Balances with banks:		
in current accounts	1,43,15,294	90,23,773
Balance with FD A/c (maturity over one year)	-	19,00,000
Deposits with original maturity for more than 3 months but less than 12 months		
Margin money deposit	6,74,32,361	5,89,92,337
Total	8,19,62,382	7,04,32,960

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
18. SHORT TERM LOANS AND ADVANCES		
Unsecured, considered good unless stated otherwise		
Advance to related party	-	7,40,66,007
Security Deposits	33,92,630	51,70,353
Advance recoverable in cash or kind	17,87,55,896	54,64,74,004
Balance with statutory/ government authorities	52,29,62,861	34,56,50,094
Loans & Advances to employees	1,69,32,558	1,57,44,498
Total	72,20,43,945	98,71,04,956

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
19. OTHER CURRENT ASSETS		
Prepaid expenses	13,02,568	20,06,429

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
20. REVENUE FROM OPERATIONS		
Revenue from operations		
Sale of products	4,14,90,33,467	3,60,28,56,076
Sales of Services	3,62,18,20,244	3,34,31,40,917
	7,77,08,53,711	6,94,59,96,993
Less: Excise duty	26,58,22,411	22,81,09,501
Total	7,50,50,31,300	6,71,78,87,492
Details of products sold:-		
Engineering Products	4,14,90,33,467	3,60,28,56,076
Details of services rendered		
Engineering Services & transportation	3,62,18,20,244	3,34,31,40,917
Revenue from operation	7,77,08,53,711	6,94,59,96,993

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
21. OTHER INCOME		
Interest on deposits and others	61,14,616	41,17,761
Miscellaneous income	1,15,29,917	1,46,98,078
Total	1,76,44,533	1,88,15,839

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
22. COST OF RAW MATERIALS & COMPONENTS CONSUMED		
Cost of raw materials & component consumed	4,64,62,15,119	4,03,29,45,268
Details of raw materials & components consumed		
Indegenous		
Steel Products	2,71,65,74,750	2,36,07,27,322
Zinc	1,37,11,82,775	1,17,09,04,510
Others	55,84,57,594	50,13,13,436
Total	4,64,62,15,119	4,03,29,45,268

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
23. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Closing Stock		
Finished Goods/Stock-in-trade	48,63,95,194	47,15,73,580
	48,63,95,194	47,15,73,580
Opening Stock		
Finished Goods/Stock-in-trade	47,15,73,580	42,51,98,975
	47,15,73,580	42,51,98,975
(Increase)/Decrease	(1,48,21,614)	(4,63,74,605)

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
24. EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages and Bonus	13,72,87,250	12,83,54,874
Contribution to Provident & other Funds	79,27,866	80,31,450
Payment & Provision for Gratuity	66,59,371	58,24,586
Staff Welfare Expenses	3,53,23,705	2,91,02,552
Total	18,71,98,192	17,13,13,462

	As at March 31, 2017	As at March 31, 2016
25. FINANCE COSTS		
Interest expenses	38,27,88,988	43,97,46,292
Total	38,27,88,988	43,97,46,292

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
26. OTHER EXPENSES		
Consumption of stores & spares	37,61,33,712	39,78,79,307
Power & Fuel	31,18,95,655	27,88,91,890
Carriage inward	5,03,22,449	3,43,18,082
Exchange Gain/Loss	(91,696)	6,33,64,631
Excise duty on increase in stock	18,45,042	52,22,879
Repairs to		
Plant and machinery	21,75,511	19,80,580
Buildings	22,173	1,85,443
Others	67,09,251	63,52,874
Rent	1,89,26,038	77,94,539
Rates & Taxes	1,18,58,201	42,64,120
Telephone and communication	24,12,628	25,57,335
Insurance	52,19,468	35,04,239
Hire Charges	59,31,758	9,65,269
Advertising and sales promotion	39,93,695	47,79,781
Travelling and conveyance	1,62,31,659	1,53,68,467
Transportation Charges and fuel	20,83,63,523	10,87,72,386
Legal and professional fees	2,59,69,591	1,56,91,737
Directors' Remuneration (refer details below)	3,24,39,000	1,08,14,000
Payment to Auditors (refer details below)	11,45,200	6,90,000
Bank Charges	1,84,35,754	2,31,87,554
Security/ Manpower Expenses	64,02,294	71,82,176
Miscellaneous expenses	10,53,09,357	11,30,07,124
Total	1,21,16,50,263	1,10,67,74,414

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
26. OTHER EXPENSES (Contd.)		
Directors' Remuneration		
Remuneration to managing and whole time directors		
Salary	3,24,00,000	1,08,00,000
Directors Sitting Fees	39,000	14,000
Total	3,24,39,000	1,08,14,000

	As at March 31, 2017	As at March 31, 2016
Payment to Auditors		
As auditor		
For Audit Fees	9,25,000	6,00,000
For Tax Audit fees	75,000	75,000
In other capacity		
For Other services (certification fees)	70,000	-
For Reimbursement of expenses	75,200	15,000
Total	11,45,200	6,90,000

(Amount in ₹)

	March 31, 2017	March 31, 2016
27. EARNINGS PER EQUITY SHARE (EPS)		
Profit after tax	36,10,64,087	34,41,60,905
Present weighted average no. of equity share	22,50,86,460	2,25,08,646
Nominal value of each share	Re. 1/-	Rs.10/-
Earnings per share – Basic & Diluted	Rs. 1.60	Rs 15.29

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017 (Contd.)

28. DISCLOSURES OF ACTUARIAL VALUATION IN ACCORDANCE WITH AS 15 FOR EMPLOYEE BENEFITS FOR GRATUITY

The following table set out the status of the gratuity and amount recognized in the Company's Financial Statements:

(Amount in ₹)

Particulars	March 31, 2017	March 31, 2016
Changes in Present Value of Obligations		
Present Value of Obligation at beginning of year	1,92,60,181	1,37,18,024
Interest Cost	14,23,224	10,86,145
Current Service Cost	32,42,879	26,94,612
Benefits Paid	5,67,730	2,82,429
Actuarial gain/loss on obligations	19,93,268	20,43,829
Present Value of Obligation at end of year	2,53,51,822	1,92,60,181
Changes in Fair Value of Plan Assets	N.A. (as the scheme is unfunded)	N.A. (as the scheme is unfunded)
Funded Status	N.A. (as the scheme is unfunded)	N.A. (as the scheme is unfunded)
Expenses Recognised in Statement of Profit/loss		
Current Service Cost	32,42,879	26,94,612
Interest Cost	14,23,224	10,86,145
Actuarial gain/loss at end of year	19,93,268	20,43,829
Expense Recognized in Statement of Profit/Loss	66,59,371	58,24,586
Actuarial Assumptions		
Mortality Table	IALM 2006-08 ULTIMATE	IALM 2006-08 ULTIMATE
Superannuation Age	60	60
Early Retirement & Disablement	10 PER THOSAND P.A 6 above age 45 3 between 29 and 45 1 below age 29	10 PER THOSAND P.A 6 above age 45 3 between 29 and 45 1 below age 29
Discount Rate	7.50%	8.00%
Inflation Rate	6.00%	6.00%
Remaining Working Life	22 years	24 years
Formula Used	Projected Unit Credit Method	Projected Unit Credit Method
Movement in the Liabilities recognised in Balance Sheet		
Expenses as above	66,59,371	58,24,586
Closing Fund/Provision at end of Year	2,53,51,822	1,92,60,181

As the scheme is unfunded charges to profit /loss account has been based on following assumptions:

1. Previous obligation was provided for at last accounting date.
2. Benefit to exits has been paid to debit of above provision.
3. Current obligation will be provided for at current accounting date.

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

29. RELATED PARTY DISCLOSURES

Names of related parties and related party relationship:

Subsidiaries Companies	SAIL Bansal Service Centre Limited.
	Confident Financial Consultancy Pvt. Ltd.
	Perfect Investment Consultancy Pvt. Ltd.
	Sidhant Investment Advisory Pvt. Ltd.
	Siddhi Vinayak Commosales Pvt. Ltd.
	Shri Hari Vincom Pvt. Ltd.
	Narayan Dealcom Pvt. Ltd.
	Fairplan Vintrade Pvt. Ltd.
	Nageshwar Tradelink Pvt. Ltd.
	Bansal Nepal Pvt. Ltd.
Key Management Personnel	Ram Gopal Bansal
	Harsh Kumar Bansal
	Vivek Kumar Bansal
Relatives of Key Management Personnel	Premlata Bansal
	Pratiti Bansal
	Shalini Bansal
Enterprises over which Key Managerial Personnel has significant influence	JIT Transport Organisation

Nature of Transaction	Subsidiary Company	Key Management Personnel	Enterprises Over Which Key Person has significant Influence	Relatives Key Managerial Personnel	Total
Remuneration					
Ram Gopal Bansal		1,56,00,000			1,56,00,000
		(36,00,000)			(36,00,000)
Harsh Kumar Bansal		84,00,000			84,00,000
		(36,00,000)			(36,00,000)
Vivek Kumar Bansal		84,00,000			84,00,000
		(36,00,000)			(36,00,000)
Rent					
Ram Gopal Bansal		15,00,000			15,00,000
		(2,40,000)			(2,40,000)
Balance Outstanding as at the year end Receivable					
Bansal Nepal Pvt. Ltd	2,21,10,731				2,21,10,731
	(2,21,10,731)				(2,21,10,731)
SAIL Bansal Service Centre Ltd (Net)	6,80,25,720				6,80,25,720
	(5,19,55,276)				(5,19,55,276)
Balance Outstanding as at the year end Payable					
Encash Commercial Private Limited			20,00,000		20,00,000
			(20,00,000)		(20,00,000)
Pioneer Goods Private Limited			50,00,000		50,00,000
			(50,00,000)		(50,00,000)
Jayamala Commercial Private Limited			1,50,000		1,50,000
			(1,50,000)		(1,50,000)

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	March 31, 2017	March 31, 2016
30. CAPITAL COMMITMENT		
Capital Commitment	1,61,84,297	1,13,20,599

(Amount in ₹)

	March 31, 2017	March 31, 2016
31. CONTINGENT LIABILITIES		
i) Counter guarantees issued by the Company to banks, in respect of bank guarantees issued.	57,14,63,632	43,54,16,200
ii) Corporate Guarantee issued by the Company to Bankers of Subsidiary Company - Sail Bansal Service Centre Limited.	5,00,00,000	5,00,00,000
iii) Income tax demands under appeal	1,63,54,600	2,11,93,530

32. Escalation bills are accounted for on the basis of rates notified by the Customers/authorities upto the year end.

33. Trade Receivables, Trade Payables and Advances recoverable are subject to confirmation/reconciliation and consequential adjustment, if any arising thereof. In the opinion of the management, current assets, loans and advances will have value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

34. In the opinion of the management, no impairment of loss is required to be charged to the Statement of Profit & Loss at the end of the financial year.

35. There are no dues to Micro and Small enterprises as at 31st March, 2017. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

(Amount in ₹)

	March 31, 2017	March 31, 2016
36. EXPENDITURE IN FOREIGN CURRENCY		
Travelling & others	5,02,938	6,79,753
Interest on Loan (ECB)	5,02,71,140	3,93,29,985

(Amount in ₹)

	March 31, 2017	March 31, 2016
37. EARNINGS IN FOREIGN EXCHANGE		
FOB value of Exports	6,76,66,508	NIL

(Amount in ₹)

	March 31, 2017	March 31, 2016
38. C.I.F. VALUE OF IMPORTS		
Raw Material and Stores & Spares	40,76,526	1,68,95,344
Capital Goods	2,16,16,575	NIL

Notes to Standalone Financial Statements as at and for the year ended March 31, 2017 (Contd.)

	2016-17	2015-16
(Amount in ₹)		
39. DISCLOSURES AS REQUIRED IN TERMS OF ACCOUNTING STANDARD 7 ON "ACCOUNTING FOR CONSTRUCTION CONTRACTS" AS FOLLOWS:		
Contract Revenue Recognition for the year	58,19,537	1,00,50,083
Total costs incurred and recognized profits for contracts in progress at the reporting date	51,53,070	87,54,234
Advance Received	-	-
Amount of retentions for contracts in progress at reporting date	-	-
Gross Amount due from customers for contract work	-	-

- 40.** (i) The Business Segment of manufacturing engineering products and processing of steel have been considered as primary segment and constitutes more than 90% of revenue, as such segment reporting is not applicable.
- (ii) There is no item to report under Secondary Business Segment as the geographical area in which the company operates is in India only.

- 41.** Details of Specified Bank Notes ("SBN") held and transacted during the period from 8th November 2016 to 30th December 2016:

	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	NIL	488996	488996
(+) Permitted Receipts	NIL	948099	948099
(-) Permitted Payments	NIL	1039574	1039574
(-) Amount deposited in Banks	NIL	NIL	NIL
Closing cash in hand as on 30.12.2016	NIL	397521	397521

- 42.** Previous year's figures including those given in brackets have been regrouped / rearranged where considered necessary, to conform to this year classification.

As per our Report of even date.

For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Regn. No. 313105E

(CA. D.N. Agrawal)
Partner

Membership No. 051157
Place : Kolkata

Dated : The 27th day of April, 2017

For and on behalf of the Board of Directors

Ram Gopal Bansal
Chairman
DIN: 00144159

Vivek Bansal
Managing Director
DIN: 00137120

Abhishek Agarwal
Chief Financial Officer

Sweta Prasad
Company Secretary

Independent Auditors' Report

To

**The Members of
BMW INDUSTRIES LIMITED.**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **BMW Industries Limited, (hereinafter referred to as "the Holding Company")** and its subsidiaries (the Holding Company and its subsidiaries together referred to as ("the Group")), comprising of the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash flow Statement for the year then ended, and a summary of 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 group 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. The respective Board of Directors of the Companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these 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 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 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Basis for Qualified Opinion

We draw your attention to the following qualification to the audit opinion of the financial statements of Sail Bansal Services Limited, a subsidiary of the Holding Company issued by an independent firm of Chartered Accountants vide its Report dated 16 August 2017 reproduced by us as under:

Attention is invited to the following matters:-

- (a) Certain debit and credit balances as given in Note No.7 "Short Term Borrowings", Note No.8 "Trade Payables", Note No.12 "Long Term Loans and Advances", Note No.14 "Trade Receivables" and Note No.16 "Short term Loans and Advances" are being subject to confirmations / reconciliation and consequential adjustment arising in this respect.

Independent Auditors' Report (Contd.)

- (b) Note No.32 regarding various adjustments including of netting off / set off of various balances / account heads carried out by the management subject to necessary supporting details etc., in absence whereof impact, if any, cannot be ascertained and commented upon by us.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis of Qualified Opinion paragraph, 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 Group as at March 31st, 2017 and their consolidated profit and their consolidated cash flows for the year ended on that date.

Emphasis of Matters:

We draw your attention to the following Emphasis of Matters in the case of Sail Bansal Services Limited, a subsidiary of the Holding Company issued by an independent firm of Chartered Accountants vide its Report dated 16 August 2017 reproduced by as under:

Without qualifying our opinion, attention of the members is invited to Note 34 on Notes to the financial statements of the Company. The accounts of the Company have been prepared on a going concern assumption, notwithstanding the fact that major portion of the Shareholders' Funds is eroded. The appropriateness of preparing the accounts on going concern assumption is entirely dependent on the service orders from its Venture Company. In the event of this not getting finally materialized, there is significant doubt about Company's ability to continue as going concern which requires adjustments, including for impairment of assets as given in Note 11.2 ,the impact of which is presently not ascertainable and as such cannot be commented upon by us.

Our opinion is not modified in respect of this matter.

Other Matters:

- (a) We did not audit the financial statements of nine subsidiaries incorporated in India, whose financial statements reflect Total Assets of Rs. 1,48,87,08,665 Total Assets (Net) of Rs. 1,42,58,82,685 as at March 31, 2017, and Total Revenues and Net Cash inflows of Rs. 3,00,69,203 and Rs. 4,12,626 respectively 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 and our report in terms of sub section (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.
- (b) We did not receive the audited financial statements/financial information of one subsidiary, incorporated in Nepal, whose financial statements reflect Total Assets (Net) of Rs. 90,96,217 as at 31st March, 2017, Total Revenues is Nil and Net Cash outflows amounting to Rs. 75,586 for the year ended on that date, as considered in the Consolidated Financial Statements, based on their unaudited financial statements as at and for the period ended 31st March, 2017. These Financial Statements are unaudited and 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 that subsidiary, and our report in terms of sub-section (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial Statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.
- (c) The audited financial statements of one of the Subsidiary Company (SAIL Bansal Service Centre Limited) for the year ended 31st March 2017 has been drawn as per Indian Accounting Standards (Ind AS) as specified under Companies (Indian Accounting Standards) Rules, 2015. However the Ind AS are not applicable to the holding Company, for the financial Year 2016 – 17. Accordingly, for the purpose of consolidation, the financial statements of Subsidiary Company (SAIL Bansal Service Centre Limited) for the year ended 31st March 2017 has also been prepared as per the Accounting Standards specified under Rule 7 of the Companies (Accounts) Rule, 2014 as applicable to the holding Company. We have relied upon the audited financial statements of aforesaid Subsidiary prepared as per the Accounting Standards specified under Rule 7 of the Companies (Accounts) Rule, 2014 and audited by 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 matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Independent Auditors' Report (Contd.)

Report on other Legal and Regulatory Requirements

1. As required by section 143(3) 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, except for the effect of the matters described in the basis for Qualified Opinion paragraph above, proper books of account as required by law relating to preparation of aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors.
 - 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, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, 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) The matters described in the basis for the Qualified Opinion and the matter described in the Emphasis of matters paragraph above, in our opinion, may have an adverse effect on the functioning of the group.
 - f) On the basis of written representations received from the directors of the Holding Company as on March 31, 2017, taken on record by the Board of Directors of the Holding Company, and the reports of the other statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group Company incorporated in India is disqualified as on 31st March 2017, from being appointed as a director in terms of sub-section (2) of section 164(2) of the Act.
 - g) The Qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the basis for Qualified Opinion paragraph above.
 - h) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in "Annexure A" which is based on the auditors report of Holding Company and subsidiary companies incorporated in India.
 - i) With respect to the other matters to be included in the Auditor's Report in accordance with the 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 :
 - i. The Consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 32 (C) to the consolidated financial statements.
 - ii. The Group did not have any long-term contracts including derivatives contracts as at 31st March, 2017 for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India during the year ended 31st March 2017.
 - iv. The requisite disclosures in the consolidated financial statements for holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016 have been provided with respect to Holding Company and subsidiaries incorporated in India. Based on audit procedures and reliance on management representation, we report that the disclosures are in accordance with books of account and other records maintained by the Holding Company and subsidiaries incorporated in India and as produced to us by the Management of the Holding Company- Refer Note 39 to the consolidated financial statements.

For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Regn. No. 313105E

(CA.D.N.AGRAWAL)

Partner

Memb. No. 051157

Place : Kolkata

Date : the 24th day of August, 2017

Annexure A to the Independent Auditors' Report

Referred to in paragraph 1(f) of our Report of even date on the consolidated financial statements of BMW Industries Limited for the year ended 31st March 2017.

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 31st March, 2017, we have audited the internal financial controls over financial reporting of **BMW Industries Limited** (hereinafter referred to as "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 financial 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 the respective 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") 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.

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.

Annexure A to the Independent Auditors' Report (Contd.)

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.

Qualified Opinion

We draw your attention to the following qualification to the audit opinion of the financial statements of Sail Bansal Services Limited, a subsidiary of the Holding Company issued by an independent firm of Chartered Accountants vide its Report dated 16 August 2017 reproduced by as under:

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the Company's internal financial controls over financial reporting as at March 31, 2017:

- (a) Certain debit and credit balances as given in Note No.7 "Short Term Borrowings", Note No.8 "Trade Payables", Note No.12 "Long Term Loans and Advances", Note No.14 "Trade Receivables" and Note No.16 "Short term Loans and Advances" are being subject to confirmations / reconciliation and consequential adjustment arising in this respect.
- (b) Note No.32 regarding various adjustments including of netting off / set off of various balances / account heads carried out by the management subject to necessary supporting details etc., in absence whereof impact, if any, cannot be ascertained and commented upon by us.

A 'material weakness' is a deficiency or a combination of deficiencies in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion to the best of our information and according to the explanations given to us, except for the effects /possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria,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 commensurate with the nature of the business of the Company and operating effectively as at March 31, 2017, 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".

Other Matters

our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to nine subsidiary companies which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Regn. No. 313105E

(CA.D.N.AGRAWAL)

Partner

Memb. No. 051157

Place : Kolkata

Date : the 24th day of August, 2017

Consolidated Balance Sheet as at March 31, 2017

(Amount in ₹)

	Notes	As at March 31, 2017	As at March 31, 2016
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	3	22,50,86,460	22,50,86,460
Reserves and surplus	4	5,72,21,21,001	5,35,81,98,972
		5,94,72,07,461	5,58,32,85,432
Minority Interest		53,49,701	64,78,558
Non-Current Liabilities			
Long term borrowings	5	2,32,00,11,665	2,81,65,38,947
Deferred tax liabilities (Net)	6	35,06,96,726	31,50,41,733
Long term provisions	7	2,48,76,959	1,86,08,339
		2,69,55,85,350	3,15,01,89,018
Current Liabilities			
Short term borrowings	8	2,27,18,83,779	2,38,63,13,315
Trade payables	9	29,44,21,787	31,43,25,799
Other current liabilities	10	68,10,17,253	63,42,54,393
Short term provisions	11	25,44,100	27,73,400
		3,24,98,66,919	3,33,76,66,906
Total		11,89,80,09,431	12,07,76,19,915
ASSETS			
Non Current Assets			
Fixed Assets			
- Tangible Assets	12	5,56,37,86,365	5,63,45,11,675
- Intangible Assets		12,92,486	19,38,729
- Capital Work-in-Progress		35,23,52,870	24,22,46,646
Non-Current Investments	13	85,24,58,620	86,84,89,620
Long Term Loans and Advances	14	17,43,33,003	17,36,90,025
Other Non-Current Assets	15	-	19,00,000
		6,94,42,23,344	6,92,27,76,695
Current Assets			
Inventories	16	1,79,98,12,343	1,80,03,48,347
Trade Receivables	17	1,99,95,85,384	1,95,17,02,127
Cash and Bank Balance	18	8,65,88,827	7,28,04,618
Short term loans and advances	19	1,06,62,88,291	1,32,77,88,219
Other current assets	20	15,11,242	21,99,910
		4,95,37,86,087	5,15,48,43,220
Total		11,89,80,09,431	12,07,76,19,915

Significant Accounting Policies

2

The accompanying notes are an integral part of the Financial Statements.

As per our Report of even date.

For and on behalf of the Board of Directors

 For **DEOKI BIJAY & CO.**
Chartered Accountants

Firm Regn. No. 313105E

(CA. D.N. Agrawal)
Partner

Membership No. 051157

Place : Kolkata

Dated : The 24th day of August, 2017

Ram Gopal Bansal
Chairman

DIN: 00144159

Abhishek Agarwal
Chief Financial Officer
Vivek Bansal
Managing Director

DIN: 00137120

Sweta Prasad
Company Secretary

Consolidated Statement of Profit and Loss for the year ended March 31, 2017

(Amount in ₹)

	Notes	Year ended March 31, 2017	Year ended March 31, 2016
Income			
Revenue from operations (Gross)	21	7,79,42,92,175	6,97,26,38,460
Less: Excise duty		26,80,69,314	23,05,98,831
Revenue from operations (Net)		7,52,62,22,861	6,74,20,39,629
Other income	22	2,17,05,847	1,93,66,826
Total Revenue		7,54,79,28,708	6,76,14,06,455
Expenses			
Cost of raw materials & components consumed	23	4,64,62,15,119	4,03,29,45,268
Purchases of stock - in - trade		25,32,45,321	31,22,45,692
Changes in inventories of finished goods, Work in progress and saleable scrap	24	(1,49,44,371)	(4,59,00,446)
Employee benefits expenses	25	19,35,07,400	17,68,27,673
Finance costs	26	38,67,10,320	44,56,04,222
Depreciation	12	44,27,16,002	32,89,61,704
Other expenses	27	1,22,12,48,783	1,12,13,52,528
Total Expenses		7,12,86,98,574	6,37,20,36,641
Profit before Tax		41,92,30,134	38,93,69,814
Tax Expense			
Current tax		9,05,69,342	8,57,95,852
MAT credit		(6,04,96,532)	(8,57,95,852)
Earlier year tax		(2,90,840)	30,37,268
Deferred tax		3,56,54,993	5,14,66,405
Total tax expense		6,54,36,963	5,45,03,673
Profit for the year		35,37,93,171	33,48,66,142
Holding Interest		35,49,22,028	33,82,35,501
Minority Interest		(11,28,857)	(33,69,358)
Earnings per Equity Share (in ₹)	28	1.58	15.03
[Nominal value of ₹ 1/- each] (Previous year Rs. 10 each)			
Basic & Diluted			

Significant Accounting Policies

2

The accompanying notes are an integral part of the Financial Statements.

As per our Report of even date.

For and on behalf of the Board of Directors

For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Regn. No. 313105E

(**CA. D.N. Agrawal**)
Partner

Membership No. 051157
Place : Kolkata

Dated : The 24th day of August, 2017

Ram Gopal Bansal
Chairman
DIN: 00144159

Abhishek Agarwal
Chief Financial Officer

Vivek Bansal
Managing Director
DIN: 00137120

Sweta Prasad
Company Secretary

Consolidated Cash Flow Statement for the year ended March 31, 2017 (Indirect Method)

(Amount in ₹)

	31st March, 2017		31st March, 2016	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax & Extraordinary Items		41,92,30,134		38,93,69,815
Adjustments for –				
Depreciation	44,27,16,002		32,89,61,704	
Interest Paid	38,67,10,320		44,56,04,222	
Interest Received	(61,72,342)		(41,17,761)	
Provision For Gratuity	62,68,620	82,95,22,601	38,15,619	77,42,63,784
Operating Expenses Before Working Capital Changes		1,24,87,52,735		1,16,36,33,599
Adjustments For				
Trade & other receivables	(4,78,83,258)		(1,08,48,256)	
Inventories	5,36,004		(12,31,15,181)	
Trade Payable	(1,99,04,012)		80,18,380	
Other Current Liabilities	4,67,62,861		(4,63,58,241)	
Short Term Provision	(2,29,300)		(1,07,65,993)	
Long Term Advances	(6,42,978)		(1,81,99,183)	
Short Term Advances	25,20,07,893		9,56,44,869	
Other Current Assets	6,88,668		(13,96,010)	
Other Non Current Assets	19,00,000	23,32,35,878	-	(10,70,19,615)
Cash Generated from Operations		1,48,19,88,613		1,05,66,13,984
Direct Taxes Paid		(2,02,89,935)		(2,34,87,268)
Net Cash Flow From Operating Activities		1,46,16,98,678		1,03,31,26,716
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(48,47,60,474)		(40,10,04,966)	
Sale of Fixed Assets	33,09,800		9,42,49,853	
Interest Received	61,72,342		41,17,761	
Sale of Non Current Investments	1,60,31,000	(45,92,47,332)	-	(30,26,37,352)
Net Cash Flow From Investing Activities		(45,92,47,332)		(30,26,37,352)

Consolidated Cash Flow Statement for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	31st March, 2017		31st March, 2016	
C. CASH FLOW FROM FINANCING ACTIVITIES				
Interest Paid	(38,67,10,320)		(44,56,04,222)	
Proceeds From Government Subsidy	90,00,000		-	
Proceeds From Bank Borrowing	-		15,00,00,000	
Foreign Exchange Fluctuation	91,696		5,32,87,036	
Repayment Of Bank Borrowing	(52,03,04,718)		(45,48,87,877)	
Proceeds From Long Term Unsecured Loan	2,36,85,741		(9,73,238)	
Short Term Borrowings	(11,44,29,536)	(98,86,67,137)	(3,83,45,945)	(73,65,24,247)
Net Cash Flow from Financing Activities		(98,86,67,137)		(73,65,24,247)
Net Increase in Cash & Cash Equivalents (A+B+C)		1,37,84,209		(60,34,882)
Cash & Cash Equivalents (Opening Balance)		7,28,04,618		7,88,39,500
Cash & Cash Equivalents (Closing Balance)		8,65,88,827		7,28,04,618

- Note:**
1. Cash & Cash Equivalents includes Rs. 6,74,32,361 (Previous Year Rs. 5,89,92,337)- kept as margin money with banks.
 2. The Cash Flow Statement has been prepared under the indirect method as set out in Accounting standard (AS) 3 "Cash Flow Statement" as specified in the Companies (Accounting Standard) Rules 2006.

As per our Report of even date.

For and on behalf of the Board of Directors

For **DEOKI BIJAY & CO.**

Chartered Accountants

Firm Regn. No. 313105E

(CA. D.N. Agrawal)

Partner

Membership No. 051157

Place : Kolkata

Dated : The 24th day of August, 2017

Ram Gopal Bansal

Chairman

DIN: 00144159

Abhishek Agarwal

Chief Financial Officer

Vivek Bansal

Managing Director

DIN: 00137120

Sweta Prasad

Company Secretary

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

1. PRINCIPLES OF CONSOLIDATION

- I. The CFS Comprises of the Financial Statements of BMW Industries Ltd. (the Company) and its Subsidiary Companies (Group). The Consolidated Financial Statements are in conformity with Accounting Standard 21 on “Consolidated Financial Statements” specified under Section 133 of the Companies Act, 2013 and are prepared on the following basis:
- The Financial Statements of the Company and its Subsidiaries (listed below in Note No ii) have been combined on a line by line basis by adding together the book value of like items of Assets, Liabilities, Income and Expenses after fully eliminating intra – group balances and intra- group transaction and resulting unrealized Profits/ Losses.
 - The CFS are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances in all material respect are presented to the extent possible, in the same manner as the Company’s Standalone Financial Statements.
 - Minority Interest in the CFS is identified and recognized after taking into consideration:
 - The amount of Equity attributable to Minorities at the date on which investment in Subsidiary is made.
 - The Minority’s share of movement in Equity since the date Parent - Subsidiary relationship came into existence.
 - Losses applicable to the Minority in excess of the Minority’s Interest, if any, in the Subsidiary’s Equity are allocated against the interest of the Group.
- II. The Subsidiaries considered in the CFS are:

Name of the Company	Country of Incorporation	Effective % of holding as at 31st March, 2017	Effective % of holding as at 31st March, 2016
Sail-Bansal Service Centre Ltd.	India	60	60
Confident Financial Consultancy Pvt. Ltd.	India	100	100
Perfect Investment Consultancy Pvt. Ltd.	India	100	100
Sidhant Investment Advisory Pvt. Ltd.	India	100	100
Siddhi Vinayak Commosales Pvt. Ltd.	India	100	100
Shri Hari Vincom Pvt. Ltd.	India	100	100
Narayan Dealcom Pvt. Ltd.	India	100	100
Fairplan Vintrade Pvt. Ltd.	India	100	100
Nageshwar Tradelink Pvt. Ltd.	India	100	100
Bansal Nepal Pvt.Ltd.	Nepal	100	100

III. Share of Entities in Group
(Amount in Rs.)

Name of the Company	Net Assets i.e, Total Assets -Total Liabilities		Share in Sales of Products		Share in Profit or (Loss)	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Sales	Amount	As % of Consolidated Profit or (Loss)	Amount
Parent Group						
BMW Industries Ltd	77.91	4633714793	99.72	7505031300	100.93	357071220
Subsidiaries						
Indian						
Sail-Bansal Service Centre Ltd.	0.22	13374251	0.35	26007889	(0.80)	(2822143)

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

Confident Financial Consultancy Pvt. Ltd.	2.38	141540525	Nil	Nil	(0.01)	(19645)
Perfect Investment Consultancy Pvt. Ltd.	2.47	146991819	Nil	Nil	(0.02)	(64438)
Sidhant Investment Advisory Pvt. Ltd.	4.10	243976503	Nil	Nil	(0.05)	(178351)
Siddhi Vinayak Commosales Pvt. Ltd.	2.40	142504105	Nil	Nil	(0.01)	(18328)
Shri Hari Vincom Pvt. Ltd.	2.68	159502935	Nil	Nil	(0.01)	(18460)
Narayan Dealcom Pvt. Ltd.	3.46	205992952	Nil	Nil	(0.01)	(17740)
Fairplan Vintrade Pvt. Ltd.	3.23	191999629	Nil	Nil	(0.00)	(15557)
Nageshwar Tradelink Pvt. Ltd.	3.03	179999966	Nil	Nil	(0.01)	(18065)
Subsidiaries Foreign						
Bansal Nepal Pvt. Ltd.	(0.15)	(9096218)	Nil	Nil	(0.15)	(523486)
Inter-Company eliminations	(1.74)	(103293800)	(0.06)	(4816328)	0.12	418163
Total	100.00	5947207460	100.00	7526222861	100.00	353793170

IV. Accounts of Bansal Nepal Pvt. Ltd., a subsidiary company incorporated in Nepal where accounts were audited up to 15.07.2016 as per Law of Nepal. The accounts as on 31.03.2017 were unaudited and certified by the management and were included for the purpose of Consolidation.

2. ACCOUNTING POLICIES

a) Basis of Accounting:

The Consolidated financial statements (CFS) of the Company and its subsidiaries (together the 'Group') have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act, 2013. The Consolidated financial statements (CFS) have been prepared under historical cost convention on an accrual basis of accounting.

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

b) Depreciation on Fixed Assets

Depreciation on tangible assets has been provided as per Schedule II to the Companies Act 2013 and depreciation is charged based on useful life of the assets as prescribed in schedule II to the Companies Act, 2013. In the case of a Subsidiary depreciation has not been calculated on assets which are not in use. Intangible assets are amortized over their respective individual estimated useful lives on straight line basis.

Leasehold land is being amortized over the period of lease or balance life of the project, whichever is earlier.

c) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles (Indian GAAP) requires management to make judgments, estimates and assumptions that affect the reported amount of assets and liabilities and disclosures of contingent liabilities on the Balance Sheet date of financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognized as and when, the results are known / materialized.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (*Contd.*)**d) Revenue Recognition**

- i) Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and it can be reliably measured. Revenue to the extent considered receivable, unless specifically stated to be otherwise, are accounted for on mercantile basis.
- ii) Revenue from Operations include sale of goods, services and excise duty but excludes Value Added Tax (VAT)/ sales tax, service tax.
- iii) Revenue in respect of claims of insurance, exports incentives etc. are recognized only when there is reasonable certainty as to the ultimate collection.
- iv) In respect of construction contracts, revenue is recognized on percentage completion basis when completion level is minimum 10%. Completion level is the percentage of revenue earned to total contract value net of discount. Warranty cost, penalties or possible losses that are dependent upon future events are recognized as and when these are ascertained/ascertainable.
- v) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- vi) Dividend income is recognized when right to receive dividend is established.

e) Fixed Assets**Tangible Assets**

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The Cost of Tangible assets comprises its purchase price, borrowing cost, and any other cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent expenditures related to an item of Tangible Asset are added to its book value only if they increase the future benefits from the existing assets beyond its previously assessed standard of performance.

Projects under which assets are not ready for their intended use are disclosed under Capital Work in Progress.

Intangible Assets

Intangible Assets are stated at cost net of recoverable taxes less accumulated Amortization/depletion and impairment loss, if any. The Cost comprises its purchase Price borrowing cost and any other cost directly attributable to bringing the asset to its working condition for its intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

f) Impairment

Fixed assets are reviewed at each balance sheet date for impairment. In case, events and circumstances indicate any impairment, recoverable amount of fixed assets is determined. An impairment loss is recognized, whenever the carrying amount of assets exceeds the recoverable amount. The recoverable amount is greater of assets net selling price or its value in use. In assessing the value in use, the estimated future cash flows from the use of the assets are discounted to their present value at appropriate rates. An impairment loss is reversed if there has been change in the recoverable amount and as such, loss no longer exists or has decreased. Impairment loss/reversal thereof is adjusted to the carrying value of the respective assets.

g) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Non-current investments are carried at cost. However, provision for diminution in value of non current investment is made only if such decline other than temporary.

h) Inventories

Inventories are valued at lower of cost or net realisable value.

- i) Cost of raw materials includes the purchase price as well as incidental expenses such as conversion cost, other

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

cost including manufacturing overhead incurred in bringing them to their respective present location and situation. The cost in respect of raw materials is determined on First in First out basis.

- ii) Finished goods are valued at lower of weighted average cost and on net realizable value.
 - iii) Excise Duty is accounted for at the point of manufacture of goods and accordingly, is considered for valuation of finished goods stock lying at the manufacturing locations as on the balance sheet date. Cost of finished goods and work in progress represents materials, direct labour and appropriate portion of overhead expenses allocated against the same.
 - iv) Scrap generated is valued at net realisable value.
 - v) Cost in respect of stores and spares is determined on weighted average basis.
 - vi) Work-in-progress is valued at weighted average cost, or on net realisable value Whichever is lower.
- i) Retirement and Other Employee Benefits**

Gratuity is provided on the basis of actuarial valuation on projected unit credit method. The Company has a gratuity fund under the scheme of Life Insurance Corporation of India. Matching contribution will be made in the fund.

- a) Retirement benefits in the form of Provident Fund are charged to the statement of profit & loss of the year when an employee renders the related service.
- b) Actuarial gains / losses are immediately taken to the Statement of Profit and Loss and are not deferred.

j) Foreign Currency Transaction

Transactions in foreign currencies are accounted for at the exchange rate prevailing on the date of transaction. Foreign currency monetary assets and liabilities at the year end are translated using the closing exchange rates whereas non-monetary assets are translated at the rate on the date of transaction. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transactions during the year are recognized as income or expenses and are adjusted to the Statement of Profit and Loss.

(a) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(b) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

(c) Exchange differences

All other exchange differences are recognized as income or as expenses in the period in which they arise.

k) Government Grants

Government grants available to the enterprise are considered for inclusion in account where such benefits have been earned or it is reasonably certain that ultimate collection will be made. Grants from Government relating to fixed assets are shown as a deduction from the gross value of fixed assets and those of the nature of capital subsidy are credited to Capital Reserve. Other Government grants including incentives etc. are credited to the Statement of Profit and Loss or deducted from the related expenses.

l) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition / construction of a qualifying asset are capitalized

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

as part of the cost of such asset till the time it is ready for intended use. Other borrowing costs are charged to Profit and Loss Statement in the Period in which they are incurred.

m) Taxation

Tax expenses consist of current and deferred tax. Current Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income-tax Act, 1961 after taking into consideration benefits admissible under the Income-tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax assets and liabilities arising on account of timing differences, which are capable of reversal in subsequent periods are recognised using tax rates and tax laws, which have been enacted or substantively enacted. Deferred Tax Assets are recognized only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets will be realized. In case of carry forward of unabsorbed depreciation and tax losses, deferred tax assets are recognized only if there is "virtual certainty" that such deferred tax assets can be realized against future taxable profits.

n) Earnings per Share

Basic Earnings per share is calculated by dividing the net profit or loss after tax and Minority Interest for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss after Tax and Minority Interest for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

o) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Assets are neither recognized nor disclosed in the financial statements.

Contingent liabilities are not provided for and are disclosed by way of notes.

p) Cash Flow Statement

Cash flows are reported using the indirect method whereby cash flows from operating, investing and financing activities of the Group are segregated and profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

q) Segment Reporting Policies**Identification of segments:**

The Company's business includes manufacturing of TMT Bars, Steel Structures, Steel Pipes and Tubes, GP Coils, CR Coils, Tower Sleeves and components and processing of Steel. There is only reportable business segment which is also the primary reportable segment. Secondary reportable segments are based on geographical location of customers. The geographical segments have been disclosed based on revenues within India and outside India.

Allocation of common costs:

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Segment Accounting Policies:

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at 31st March, 2017	As at 31st March, 2016
3. SHARE CAPITAL		
a) Authorised		
50,00,00,000 Equity shares of ₹ 1/- each (Previous year 5,00,00,000 Equity Shares of ₹ 10 each)	50,00,00,000	50,00,00,000
	50,00,00,000	50,00,00,000
b) Issued, Subscribed and paid-up		
22,50,86,460 Equity Shares of ₹ 1/-each (Previous year 2,25,08,646 Equity shares of Rs. 10/- each) fully paid up	22,50,86,460	22,50,86,460
	22,50,86,460	22,50,86,460

c) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amount in proportion to the number of equity shares held by the shareholders.

During the year the company has sub-divided its share and one share of Rs. 10/- each has been divided into 10 shares of Re. 1/- each.

d) Details of shareholders holding more than 5% shares in the Company

Equity shares of ₹ 1/- each (Previous year ₹ 10/- each) fully paid up.	March 31, 2017		March 31, 2016	
	No. of Shares	% holding	No. of Shares	% holding
Ram Gopal Bansal	3,57,50,000	15.88%	35,75,000	15.88%
Harsh Kumar Bansal	1,84,47,250	8.20%	18,44,725	8.20%
Vivek Kumar Bansal	1,40,22,080	6.23%	14,02,208	6.23%

e) Reconciliation of the number of shares and amount outstanding is set out below:-

	March 31, 2017		March 31, 2016	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year of ₹ 10/- each	2,25,08,646	22,50,86,460	2,25,08,646	22,50,86,460
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the close of the year of ₹ 1/-each	22,50,86,460	22,50,86,460	2,25,08,646	22,50,86,460

* During the year the company has sub-divided its Equity shares of Rs. 10/- each into Equity share of ₹ 1/- each and according the number of shares has increased. However Corporate action in this respect is pending.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at 31st March, 2017	As at 31st March, 2016
4. RESERVES AND SURPLUS		
Capital Reserves		
Balance as per the last Balance Sheet	15,00,000	15,00,000
Capital Investment Subsidy from State Government	90,00,000	-
	1,05,00,000	15,00,000
Capital Reserve on Consolidation	1,39,47,31,051	1,39,47,31,051
Closing balance	1,40,52,31,051	1,39,62,31,051
Securities Premium Account		
Balance as per the last Balance Sheet	1,66,82,96,900	1,66,82,96,900
Add: Premium on issue of shares under preferential issue.	-	-
Closing Balance	1,66,82,96,900	1,66,82,96,900
Revaluation Reserve		
Balance as per the last Balance Sheet	3,08,36,142	4,11,14,855
Less : Transferred to General Reserve	1,02,78,714	1,02,78,714
Closing balance	2,05,57,428	3,08,36,141
General Reserve		
Balance as per the last Balance Sheet	21,95,42,542	20,92,63,829
Add : Transferred from Revaluation Reserve	1,02,78,714	1,02,78,714
Add : Impact of adoption of Schedule II	-	-
Closing Balance	22,98,21,256	21,95,42,542
Surplus in the Statement of Profit and Loss		
Balance as per the last Balance Sheet	2,04,32,92,338	1,70,50,56,838
Add:- Profit for the year	35,49,22,029	33,82,35,500
Net Surplus in the Statement of Profit and Loss	2,39,82,14,367	2,04,32,92,338
Total	5,72,21,21,001	5,35,81,98,972

(Amount in ₹)

	Non-current maturities		Current maturities	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
5. LONG TERM BORROWINGS				
Secured				
Term Loan from Banks	1,71,26,69,304	2,23,28,82,327	49,30,11,483	48,55,16,834
Current Maturities disclosed under Note 10				
	1,71,26,69,304	2,23,28,82,327	49,30,11,483	48,55,16,834
Unsecured				
From Body Corporates	60,73,42,361	58,36,56,620	-	-
	60,73,42,361	58,36,56,620	-	-
Total	2,32,00,11,665	2,81,65,38,947	49,30,11,483	48,55,16,834

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

Secured Loan	Non Current Portion		Current Portion	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
a) Term Loan Secured primarily by exclusive 1st charge on the fixed assets of the Structural/Wire Rod Rolling Mill at NH VI, Argori, Howrah, both present & future, by way of equitable mortgage of the immoveable assets and hypothecation of plant & machineries and other movable fixed assets of the Rolling Mill Unit at Howrah. Further secured by personal guarantee of two directors of the Company repayable in 24 quarterly installments Starting from 31.03.2011 and 30.06.2011 and carries interest rate:- B.R+2.25%	-	-	-	2,38,30,904
b) Term Loan Secured primarily by exclusive 1st charge on the fixed assets of the company's Unit at Adityapur, Gamharia, Jharkand (existing as well as that of the Proposed Project) both present & future, by way of equitable mortgage of the immoveable assets and hypothecation of plant & machineries and other movable fixed assets of the Steel Plant at Bokaro. Further secured by personal guarantee directors of the Company. repayable in 28 instalment Starting from 31.12.2013 and carries interest rate: Bank Of Baroda-B.R+3%(for Rupee loan), LIBOR + 4.5%(for ECB) Note: Includes ECB loan of \$ 17250000.00 from Bank of Baroda to be repaid in 28 quarterly instalment starting from 31.08.2014	1,52,10,62,509	1,92,33,87,567	37,10,64,650	34,64,00,000
c) Term Loan Secured primarily by first charge over all fixed assets (Movable and immovable) of the property situated at Adityapur unit and also on entire movable assets (Plant & Machinery) of the Manifit unit. Further secured personal gurantee of the directors. Repayable in 12 installment starting from 31.03.2016 and carries interest rate LTLR - 6.45%	3,75,02,010	8,99,19,672	5,00,00,000	5,00,00,000

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

Secured Loan	Non Current Portion		Current Portion	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
d) Term Loan Secured primarily by first charge over all fixed assets located at GT Road both present & future, by way of equitable mortgage of the immovable assets and hypothecation of plant and machineries of the GT Road. Further secured personal gurantee of the directors. Repayable in 28 installment starting from 30.06.2015 and carries interest rate B.R. + 2.60%	6,32,10,603	9,23,00,063	2,90,90,910	2,90,90,910
e) Term Loan Term Loan facility is secured by 1st hypothecation charge of all the Current Assets (including raw materials, work in progress, finished goods and sundry debtors) of the steel service centre of the company. Collateraly secured by 2nd Mortgage Charge on all Fixed assets of the company (including Land & Building, Plant & Machinery, both present & future) of the Steel service centre of the company situated at Bokaro, Jharkhand both present and future. This is further secured by Personal Guarantee of one of the Directors of the Company and Corporate Guarantee of the Company and is payable and carries interest rate 13.70%	18,75,000	93,75,000	93,75,000	93,75,000
f) Other finances from Banks (secured by hypothecation of vehicles & other machinery acquired)	8,90,19,182	11,79,06,559	3,37,30,296	2,68,13,486
Total	1,71,26,69,304	2,23,28,82,327	49,32,60,856	48,55,10,300
Unsecured Loan From Body Corporates The unsecured loans are not repayable in the next 12 months	60,73,42,361	58,36,56,620	-	-

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
6. DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liability (Net)		
Timing difference on depreciable assets	35,06,96,726	31,50,41,733
Total	35,06,96,726	31,50,41,733

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

		(Amount in ₹)	
	As at March 31, 2017	As at March 31, 2016	
7. LONG TERM PROVISIONS			
For Employee Benefits :			
Gratuity	2,48,76,959	1,86,08,339	
Total	2,48,76,959	1,86,08,339	

		(Amount in ₹)	
	As at March 31, 2017	As at March 31, 2016	
8. SHORT TERM BORROWINGS			
Secured			
Cash credits from banks	2,27,10,83,779	2,38,55,13,315	
Total Secured	2,27,10,83,779	2,38,55,13,315	
Unsecured			
Others	8,00,000	8,00,000	
Total Unsecured	8,00,000	8,00,000	
Total	2,27,18,83,779	2,38,63,13,315	

Cash credits from banks are secured by hypothecation of current assets including inventories and book debts and collateral security of pari pasu charge over fixed assets of the company and guaranteed by directors. It is repayable within one year.

		(Amount in ₹)	
	As at March 31, 2017	As at March 31, 2016	
9. TRADE PAYABLES			
Creditors for goods & services (including acceptances)	29,44,21,787	31,43,25,799	
Total	29,44,21,787	31,43,25,799	

		(Amount in ₹)	
	As at March 31, 2017	As at March 31, 2016	
10. OTHER CURRENT LIABILITIES			
Current maturities of Term loan from Banks (Note 5)	49,30,11,483	48,55,16,834	
Advance from customers	7,50,30,541	5,58,57,438	
Statutory Payables	12,12,191	6,10,543	
Other Liabilities	11,15,18,572	9,21,17,269	
Interest accrued & due on borrowings	2,44,466	1,52,309	
Total	68,10,17,253	63,42,54,393	

		(Amount in ₹)	
	As at March 31, 2017	As at March 31, 2016	
11. SHORT TERM PROVISIONS			
Income Tax (Net)	38,754	40,384	
Wealth Tax	-	4,16,840	
Provision for WCT	-	-	
Provision for Gratuity	25,05,346	23,16,176	
Total	25,44,100	27,73,400	

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)										
12. FIXED ASSETS										
Tangible Assets	Freehold Land & Building	Leasehold Land & Land Development	Buildings	Plant & Machinery	Furniture & Fixtures	Vehicles	Total	Intangible Assets (Computer Software)	Grand Total	
Gross Block as at 01.04.2016	8,54,15,943 (8,34,99,058)	7,31,42,603 (7,31,42,603)	88,03,83,813 (80,46,90,553)	6,01,18,24,088 (5,83,69,39,201)	4,17,70,860 (4,08,79,393)	23,85,12,214 (9,08,93,745)	7,33,10,49,520 (6,93,00,44,553)	78,34,996 (78,34,996)	7,33,88,84,515 (6,93,78,79,549)	
Additions during the year	26,15,274 (19,16,885)	2,22,42,728	39,31,781 (7,56,93,259)	33,61,86,785 (17,47,63,068)	1,58,051 (10,13,285)	95,19,631 (14,76,18,469)	37,46,54,250 (40,10,04,966)	-	37,46,54,250 (40,10,04,966)	
Deductions during the year	33,09,800	-	-	-	-	-	33,09,800	-	33,09,800	
Exchange fluctuations Capitalised during the year	-	-	-	-	-	-	-	-	-	
Gross Block as at 31.03.2017	8,47,21,417 (8,54,15,943)	9,53,85,331 (7,31,42,603)	88,43,15,594 (88,03,83,812)	6,34,80,10,873 (6,01,17,02,269)	4,19,28,911 (4,18,92,678)	24,80,31,845 (23,85,12,214)	7,70,23,93,971 (7,33,10,49,519)	78,34,996 (78,34,996)	7,71,02,28,967 (7,33,88,84,515)	
Accumulated Depreciation as at 01.04.2016	-	1,11,06,987 (93,48,016)	18,88,06,385 (15,93,10,791)	1,41,40,96,747 (1,13,88,81,488)	1,82,49,653 (1,40,80,991)	6,42,78,073 (4,66,01,099)	1,69,65,37,845 (1,36,82,22,385)	58,96,267 (52,50,024)	1,70,24,34,112 (1,37,34,72,409)	
Depreciation during the year	-	26,14,859 (17,58,971)	2,85,20,611 (2,94,95,594)	37,52,00,086 (27,52,15,259)	40,19,517 (41,68,662)	3,17,14,686 (1,76,76,974)	44,20,69,759 (32,83,15,460)	6,46,243 (6,46,243)	44,27,16,002 (32,89,61,703)	
Impact of adoption of Schedule II	-	-	-	-	-	-	-	-	-	
Accumulated Depreciation as at 31.03.2017	-	1,37,21,846 (1,11,06,987)	21,73,26,996 (18,88,06,385)	1,78,92,96,833 (1,41,40,96,747)	2,22,69,170 (1,82,49,653)	9,59,92,759 (6,42,78,073)	2,13,86,07,604 (1,69,65,37,845)	65,42,510 (58,96,267)	2,14,51,50,114 (1,70,24,34,112)	
Net Block as at 31.03.2017	8,47,21,417 (8,54,15,943)	8,16,63,485 (6,20,35,616)	66,69,88,598 (69,15,77,427)	4,55,87,14,040 (4,59,76,05,522)	1,96,59,740 (2,36,43,025)	15,20,39,086 (17,42,34,141)	5,56,37,86,367 (5,63,45,11,676)	12,92,486 (19,38,729)	5,56,50,78,851 (5,63,64,50,405)	

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
13. NON-CURRENT INVESTMENTS		
Investments		
In fully paid up equity shares		
Unquoted	85,24,58,620	86,84,89,620
Total	85,24,58,620	86,84,89,620

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
14. LONG TERM LOANS AND ADVANCES		
Unsecured, considered good unless stated otherwise		
Security Deposits	1,88,64,818	1,87,27,670
Other Advances	15,54,68,185	15,49,62,355
Total	17,43,33,003	17,36,90,025

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
15. OTHER NON CURRENT ASSETS		
Balances with Bank	-	19,00,000
Total	-	19,00,000
(Reperents bank deposits not due for realisation within 12 months from the balance sheet date.)		

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
16. INVENTORIES		
(Valued at lower of cost and net realizable value)		
Raw materials & components	91,39,11,944	91,77,15,340
Finished goods	49,18,52,961	47,70,31,347
Conversion Work in Progress	28,77,62,499	29,68,36,175
Stores & spares	10,62,84,939	10,87,65,485
Total	1,79,98,12,343	1,80,03,48,347

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
17. TRADE RECEIVABLES		
Unsecured, considered good unless stated otherwise		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good	2,69,51,433	4,90,09,235
Considered Doubtful	-	35,97,794
Less: Provision for Doubtful Debts	-	35,97,794
Others	1,97,26,33,951	1,90,26,92,892
Total	1,99,95,85,384	1,95,17,02,127

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
18. CASH AND BANK BALANCES		
Cash and cash equivalents		
Balances with banks:		
in current accounts	1,82,69,922	1,24,18,455
Cash in hand	8,86,544	13,93,826
	1,91,56,466	1,38,12,281
Other bank balances		
Margin money deposit	6,74,32,361	5,89,92,337
	6,74,32,361	5,89,92,337
Total	8,65,88,827	7,28,04,618

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
19. SHORT TERM LOANS AND ADVANCES		
Unsecured, considered good unless stated otherwise		
Security Deposits	33,92,630	51,70,353
Advance recoverable in cash or kind	11,08,48,866	54,65,34,591
Balance with statutory/ government authorities	52,84,56,264	35,14,96,355
Others short term Loans & advances	40,00,06,390	40,85,88,962
Loans & Advances to employees	2,30,03,179	1,59,97,958
Surplus in Gratuity Fund	5,80,962	-
Total	1,06,62,88,291	1,32,77,88,219

(Amount in ₹)

	As at March 31, 2017	As at March 31, 2016
20. OTHER CURRENT ASSETS		
Prepaid expenses	15,11,242	21,99,910
Total	15,11,242	21,99,910

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

	As at March 31, 2017	(Amount in ₹) As at March 31, 2016
21. REVENUE FROM OPERATIONS		
Revenue from operations		
Sale of products	4,14,90,33,467	3,60,28,56,076
Sales of Services	3,64,52,58,708	3,36,97,82,384
	7,79,42,92,175	6,97,26,38,460
Less: Excise duty	26,80,69,314	23,05,98,831
Total	7,52,62,22,861	6,74,20,39,629

	As at March 31, 2017	(Amount in ₹) As at March 31, 2016
22. OTHER INCOME		
Interest on deposits and others	61,72,342	41,17,761
Miscellaneous income	1,19,35,711	1,47,00,297
Liabilities no longer required written back (net)	35,97,794	5,48,768
Total	2,17,05,847	1,93,66,826

	As at March 31, 2017	(Amount in ₹) As at March 31, 2016
23. COST OF RAW MATERIALS & COMPONENTS CONSUMED		
Cost of raw materials & component consumed	4,64,62,15,119	4,03,29,45,268
Total	4,64,62,15,119	4,03,29,45,268

	As at March 31, 2017	(Amount in ₹) As at March 31, 2016
24. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Closing Stock		
Finished Goods/Stock-in-trade	49,22,91,099	47,73,46,728
	49,22,91,099	47,73,46,728
Opening Stock		
Finished Goods/Stock-in-trade	47,73,46,728	43,14,46,282
	47,73,46,728	43,14,46,282
(Increase)/Decrease	(1,49,44,371)	(4,59,00,446)

	As at March 31, 2017	(Amount in ₹) As at March 31, 2016
25. EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages and Bonus	14,29,14,406	13,24,31,310
Contribution to Provident & other Funds	84,99,196	84,14,278
Gratuity Expense	66,59,371	58,24,586
Staff Welfare Expenses	3,54,34,427	3,01,57,499
Total	19,35,07,400	17,68,27,673

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

	As at March 31, 2017	As at March 31, 2016
(Amount in ₹)		
26. FINANCE COSTS		
Interest expenses	38,67,10,320	44,56,04,222
Total	38,67,10,320	44,56,04,222

	As at March 31, 2017	As at March 31, 2016
(Amount in ₹)		
27. OTHER EXPENSES		
Consumption of stores & spares	37,65,56,716	39,82,23,308
Power & Fuel	31,31,57,263	28,01,01,068
Carriage inward	5,03,22,449	3,43,18,082
Exchange Gain/ Loss	(91,696)	6,33,64,631
Excise duty on increase in stock *	18,45,042	52,22,879
Repairs to	-	-
Plant and machinery	25,63,427	21,18,045
Buildings	46,126	27,52,217
Others	70,09,654	67,98,721
Rent	1,92,63,007	81,13,806
Rates & Taxes (excluding Income Tax)	1,27,15,652	47,26,795
Telephone and communication	24,12,628	25,57,335
Insurance	54,91,577	35,57,943
Hire Charges	59,31,758	9,65,269
Advertising and sales promotion	39,93,695	47,79,781
Packing Charges	7,49,082	-
Travelling and conveyance	1,62,31,659	1,53,68,467
Carriage outward/ Freight Charges	21,11,17,054	11,16,39,726
Legal and professional fees	2,60,68,111	1,56,99,627
Directors' Remuneration	3,24,39,000	1,08,14,000
Payment to Auditors	13,04,825	8,50,000
Bank Charge	1,84,42,275	2,31,88,358
Security Charges/ Labour charges	64,02,294	72,43,234
Miscellaneous expenses	10,72,77,185	11,60,18,239
Provision for bad and Doubtful Debts	-	29,30,997
Total	1,22,12,48,783	1,12,13,52,528
Payment to Auditors		
As auditor		
For Audit Fees	9,25,000	6,00,000
For Tax Audit Fees	75,000	75,000
In Other capacity		
For Other Services (Certification fees)	70,000	-
For Reimbursement of expenses	75,200	15,000
	11,45,200	6,90,000

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	March 31, 2017	March 31, 2016
28. EARNINGS PER EQUITY SHARE (EPS)		
Profit after tax & Minority Interest	35,49,22,029	33,82,35,501
Present weighted average no. of equity share	2,25,08,6460	2,25,08,646
Nominal value of each share	Re. 1/-	Rs.10/-
Earnings per share – Basic & Diluted	Rs. 1.58	Rs 15.25

29. DISCLOSURES OF ACTUARIAL VALUATION IN ACCORDANCE WITH AS 15 FOR EMPLOYEE BENEFITS FOR GRATUITY

The following table set out the status of the gratuity and amount recognized in the Company's Financial Statements:

Particulars	March 31, 2017	March 31, 2016
Changes in Present Value of Obligations		
Present Value of Obligation at beginning year	2,09,24,515	1,49,74,200
Interest Cost	15,42,448	11,84,639
Current Service Cost	33,87,965	28,22,469
Benefits Paid	6,07,457	3,32,434
Actuarial gain/loss on obligations	21,34,834	22,75,641
Present Value of Obligation at end of year	2,73,82,305	2,09,24,515
Changes in Fair Value of Plan Assets	N.A. (as the scheme is unfunded)	N.A. (as the scheme is unfunded)
Funded Status	N.A. (as the scheme is unfunded)	N.A. (as the scheme is unfunded)
Expenses Recognised in Statement of Profit/loss		
Current Service Cost	33,87,965	28,22,469
Interest Cost	15,42,448	11,84,639
Actuarial gain/loss at end of year	21,34,834	22,75,641
Expense Recognized in Statement of Profit/Loss	70,65,247	62,82,749
Actuarial Assumptions		
Mortality Table	IALM 2006-08 ULTIMATE	IALM 2006-08 ULTIMATE
Superannuation Age	60	60
Early Retirement & Disablement	10 PER THOSAND P.A 6 above age 45 3 between 29 and 45 1 below age 29	10 PER THOSAND P.A 6 above age 45 3 between 29 and 45 1 below age 29
Discount Rate	7.50%	8.00%
Inflation Rate	6.00%	6.00%
Remaining Working Life	22 years	24 years

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

Particulars	March 31, 2017	March 31, 2016
Formula Used	Projected Unit Credit Method	Projected Unit Credit Method
Expenses as above	70,65,247	62,82,749
Closing Fund/Provision at end of Year	2,73,82,305	2,09,24,515

As the scheme is unfunded charges to profit /loss account has been based on following assumptions:

1. Previous obligation was provided for at last accounting date.
2. Benefit to exits has been paid to debit of above provision.
3. Current obligation will be provided for at current accounting date.

30. RELATED PARTY DISCLOSURES

Names of related parties and related party relationship:

Key Management Personnel	Ram Gopal Bansal
	Harsh Kumar Bansal
	Vivek Kumar Bansal
Relatives of Key Management Personnel	Premlata Bansal
	Pratiti Bansal
	Shalini Bansal
Enterprises over which Key Managerial Personnel has significant influence	JIT Transport Organization
	Mahabali Goods Private Limited
	Rajani Vanijya Private Limited
	Encash Commercial Private Limited
	Pioneer Goods Private Limited
	Jayamala Commercial Private Limited
Joint venture of SAIL Bansal Service Centre Limited	Steel Authority of India Limited

Nature of Transaction	Key Managerial Personnel	Enterprise Over Which Key Person has significant Influence	Relatives Key Managerial Personnel	Joint Venture of Subsidiary	Total
Ram Gopal Bansal	1,56,00,000				1,56,00,000
	(36,00,000)				(36,00,000)
Harsh Kumar Bansal	84,00,000				84,00,000
	(36,00,000)				(36,00,000)
Vivek Kumar Bansal	84,00,000				84,00,000
	(36,00,000)				(36,00,000)
Rent					
Ram Gopal Bansal	15,00,000				15,00,000
	(2,40,000)				(2,40,000)
Services					
Sail Authority of India Ltd.				1,57,23,185	1,57,23,185
				(1,79,25,520)	(1,79,25,520)

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

Nature of Transaction	Key Managerial Personnel	Enterprise Over Which Key Person has significant Influence	Relatives Key Managerial Personnel	Joint Venture of Subsidiary	Total
Balance Outstanding as at the year end Payable					
Encash Commercial Private Limited		20,00,000			20,00,000
		(20,00,000)			(20,00,000)
Pioneer Goods Private Limited		20,00,000			20,00,000
		(20,00,000)			(20,00,000)
Jaymala Commercial Private Limited		1,50,000			1,50,000
		(1,50,000)			(1,50,000)

	March 31, 2017	March 31, 2016
31. CAPITAL COMMITMENT		
Capital Commitment	1,61,84,297	1,13,20,599

	March 31, 2016	March 31, 2015
32. CONTINGENT LIABILITIES		
i) Counter guarantees issued by the Company to banks, in respect of bank guarantees issued.	57,14,63,632	43,54,16,200
ii) Corporate Guarantee issued by the Company on behalf of Subsidiary Company - Sail Bansal Service Centre Limited.	5,00,00,000	5,00,00,000
iii) Income tax demands under appeal	1,63,54,600	2,11,93,530

33. Escalation bills are accounted for on the basis of rates notified by the Customers/authorities up to the year end.

34. In the opinion of the management, current assets and loans and advances will have value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

	2016-17	2015-16
35. Disclosures as required in terms of Accounting Standard 7 on "Accounting for construction Contracts" as follows:		
Contract Revenue Recognition for the year	58,19,537	1,00,50,083
Total costs incurred and recognized profits for contracts in progress at the reporting date	51,53,070	87,54,234
Advance Received	-	-
Amount of retentions for contracts in progress at reporting date	-	-
Gross Amount due from customers for contract work	-	-

36. (i) The Business Segment of manufacturing TMT Bars etc. and processing of steel have been considered as primary segment and constitutes more than 90% of revenue, as such segment reporting is not applicable.

(ii) Information about Secondary Business Segments

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

	For the Year ended 31st March, 2017	For the Year ended 31st March, 2016
Revenue by Geographical Markets		
India	7,54,77,28,708	6,76,14,06,455
Nepal	Nil	Nil
Total	7,54,77,28,708	6,76,14,06,455
Carrying Amount of Segment Assets		
India	11,89,11,04,006	12,06,95,48,775
Nepal	69,05,424	80,71,141
Total	12,07,76,19,916	12,07,76,19,916

37. In one of the subsidiary, the year end balances of Trade Payables, unsecured Loans from Body's Corporate and Related Parties and Trade Receivables have been arrived at after various adjustments including as regards netting off/set off of various balances/account heads have been carried out by the management which are subject to relevant supporting details, confirmation from respective parties and documentation. Management is in the process of compiling the aforesaid details etc. and adjustments, if any will be carried out on completion thereof.

38. In one of the subsidiary, the Company has incurred the substantial losses during the year and earlier years resulting in erosion of Net worth by more than 50%. Steps have been taken by the company for procuring adequate service orders from Steel Authority of India Limited, joint venture. Taking the above into consideration, the management of the company believes that the company has the ability to continue its operations as a going concern in the foreseeable future and accordingly the financial statements for the year ended 31st March, 2017 have been prepared on the basis that the company is a going concern.

39. The details of Specified Bank Notes (SBN) held and transacted during the period from 8th November 2016 to 30th December 2016 :

	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	NIL	668456	668456
(+) Permitted Receipts	NIL	1010053	1010053
(-) Permitted Payments	NIL	1114450	1114450
(-) Amount deposited in Banks	NIL	NIL	NIL
Closing cash in hand as on 30.12.2016	NIL	564059	564059

40. Previous year's figures including those given in brackets have been regrouped / rearranged where considered necessary, to conform to this year classification.

As per our Report of even date.

For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Regn. No. 313105E

(CA. D.N. Agrawal)
Partner

Membership No. 051157
Place : Kolkata

Dated : The 24th day of August, 2017

For and on behalf of the Board of Directors

Ram Gopal Bansal
Chairman
DIN: 00144159

Vivek Bansal
Managing Director
DIN: 00137120

Abhishek Agarwal
Chief Financial Officer

Sweta Prasad
Company Secretary



BMW INDUSTRIES LIMITED

119, Park Street, White House, 3rd Floor, Kolkata - 700 016
Website: www.bmwil.co.in