



B.C. POWER CONTROLS **LIMITED**

06TH ANNUAL REPORT
(2013-2014)



CORPORATE INFORMATION

❖ BOARD OF DIRECTORS:

- Mr. Arun Kumar Jain - Chairman & Managing Director
- Mr. Rajat Jain – Executive Director
- Mr. Praveen Kumar Aggarwal - Independent Director
- Mr. Surender Pal Singh Chauhan - Independent Director

❖ KEY MANAGERIAL PERSONNEL:

- Mr. Arun Kumar Jain - Chairman & Managing Director
- Mr. Naveen Kumar - Company Secretary & Compliance Officer
- Mr. Rajat Jain – Chief Financial Officer

❖ AUDIT COMMITTEE:

- Mr. Praveen Kumar Aggarwal - Chairman
- Mr. Surender Pal Singh Chauhan - Member
- Mr. Arun Kumar Jain - Member

❖ SHAREHOLDER GRIEVANCE COMMITTEE:

- Mr. Praveen Kumar Aggarwal - Chairman
- Mr. Surender Pal Singh Chauhan - Member
- Mr. Arun Kumar Jain - Member

❖ NOMINATION & REMUNERATION COMMITTEE:

- Mr. Praveen Kumar Aggarwal - Chairman
- Mr. Surender Pal Singh Chauhan - Member
- Mr. Arun Kumar Jain - Member

❖ INDEPENDENT AUDITORS:

M/s. Mehta & Company
(Chartered Accountants)
K.K Tower, First Floor,
F-296(J), RIICO Chowk,
Bhiwadi - 301019.

❖ SHARE TRANSFER AGENTS:

Bigshare Services Private Limited
E2 Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri East, Mumbai-400072.

❖ **BANKERS:**

- **Bank of India**
66, Janpath,
New Delhi- 110001.
- **HDFC Bank Limited**
G-34, Suryakiran Building,
19, Kasturba Gandhi Marg,
New Delhi-110001.

❖ **REGISTERED OFFICE:**

7A/39, WEA Channa Market,
Karol Bagh,
New Delhi-110005

Email: info@bolongroup.com
Website: www.bcpowercontrols.com

❖ **LISTED IN STOCK EXCHANGES:**

Bombay Stock Exchange, SME Platform, Mumbai

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B.C. POWER CONTROLS LIMITED

(CIN: U31300DL2008PLC179414)

Registered Office: 7A/39, WEA Channa Market, Karol Bagh, New Delhi-110005

Email: info@bonlongroup.com, Website: www.bcpowercontrols.com

Phone: 011-47532795, Fax: 011-47532798

NOTICE

Notice is hereby given that the SIXTH ANNUAL GENERAL MEETING of B.C. POWER CONTROLS LIMITED will be held at the registered office of the company situated at 7A/39, WEA Channa Market, Karol Bagh, New Delhi-110005 on Thursday, 11th September, 2014 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet as on 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and report of Directors & Auditors' thereon.
2. To re-appoint Mr. Rajat Jain (Holding DIN 00438444), Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. Garg Bros & Associates, Chartered Accountants (Firm Registration No. 001005N) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Eleventh Annual General Meeting of the Company to be held in the year 2019 (subject to the ratification by shareholders at every Annual General Meeting held hereafter), at such remuneration as may be mutually agreed between Board of the Director of the Company and Auditors."

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. SURENDER PAL SINGH CHAUHAN AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (ACT) and the rules framed thereunder read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Surender Pal Singh Chauhan (DIN 06706390), a non- executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for the Independence as provided in section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from September 11, 2014 to September 10, 2019."

5. APPOINTMENT OF MRS. HIMANI JAIN AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (ACT) and the rules framed thereunder read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Himani Jain (Holding DIN 01335035), in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Independent Director, along-with a declaration that she meets the criteria for the Independence as provided in section 149(6) of the Act and Clause 52 of SME Equity Listing Agreement and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from September 11, 2014 to September 10, 2019.”

6. APPOINTMENT OF MR. ANIL KUMAR JAIN AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (ACT) and the rules framed thereunder read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Kumar Jain, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, along-with a declaration that he meets the criteria for the Independence as provided in section 149(6) of the Act and Clause 52 of SME Equity Listing Agreement and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from September 11, 2014 to September 10, 2019.”

Date: 05.08.2014
Place: New Delhi

By Order of the Board of Directors

Sd/-
(ARUN KUMAR JAIN)
Chairman & Managing Director
DIN: 00438324

IMPORTANT NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The company has fixed the CUTT-OFF Date 08.08.2014 for determining the entitlement of shareholders to get Annual Report. The Register of Members and the Share Transfer books of the Company will remain closed from September 10, 2014 to September 11, 2014.
3. The Register of Members and share Transfer Books of the Company will be closed from September 10, 2014 to September 11, 2014.
4. The Company has a dedicated e-mail address info@bonlongroup.com for shareholders to mail their queries or lodge complaints, if any. The Company will endeavour to reply to your queries at the earliest.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which set out the details relating to Special Business at the meeting, is annexed to this notice.
6. Details under Clause 52 of the BSE SME Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. Electronic copy of the Notice of the Sixth Annual General Meeting of the Company along with Annual Report for 2013-14 is being sent to all the members whose e-mail I.Ds are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members

who have not registered their e-mail address, physical copies of the Notice of the AGM along with Annual Report for 2013-14 is being sent in the permitted mode.

10. Notice of the Sixth Annual General Meeting of the Company along with Annual Report for 2013-14 will also be available on the Company's website www.bcpowercontrols.com. Members may download it from following link www.bcpowercontrols.com/other-files/annual_report.pdf
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
12. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice. The instructions for e-voting are as under:
 - A.** In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
 - i. Open the e-mail and also open PDF file namely "BCP- e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select "EVEN" (E-Voting Event Number) of B.C. Power Controls Limited which is 100792. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vineet@kpgarg.org, with a copy marked to evoting@nsdl.co.in.
 - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.
 - B.** In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
 - i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions:

- i. The e-voting period commences at 9.00 a.m. on Friday, September 05, 2014 and ends at 06.00 p.m on Saturday, September 06, 2014. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on August 08, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on August 08, 2014.
- iii. Mr. Vineet Garg, Advocate, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bcpowercontrols.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the Sixth AGM of the Company on September 11, 2014 and communicated to the BSE Limited, where the shares of the Company are listed.

ANNEXURE TO THE NOTICE**(A) Details pursuant to clause 52 of the listing agreement:****ITEM NO. 2**

Mr. Rajat Jain (Holding DIN: 00438444), aged 38 Years is well educated and specialized in field of Leadership, Administration, Marketing and Finance. He entered into the business during his schooling period and has rich experience of more than twenty years in metal industry and more than five years in Wire and Cable Industry. He has also worked as Managing Director of Colombo Copper Private Limited situated in Sri Lanka in 2004

Presently Mr. Rajat Jain is holding directorship in two other Companies naming as Bon-Lon Securities Limited & Harshit Promoters Private Limited. He is not holding Chairmanship or Membership of any Committee of Board in any other Company. He is not holding any shares in Company.

(B) Statement pursuant to section 102 of Companies Act, 2013, in respect of item nos. 4 ,5 & 6 of the Notice and details pursuant to clause 52 of the listing agreement:**ITEM NO. 4**

Mr. Surender Pal Singh Chauhan (Holding DIN: 06706390), aged 44 years, is Law Graduate and has also done B.A in English. He has been Class-1 Police Commissioner, Assistant Commandant of Border Security Force (BSF) during period 1993 to 1998. He started his practice of law and has vast experience of 15 years in this field with many achievements. He has been Additional Secretary of Delhi High Court Bar Association and at present is a member of Delhi High Court Bar Association. His original date of appointment in Company is 30.09.2013.

He is not holding Directorship or Membership/Chairmanship of Board Committees in other Companies. He is not holding any share in Company.

Mr. Surender Pal Singh Chauhan is concerned or interested in the Resolution of the accompanying Notice relating to his own appointment.

None of the Directors or Key Managerial Personnel (KMP) (other than Mr. Surender Pal Singh Chauhan) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.4 of the accompanying Notice.

ITEM NO. 5

Mrs. Himani Jain (Holding DIN: 01335035), aged 27 years, is Graduate in Communication Design from Pearl Academy of Fashion Design- Delhi. Mrs. Himani Jain is possessed with quality of Leadership, Administration, Intelligence, Patience & humanity etc.

She is not holding Directorship or Membership/Chairmanship of Board Committees in other Companies. She is not holding any share in Company. Her appointment will not be liable to retire by rotation.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.5 of the accompanying Notice.

ITEM NO. 6

Mr. Anil Kumar Jain, aged 61 years, is B.Com Graduate. Expertise of Mr. Anil Kumar Jain is rest with finance, administration and leadership. He has more than 30 years experience of business.

He is not holding Directorship or Membership/ Chairmanship of Board Committees in other Companies. He is not holding any share in Company. His appointment will not be liable to retire by rotation.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.6 of the accompanying Notice.

Date: 05.08.2014
Place: New Delhi

By Order of the Board of Directors

Sd/-
(ARUN KUMAR JAIN)
Chairman & Managing Director
DIN: 00438324

DIRECTORS' REPORT

To

The Members
B.C. Power Controls Limited

Dear Shareholders,

Your Directors are pleased to present their Annual Report on the working of the Company for the period from **1st April, 2013 to 31st March, 2014** with audited statements of accounts :-

FINANCIAL RESULTS:

The company's Financial performances during the year 2013-14 as compared to the previous year 2012-13 is summarized below:-

(Amount in Rs.)

<u>PARTICULARS</u>	<u>2013-14</u>	<u>2012-13</u>
<u>Revenue</u>		
Revenue from operations	1528315265	1035812983
Other Income	4502498	4403770
Total Income	1532817762	1040216753
<u>Expenditure</u>		
Cost of Raw Material Consumed	711854318	578764795
Purchase of Stock in Trade	786378001	412099138
Change in Inventories	(40980030)	3234728
Employee Benefit Expenses	6385906	8228050
Depreciation	5283645	5955839
Other Expenses	42821810	17656955
Total Expenses	1525247274	1034765103
Profit Before Tax	7570488	5451650
Less: Tax	2345093	2219137
Net Profit	5225395	3232513

RESERVES & SURPLUS:

The Company's reserve & surpluses in the year 2014 is Rs.8,92,87,969/- as compared to the previous year it was Rs. 8,29,49,557/-.

PERFORMANCE REVIEW:

Your company achieved an all time high performance both in turnover and its profits. The Gross revenues touched Rs. 153.28 Crores and the Profit after taxes recorded was Rs. 52.25 Lacs. Your company coupled high level of modernization with, concentrated efforts of both Management and employees, the whole hearted support of Banks, suppliers and customers to attain these levels of performance.

DIVIDEND:

With a view to provide a cushion for any financial contingencies in the future and to strengthen the financial position of the Company, your Directors have decided not to recommend any dividend for the period under review.

FUTURE PROSPECTS:

Despite stiff competition in market, the buyers show preference to your company's product for its quality and timely delivery and hence your Directors are confident of achieving better working results in the coming years.

DIRECTORS' RESPONSIBILITY STATEMENT:

The directors report that

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss account of the company for that period.
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv) The Directors have prepared the annual accounts on a going concern basis.
- v) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

LISTING ON STOCK EXCHANGES:

Your Company's shares are listed on the Bombay Stock Exchange, SME Platform. Annual Listing Fee for the F.Y has been paid within time.

CASH FLOW STATEMENT:

In conformity with the provisions of Clause 34 of the Listing agreement (BSE-SME) and requirements of Companies Act the Cash flow Statement for the year ended 31.03.2014 is forming a part of Annual Report.

CORPORATE GOVERNANCE:

As required by Clause 52 of the BSE SME Listing Agreement the Corporate Governance Report, Management Discussion and Analysis, CEO/CFO Certification and the Practicing Company Secretaries' Certificate regarding compliance of conditions of Corporate Governance, form part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required under Clause 52 of the Listing Agreement with the Stock Exchange, the Management Discussion and Analysis of the financial condition and results of operations of the Company under review, is annexed and forms an integral part of the Director's Report.

DETAILS OF ISSUE PROCEEDS AND UTILIZATION THEREOF:

The company has raised amount of Rs. 10.36 Crores via Public Issue during this financial year and has utilized the same in following manner.

Particulars	As per Prospectus (Rs. In Lacs)	Actual Utilization (Rs. In Lacs)	Difference (Rs. In Lacs)
Long Term Working Capital	850.00	987.13	-137.13
General Corporate	131.80	-	131.80
Issue Exp.	55.00	49.67	5.33
Total Proceeds	1036.80	1036.80	-

The Company has utilized the IPO Proceeds for the purposes as mentioned in the prospectus dated February 01, 2014. But due to some urgent business requirements, the Company has utilized the surplus funds for the purpose of working capital in accordance with the provisions of the prospectus of the Company dated February 01, 2014, after taking unanimous approval of the Board of Directors and same is also disclosed to the Audit Committee.

PARTICULARS OF EMPLOYEES:

There is no Employee in respect of whom information required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 is required to be furnished in this report.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

Pursuant to the Provisions of Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the report of the Board of Directors) Rules, 1988 regarding Conservation of Energy and Technology Absorption, information is given as under. (Form A of Rule 2A(d) is not applicable to the Company).

Conservation of Energy:-

Electricity (Purchased)

Unit Consumed = 519179 KWH
Avg. Per Unit Cost = 6.5/-
Total Cost = 3374664/-

Own Generation through Diesel Generation

Diesel Consumption (in Ltrs.) = 9566 Ltrs.
Avg. Per Ltr Cost = 56.45/-
Total Cost = 540000/-

The Company is taking all necessary measure to achieve economy in consumption of energy.

Technology Absorption & Research and Development:-

The company is employing its full efforts towards quality management, quality control, and to improve the production capacity.

Foreign Exchange Inflows & Outflows:

Inflows (In Crores) = Rs 945.03 Lacs

Outflows (In Lacs) = Rs. 2053.80 Lacs

DEPOSITS:

The Company has neither invited nor accepted any sum falling under the purview of Section 58A of the Companies Act, 1956.

BUY BACK OF SECURITIES:

The Company has not made any offer for buy back of its securities during the year under review.

DIRECTORS:

The Company had, pursuant to the provisions of clause 52 of the SME Equity Listing Agreements entered into with Bombay Stock Exchanges, appointed Mr. Praveen Kumar Aggarwal & Mr. Surender Pal Singh Chauhan as Independent Directors of the Company.

As per section 149(4) of the Companies Act, 2013 (Act), which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of

directors as Independent Directors. In accordance with the provisions of section 149 of the Act, Mr. Surender Pal Singh Chauhan is being appointed as Independent Directors to hold office as per their tenure of appointment mentioned in the Notice of the forthcoming Annual General Meeting (AGM) of the Company.

Mr. Praveen Kumar Aggarwal has shown his unwillingness to further act as Independent Director of the Company and has submit in written a request to the Company to accept his resignation with effect from 11.09.2014 on conclusion of Sixth AGM of the Company.

To fill the vacancy arising from the resignation of Mr. Praveen Kumar Aggarwal the Board of Directors proposed the appointment of Mr. Anil Kumar Jain as Independent Director of the Company to hold the office from September 11, 2014 to September 10, 2019.

Pursuant to Section 149(1) of Companies Act, 2013, which has made it compulsory for every listed Company to have a Women Director in Board of Directors of the Company, the Board Of Directors proposed the appointment of Mrs. Himani Jain as Independent Director of the Company to hold the office from September 11, 2014 to September 10, 2019.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 52 of the Listing Agreement with the Stock Exchanges. Based on the confirmations received from Directors, none of the Directors are disqualified from appointment under Section 164 of the Companies Act 2013.

In terms of the provisions Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Rajat Jain, Director retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

SECRETARY:

Mr. Vivarth Dosar, Company Secretary and Compliance Officer of the Company has resigned from the Company w.e.f. 04.07.2014 and in his place Mr. Naveen Kumar (M.No.- A33304) has joined the Company as Company Secretary and Compliance Officer of the Company

AUDITORS:

M/s Mehta & Company, Chartered Accountants, Independent Auditors of the Company, has shown their unwillingness to further appointed as Auditor of the Company, Company has received their written request in this concern.

The Board of Directors on recommendation of Audit Committee decides to propose Garg Bros & Associates, Charter Accountants (Firm Redg. No- 001005N) as an Independent Auditor of the Company to hold the office from the conclusion of this Annual General Meeting to the conclusion of Eleventh Annual General Meeting of the Company to be held in the year 2019 (subject to the ratification by shareholders at every Annual General Meeting held hereafter). Company has also received a declaration from Garg Bros & Associates, Charter Accountants that if they will be appointed as a Independent Auditor of the Company, their appointment will be legally valid in accordance with of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force).

ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation for the whole hearted and sincere co-operation the Company has received from its banker, Bank of India and various Government agencies. Your Directors also wish to thank all the employees for their co-operation.

Place: New Delhi
Date: 05.08.2014

By Order of the Board of Directors
For, B.C. POWER CONTROLS LIMITED

Sd/-
(Arun Kumar Jain)
Chairman & Managing Director
DIN: 00438324

MANAGEMENT DISCUSSION AND ANALYSIS

This report discusses and analyses the performance for the year ended 31st March 2014.

OVERALL REVIEW OF OPERATIONS:

The company is in the business of Manufacturing and Trading of Electric Items (Wires & Cables). The Company achieved a turnover of Rs.152.83 Crore. The operational profits have improved on account of optimizing all the operations of the company.

INDUSTRY:

The Electric industry plays a vital role in the economy of the country by contributing to GDP, generating employment and earning foreign exchange. Besides, there are a large number of industries dependent on this sector.

OPPORTUNITIES AND THREATS:

Any power related infrastructure right from power generation, transmission and distribution - everything has to pass through the wires and cables. Wires and cables are used in almost every industry i.e.. infrastructure project, building, hotel, mall, multiplex or railways etc.

But opportunities always give rise to the competition and that's why the industry is becoming competitive. There are new companies coming up in this segment.

OUTLOOK:

The company is taking all efforts to improve the quality of its products to get more orders at competitive rates. Due to bulk orders and bargain power Company is able to quote better rates and maintain high quality & productivity of the products traded. Barring unforeseen circumstances the company is confident of achieving better results in the current year.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly. The internal control is exercised through documented policies, guidelines and procedures. It is supplemented by an extensive program of internal audits conducted by Internal Auditor appointed in pursuance of applicable Laws. The audit observations and corrective action taken thereon are periodically reviewed by the audit committee to ensure effectiveness of the internal control system. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons.

FINANCIAL AND OPERATIONAL PERFORMANCE:

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and Generally Accepted Accounting Principles in India. Please refer Directors' Report in this respect.

HUMAN RESOURCES/INDUSTRIAL RELATIONS:

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel.

CAUTIONARY STATEMENT:

Statements made herein describing the Company's expectations or predictions are "forward-looking statements". The actual results may differ from those expected or predicted. Prime factors that may make a difference to the Company's performance include market conditions, input costs, govt. regulations, economic development within/outside country etc.

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The company aims at not only its own growth but also maximization of benefits to the shareholders, employees, customers, government and also the general public at large. For this purpose the company continuously strives to improve its level of overall efficiency through good corporate governance, which envisages transparency, professionalism and accountability in all its operations.

2. BOARD OF DIRECTORS:

Composition of the Board and category of Directors

Mr. Arun Kumar Jain - Chairman & Managing Director
Mr. Rajat Jain - Executive Director
Mr. Praveen Aggarwal - Independent Director
Mr. Surender Pal Singh Chauhan - Independent Director

Thirteen Board Meetings were held during the year on 01.04.2013, 21.07.2013, 10.08.2013, 20.08.2013, 21.08.2013, 05.09.2013, 09.09.2013, 30.09.2013, 23.11.2013, 29.11.2013, 30.01.2014, 22.02.2014, 31.03.2014.

Last Annual General Meeting was held on 30th September, 2013

3. CODE OF CONDUCT:

The Board has adopted a code of conduct for all Board members and senior management of the company. The term senior management means personnel of the company who are members of its core management team excluding Board of Directors. Normally this would comprise all members of management one level below the executive directors, including all functional heads. The code has been circulated to all members of the Board and senior management and the compliance of the same has been affirmed by them. A declaration signed by the Chairman and Managing Director is given below.

I hereby confirm that: "The Company has obtained from all the members of the Board and senior management, affirmation that they have complied with the code of conduct for directors and senior management in respect of the financial year 2013-14"

Sd/-
(Arun Kumar Jain)
Chairman & Managing Director

4. CEO/CFO CERTIFICATION:

The Managing Director/CEO and CFO has certified to the Board of Directors, inter alia, the accuracy of financial statements and adequacy of internal controls for the financial reporting purpose as required under Clause 52 (V) of the Listing Agreement, for the year ended 31st March, 2014. Certification from CEO/CFO is annexed herewith this report, which is also forwarded to the Stock Exchange, where the securities of the Company are listed as a part of Annual Report.

4. AUDIT COMMITTEE:

Brief description of terms of reference: To oversee the company's financial reporting process, internal control systems, reviewing the accounting policies and practices, ensuring that financial statements are correct, sufficient and credible, reviewing with management the annual financial statements for submission to the Board, reviewing the internal audit observations and action taken thereon, ensuring compliance with Stock Exchange and other legal requirements and also recommending of the appointment and removal of independent auditors, fixation of audit fee and also approval for payment for any other services. The composition, role, functions and powers of the Audit Committee are in consonance with the requirements of applicable laws, rules and regulations.

Audit Committee was composed on 30.09.2013

Composition of the Committee and category of Directors

Mr. Praveen Kumar Aggarwal - Chairman - Independent Director
Mr. Surender Pal Singh Chauhan - Member - Independent Director
Mr. Arun kumar Jain - Member – Managing Director

The committee met one time during the year after composition, on 31/03/2014.

5. REMUNERATION COMMITTEE:

This Committee was composed on 30.09.2013

Composition of the Committee and category of Directors

Mr. Praveen Kumar Aggarwal - Chairman - Independent Director
Mr. Surender Pal Singh Chauhan - Member - Independent Director
Mr. Arun kumar Jain - Member – Managing Director

The committee met one time during the year after composition, on 31/03/2014 and reviewed the remuneration policy of the company.

Directors' Remuneration:-

The Managing Director was paid remuneration of Rs.1,50,000/- during the year as salary, and perquisites duly approved by shareholders in their meeting on 30.09.2013 and Mr. Rajat Jain was paid remuneration of Rs. 3,00,000/- during the year.

6. SHAREHOLDERS' / INVESTORS' GRIEVANCES COMMITTEE:

This Committee was composed on 30.09.2013

Composition of the Committee and category of Directors

Mr. Praveen Kumar Aggarwal - Chairman - Independent Director
Mr. Surender Pal Singh Chauhan - Member - Independent Director

Mr. Arun kumar Jain - Member – Managing Director

The committee met on 31.03.2014 and reviewed the status of the investor complaints.
Number of complaints received and pending as on 31.03.2014: NIL

Name and Designation of the Compliance Officer

Mr. Naveen Kumar – Company Secretary and Compliance Officer
Email: info@bonlongroup.com

7. LEGAL COMMITTEE:

This Committee was composed on 30.09.2013

Composition of the Committee and category of Directors

Mr. Surender Pal Singh Chauhan - Chairman - Independent Director
Mr. Praveen Kumar Aggarwal - Member - Independent Director
Mr. Rajat Jain - Member – Director

The committee met one time during the year after composition, on 31/03/2014

GENERAL BODY MEETINGS

(i) The Annual General Meetings for the last three years were held as follows:

Year	Venue	Date	Day	Time
2012-2013	7A/39, Channa Market, Karol Bagh, New Delhi-110005	30.09.2013	Monday	11.00AM
2011-2012	147 Ground Floor, Pushpanjali, Delhi	30.09.2012	Sunday	11.30AM
2010-2011	147 Ground Floor, Pushpanjali, Delhi	30.09.2011	Friday	11.30AM

- * Whether any Special Resolution passed in the previous 3 AGMs; Yes
- * Whether special resolutions were passed through postal ballots: No
- * Are votes proposed to be conducted through postal ballots this year: No

8.

1. Disclosures on materially significant related party transactions i.e., transactions of the company of material nature, with its promoter, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large:

All transactions with related parties were in the ordinary course of business and at arm's length and duly approved by Audit Committee of the company. The company has not entered into any transaction of a material nature with any of the related parties which are in conflict with the interest of the company.

The details of related party transactions are disclosed in Note No. 26 of Notes forming part of the Financial Statement which are integral part of Annual Report.

2. Details of non-compliance by the Company, penalties, and strictures imposed on the company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

None

3. Compliance with Accounting Standards

In the preparation of financial statements there is no deviation from the prescribed Accounting Standards.

4. Compliance Certificate from the Practicing Company Secretary

Certificate from the Practicing Company Secretary confirming compliance with the mandatory requirements under clause 52 of the BSE SME listing agreement is annexed to this report. This certificate has also been forwarded to the Stock Exchanges where the shares of company are listed.

5. Adoption of non mandatory requirements under clause 52

The company complies with the following non-mandatory requirements under clause 52

(a) Remuneration Committee

The Board has constituted a remuneration committee consisting of three directors, two of them are non executive Independent directors and one is Managing Director, the chairman of the committee being an Independent Director. The remuneration committee recommends/reviews remuneration of the Directors

(b) Whistle blower policy/Vigil Mechanism

The company has put in place a mechanism of reporting illegal or unethical behavior. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons. The reports received from any employee will be reviewed by the audit committee. It is affirmed that no person has been denied access to the audit committee in this respect. The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice.

9. Means of Communication

Half yearly reports is not sent to shareholders, but the company published the same on its website (www.bcpowercontrols.com)

10. General Shareholder Information:

1. Annual General Meeting Date: 11th September, 2014 at 11 A.M.
Venue: 7A/39, WEA Channa Market, Karol Bagh, New Delhi - 110005.
2. Financial Year: 01st April 2013 to 31st March 2014
3. Dividend recommended for the year : NIL

4. CUTT-OFF Date: 08.08.2014

5. Listing on stock exchange: Bombay Stock Exchange- SME Platform, Mumbai

6. Market price Data (Face value of Re 10) (BSE): High: Rs.22.80 Low: Rs 17.15

7. Performance in comparison to broad-based indices: NA

8. Share transfer system: During the year the share transfers which were received in physical form and for which documents were valid and complete in all respects, were processed and the share certificates were returned within the prescribed time from the date of receipt.

9. Distribution of shareholding:

The shareholding pattern as on 31st March 2014 is as follows.

1. Promoter & Promoter Group – 60,00,000 Shares - 51.0204%

2. Public Shareholding – 57, 60,000 shares - 48.9796%

TOTAL 1,17,60,000 Shares - 100.00%

10. Dematerialization of shares and liquidity: The company has executed agreements with National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) for Dematerialization of shares.

11. Outstanding GDR/ADR/Warrants or any convertible instruments, conversion instruments, conversion date and impact on equity: NIL

12. Address for correspondence: 7A/39, WEA Channa Market, Karol Bagh, New Delhi - 110005.

13. Registrar and Share Transfer Agents:- Bigshare Services Private Limited
E2 Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East, Mumbai-400072.

Place: Delhi

Date: 05.08.2014

On Behalf of the Board of Directors

Sd/-

(Arun Kumar Jain)

Chairman & Managing Director

DIN 00438324

CEO/CFO CERTIFICATION

To,
The Board of Directors
B.C. Power Controls Limited
Delhi.

Dear Sirs,

We have reviewed financial statements and the cash flow statement for the year ended 31st March 2014 and to the best of our knowledge and belief that:

- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- iii. No transactions entered into by the Company during the above said period which are fraudulent, illegal or volatile of the company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the auditors and Audit Committee that:

- iv. Significant changes in internal control over financial reporting during the year;
- v. Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and
- vi. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
(Arun Kumar Jain)
Whole Time Director
DIN: 00438324

Sd/-
(Rajat Jain)
Chief Financial Officer
DIN: 004383444

Place : New Delhi
Date : 05.08.2014

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of B.C. POWER CONTROLS LIMITED

1. We have examined the compliance of conditions of Corporate Governance by B.C. Power Controls Limited for the year ended 31st March, 2014 as stipulated in Clause 52 of the BSE SME Listing Agreement of the said Company with the Bombay Stock Exchange
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 52 of the above mentioned Listing Agreement.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Abhishek Gupta & Associates
(Company Secretaries)**

**Sd/-
CS. Abishek Gupta
Membership No. A33302
C.P No. -12262
Date:05.08.2014**

FORM NO. MGT – 11**B.C. POWER CONTROLS LIMITED**

(CIN: U31300DL2008PLC179414)

Registered Office: 7A/39, WEA Channa Market, Karol Bagh, New Delhi-110005

Email: info@bonlongroup.com, Website: www.bcpowercontrols.com

Phone: 011-47532795, Fax: 011-47532798

PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(2) of the Companies
(Management and Administration) Rules 2014

Name of the member(s):-----

Registered Address-----

Email ID-----Folio No/Client ID-----DPID-----

-

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

1. Name-----Address-----
Email-----Signature-----or failing
him

2. Name-----Address-----
Email-----Signature-----or failing
him

3. Name-----Address-----
Email-----Signature----- as my/our
proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 06th Annual
General Meeting of the Company, to be held on the 11th September, 2014 at 11.00 A.M
at 7A/39, WEA Channa Market, Karol Bagh, New Delhi-110005 and at any adjournment
thereof in respect of such resolutions as are indicated below:

Resolution No. 1-----2-----3-----
4-----5-----6-----

Signed this day of-----2014

Signature of Shareholder-----

Signature of Proxy Holder(s)-----

Affix 1 Rs.
Revenue
Stamp

Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before time fixed for Annual General Meeting.

B.C. POWER CONTROLS LIMITED

(CIN: U31300DL2008PLC179414)

Registered Office: 7A/39, WEA Channa Market, Karol Bagh, New Delhi-110005

Email: info@bonlongroup.com, Website: www.bcpowercontrols.com

Phone: 011-47532795, Fax: 011-47532798

ATTENDANCE SLIP**06th ANNUAL GENERAL MEETING**

PLEASE FILL IN THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE

0000.....

No. of Shares Held:.....

Cl. ID:

Name of person attending.....

Capacity: Member ☐ Proxy ☐ Authorised Representative ☐

(Please tick in appropriate box)

I/We hereby record my presence at the 06th Annual General Meeting being held on Thursday, September 11, 2014 at 11:00 a.m. at the registered office of the Company**Member's/Proxy's
Signature*****Applicable for members holding shares in dematerialized form.****ELECTRONIC VOTING PARTICULARS**

EVEN(Electric Voting Event Number)	USER ID	PASSWORD



INDEPENDENT AUDITORS' REPORT

The Members of B.C.POWER CONTROLS LTD., NEW DELHI

Report on the Financial Statements

We have audited the accompanying financial statements of **B.C.POWER CONTROLS LTD.** (the company) which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit & Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards Notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 evidences 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 misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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.

Opinion

In our opinion and to the best of our information and according to explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(2)

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) In the case of the Statement of Profit & Loss, of the Profit of the Company for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditors' Report) Order, 2003 (the order) issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure A statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by Section 227 (3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit & Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet, the Statement of Profit & Loss, and the Cash Flow Statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.
 - e. On the basis of the written representations received from the directors as on March 31, 2014, taken on record by the Board of the Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

FOR MEHTA & COMPANY
Chartered Accountants
Firm's Registration No.000772C

Sd/-

PLACE:- BHIWADI
DATED:- 30 MAY 2014

(PRAPHULL MEHTA)
Partner
Membership No.: 403372

B.C.POWER CONTROLS LIMITED, NEW DELHI

ANNEXURE - "A"

**COMMENTS ON THE COMPANIES (AUDITORS REPORT) ORDER, 2003 REFERRED TO IN OUR REPORT OF
EVEN DATE FOR THE YEAR ENDED ON 31 MARCH, 2014**

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) In our opinion, the fixed assets have been physically verified by the managements at reasonable intervals, having regard to the size of the company and the nature of its assets. No material discrepancies between books records and the physical verification are noticed.
- (c) During the year, in our opinion, a substantial part of fixed assets has not been disposed off by the company during the year so as to affect the company as going concern.
- (ii) (a) The inventory of the company has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventory followed by the management were found reasonable and adequate in relation to the size of the company and nature of its business.
- (c) In our opinion, the company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification of stock as compared to book records.
- (iii) In respect of the loans, secured or unsecured, granted or taken by the company to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act 1956:
 - (a) The company has granted loan to one party covered in the Register maintained under Section 301 of the Companies Act 1956 during the year. In respect of the said loan, the maximum amount outstanding at any time during the year was R 92.50 lakhs and the year-end balance is R 2.50 lakhs.
 - (b) In our opinion and according to the information and explanations given to us, terms and conditions of the loan granted by the company, are not prima facie prejudicial to the interest of the company.
 - (c) The principal amounts are recoverable on demand and there is no repayment schedule.
 - (d) There is no overdue amount in excess of Rs. 1 Lakh in respect of loan granted.
 - (e) The Company has taken loan from eleven parties covered in the Register maintained under Section 301 of the Companies Act 1956 during the year. In respect of the said loans, the maximum amount outstanding at any time during the year was R 186.66 lakhs and the year-end balance is R 15.38 lakhs.
 - (f) In our opinion and according to the information and explanations given to us, terms and conditions of the loans taken by the company, are not prima facie prejudicial to the interest of the company.
 - (g) The principal amounts along with interest are repayable on demand and there is no repayment schedule.

Contd...

- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. Further on the basis of our examinations, and according to the information and explanations given to us, we have neither come across nor have been informed of any instance of major weakness in the aforesaid internal control systems.
- (v) (a) In our opinion and according to the information and explanations given to us, the particulars of all contracts or arrangements that need to be entered into the Register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of rupees five lakhs in respect of any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public within the meaning of sections 58A and 58AA of the Companies Act, 1956 and the rules framed there under.
- (vii) The Company is a listed company and its paid-up capital and reserves exceeded ₹50 lakhs as at the commencement of the financial year concerned and its average annual turnover also exceeded ₹5 crores for a period of three consecutive financial years immediately preceding the financial year concerned. However, the Company does not have adequate internal audit system commensurate with its size and nature of its business. As per Management's Representation the Company has decided to appoint internal auditor for the immediately succeeding year.
- (viii) To the best of our knowledge, the Central Government has not prescribed the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 in respect of the company.
- (ix) (a) According to the records of the company, the company is generally regular in depositing undisputed statutory dues as applicable to the company including, Provident Fund, Investor Education and Protection Fund, Employee' State Insurance, Income-tax, Sales-tax, Wealth Tax, Custom Duty, Excise Duty, cess and any other statutory dues with the appropriate authorities. As informed to us, there were no arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
- (b) There has not been any disputed dues of Sales Tax/Income Tax/Wealth Tax/Excise Duty/Cess for which appeal has been filed.
- (x) In our opinion, the Company has no accumulated losses at the end of the financial year and it has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
- (xi) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to bank and there are no dues of financial institutions and debenture holders.
- (xii) In our opinion and according to the information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The provisions of any special statute as specified under clause 4(xiii) of the Order are not applicable to the company.

(3)

- (xiv) In our opinion and according to the information and explanations given to us, the company is not dealing or trading in shares, securities, debentures and other investments.
- (xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) According to the information and explanations given to us, there are no term loans.
- (xvii) According to the information and explanations given to us and an overall examination of the balance sheet of the company, in our opinion, there are no funds raised on short-term basis which have been used for long-term investment.
- (xviii) The company has made preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1965 during the year. In our opinion, the price at which shares have been issued is not prejudicial to the interest of the company.
- (xix) As the company has not issued any debentures during the year, clause 4(xix) of the Order is not applicable to the company.
- (xx) The Company has raised money by public issue during the previous year. We have verified the end use of money raised by public issue from the draft prospectus filed with SEBI, the offer document and it appears that the same is not in consonance with what was disclosed in the draft prospectus filed with SEBI.
- (xxi) According to the information and explanations given to us and as per our examination of books of account, no fraud on or by the company has been noticed or reported during the year.

FOR MEHTA & COMPANY

Chartered Accountants

Firm's Registration No.000772C

Sd/-

(PRAPHULL MEHTA)

Partner

Membership No.: 403372

PLACE:- BHIWADI

DATED:- 30 MAY 2014

B.C.POWER CONTROLS LTD., NEW DELHI

BALANCE SHEET AS AT 31.03.2014

(Amount in Rs.)

PARTICULARS	NOTE NO.	AS AT 31.03.2014		AS AT 31.03.2013	
		AMOUNT	TOTAL	AMOUNT	TOTAL
I. EQUITY AND LIABILITIES					
(1) Shareholder's Funds:					
(a) Share Capital	1	117600000		200000000	
(b) Reserves & Surplus	2	89287969	206887969	82949557	102949557
(2) Share Application Money Pending Allotment			0		0
(3) Non-current liabilities					
(a) Long Term Borrowings	3	0		27520155	
(b) Deferred Tax Liability	4	413838	413838	365397	27885552
(4) Current liabilities					
(a) Short-Term Borrowings	5	306585506		191403880	
(b) Trade Payables	6	426023034		451161776	
(c) Other Current Liabilities	7	2026137		2600047	
(d) Short-Term Provisions	8	248655	734883332	1016841	646182544
TOTAL			942185139		777017653
II. ASSETS					
(1) Non-current assets					
(a) Fixed Assets:	9				
(i) Tangible Assets		50983861		54515535	
(b) Non-Current Investments	10	30220000		29720000	
(c) Long-Term Loans and Advances	11	2327436		800636	
(d) Other Non-Current Assets	12	0	83531297	0	85036171
(2) Current Assets					
(a) Inventories	13	96691822		91814174	
(b) Trade Receivables	14	629494149		510605594	
(c) Cash and Cash Equivalents	15	1085711		19911923	
(d) Short-Term Loans and Advances	16	85911123		69338160	
(e) Other Current Assets	17	45471036	858653841	311631	691981482
TOTAL			942185139		777017653
Significant Accounting Policies	27				
Notes are an integral part of the Financial					

Subject to our report of even date

For and on behalf of Board

FOR MEHTA & COMPANY

Chartered Accountants

FRN: 000772C

Sd/-

Sd/-

Sd/-

(ARUN KUMAR JAIN)
Director
DIN: 00438324

(RAJAT JAIN)
Director
DIN:00438444

(PRAPHULL MEHTA)

Partner

M.No.403372

Sd/-

(VIVARTH DOSAR)
Company Secretary
M.No.: A33120

PLACE: BHIWADI

DATED: 30 MAY 2014

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDING 31.03.2014

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2014	YEAR ENDED 31.03.2013
		Rs	Rs
REVENUE			
(a) Revenue from operations (gross)	18	1600677887	1108634564
Less: Excise Duty		72362622	72821581
Revenue from operations (net)		1528315265	1035812983
(b) Other Income	19	4502498	4403770
TOTAL REVENUE		1532817762	1040216753
EXPENSES			
(a) Cost of Raw Material Consumed	20	711854318	578764795
(b) Purchase of Stock-in-trade		786378001	412099138
(c) Changes in inventories of Finished Goods, Semi-Finished Goods and Stock-In-Trade	21	(40980030)	3234728
(d) Employee benefits expense	22	6385906	8228050
(e) Depreciation and amortisation expense	9	5283645	5955839
(f) Finance Costs	23	13503624	8825598
(g) Other Expenses	24	42821810	17656955
TOTAL EXPENSES		1525247274	1034765103
Profit Before Exceptional Items and Tax		7570488	5451650
Exceptional Items		0	0
Profit Before Tax		7570488	5451650
Less: Tax Expenses (a)			
Current Tax (b)		2296652	2266163
Deferred Tax		48441	(47026)
		2345093	2219137
Profit after Tax		5225395	3232513
Earning Per Share (Basic/Diluted)	25		
(a) BASIC		0.81	1.62
(b) DILUTED		0.44	1.62
Weighted Average of Equity Shares		6480000	2000000
Related Party Disclosure	26		
Significant Accounting Policies	27		
Notes are an integral part of the Financial Statements			

Subject to our report of even date

For and on behalf of Board

FOR MEHTA & COMPANY
Chartered Accountants
FRN:000772C

Sd/-
(PRAPHULL MEHTA)
Partner
M.No.403372

PLACE : BHIWADI
DATED : 29 MAY 2014

Sd/-
(ARUN KUMAR JAIN)
Director
DIN: 00438324

Sd/-
(RAJAT JAIN)
Director
DIN: 00438444

Sd/-
(VIVARTH DOSAR)
Company Secretary
M.No.: A33120

CASH FLOW STATEMENT FOR THE YEAR ENDING 31.03.2014

PARTICULARS	YEAR ENDED 31.03.2014	YEAR ENDED 31.03.2013
	Rs	Rs
I. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax as per Statement of Profit and Loss	7570488	5451650
Adjusted for:		
Depreciation and Amortisation Expense	5283645	5955839
Assets w/off	0	2320
Interest Income	(4502498)	(4403770)
Finance Costs	13503624	8825598
Operating Profit before Working Capital Changes	21855260	15831637
Adjusted for:		
Trade Receivables	(118888555)	(482806751)
Inventories	(4877648)	45308409
Other Current and Non Current Assets	(44861652)	211086
Trade Payables and Other Current Liabilities	(25712652)	282753948
Short Term Provisions	(768186)	(365402)
Cash Generated from Operations	(173253433)	(139067073)
Taxes Paid	2296652	2266163
Net Cash Flow from / (used in) Operating Activities	(175550085)	(141333236)
II. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(1751971)	(3673029)
(Purchase)/Redemption of Investments	(500000)	300000
Movement in Loans and Advances	(18099763)	(8993602)
Interest Income	4502498	4403770
Net Cash Flow from / (used in) Investing Activities	(15849237)	(7962861)
III. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Issue of Equity Shares	98713016	0
Long Term Borrowings (Net)	(27520155)	10920155
Short Term Borrowings (Net)	115181626	164942328
Finance Costs	(13503624)	(8825598)
Net Cash Flow from / (used in) Financing Activities	172870863	167036885
Net increase/(decrease) in Cash and Cash Equivalents	(18826212)	17740788
	19911923	2171135
Subject to our report of even date	1085711	19911923

For and on behalf of Board

FOR MEHTA & COMPANY
Chartered Accountants
FRN:000772C

Sd/-
(PRAPHULL MEHTA)
Partner
M.No.403372

PLACE : BHIWADI
DATED : 30 MAY 2014

Sd/-
(ARUN KUMAR JAIN)
Director
DIN: 00438324

Sd/-
(RAJAT JAIN)
Director
DIN: 00438444

Sd/-
(VIVARTH DOSAR)
Company Secretary
M.No.: A33120

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

The previous year figures have been regrouped /reclassified wherever necessary to conform to the current year presentation.

NOTE 1: SHARE CAPITAL

The authorized, issued, subscribed and fully paid-up share capital comprises of equity shares having a par value of Rs10 each as follows:

PARTICULARS	AS AT 31.03.2014		AS AT 31.03.2013	
	No. of Shares	(Rs)	No. of Shares	(Rs)
SHARE CAPITAL				
Authorised Share Capital				
Equity Shares of R 10/- each	14000000	140000000	2000000	20000000
Issued, Subscribed & Fully Paid up				
Equity Shares of R 10/- each	11760000	117600000	2000000	20000000
	11760000	117600000	2000000	20000000

1.1 40,00,000 equity shares @ Rs.10/- each were allotted as bonus shares in the current year by way of capitalisation of Securities Premium and Reserves Account.

1.2 57,60,000 equity shares were issued at premium of Rs 8/- each amounting to Rs.46,080,000/- and share capital raised by Rs 5,76,00,000/- by issuing share @ Rs 10 each.

1.3 Reconciliation of number of shares outstanding at the beginning and at the end of the year

EQUITY SHARES	AS AT 31.03.2014		AS AT 31.03.2013	
	No. of Shares	(Rs)	No. of Shares	(Rs)
At the beginning of the year	2000000	20000000	2000000	20000000
Add: Issued during the year	9760000	97600000	0	0
Outstanding at the end of the year	11760000	117600000	2000000	20000000

1.4 Details of Shareholders holding more than 5% Equity Shares in the Company #

NAME OF SHAREHOLDER	AS AT 31.03.2014		AS AT 31.03.2013	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of R10/- each				
1. Arun Kumar Jain	1533000	13.04%	511000	25.55%
2. Harshit Promoters Pvt. Ltd.	1356000	11.53%	452000	22.60%
3. Vinco Metals Pvt. Ltd.	1224000	10.41%	408000	20.40%
4. Harshit Jain	978000	8.32%	326000	16.30%

As per the records of the Company, including its register of members.

1.5 Terms/rights attached to Equity Shares

The Company has only one class of shares referred to as equity shares having a par value of R10/- per share. Each holder of equity shares is entitled to one vote per share. All shares rank pari passu in all respects including voting rights and entitlement to dividend

As per the Companies Act, 1956, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the event of liquidation of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

Contd...

NOTE 2: RESERVES & SURPLUS

PARTICULARS	AS AT 31.03.2014 Rs	AS AT 31.03.2013 Rs
Securities Premium Account		
Opening Balance	75672163	75672163
Add: Premium on shares issued during the year	46080000	0
Less: Utilised during the year for:		
Share Issue Expenses	4966984	0
Bonus Shares Issued	40000000	0
Closing Balance	76785179	75672163
General Reserve		
Opening Balance	7277394	4044881
Add: Transferred from surplus in Statement of profit and loss	5225395	3232513
Closing Balance	12502790	7277394
Surplus/(Deficit) in the Statement of Profit & Loss		
Opening Balance	0	0
Add: Profit/ (Loss) for the year	5225395	3232513
Less: Transferred to General Reserve	5225395	3232513
Closing Balance	0	0
	89287969	82949557

NOTE 3: LONG TERM BORROWINGS

PARTICULARS	AS AT 31.03.2014 Rs	AS AT 31.03.2013 Rs
UNSECURED LOANS		
From Directors	0	5550000
From Friends & Relatives	0	6532601
Inter Corporate Loans	0	15437554
	0	27520155

NOTE 4: DEFERRED TAX LIABILITIES (NET)

PARTICULARS	AS AT 31.03.2014 Rs	AS AT 31.03.2013 Rs
Deferred Tax Liabilities		
Due to W.D.V.	413838	365397
	413838	365397
Deferred Tax Assets		
Due to Brought Forward Losses	0	0
Due to Unabsorbed Depreciation	0	0
	413838	365397

Contd.....

NOTE 5: SHORT-TERM BORROWINGS

PARTICULARS	AS AT 31.03.2014 Rs	AS AT 31.03.2013 Rs
<u>Secured Loan repayable on demand from bank-</u>		
O/D Limit from BOI-600027110000036	26460034	64515179
Packing Credit Limit from BOI-600082610000015	94099567	87104464
Cash Credit Limit from BOI-600030110000040	22387781	25785726
FBP Credit Limit from BOI-600085110000024	162100000	8400000
<u>Unsecured Loan</u>		
Overuse Overdraft Account from BOI-600027110000036	0	5598511
Overdraft in Current Account	0	0
Inter-Corporate Loans-Vinco Metals Pvt Ltd	1538124	0
	306585506	191403880

5.1 O/D Limit from BOI is secured against FDRs and carries interest @ 10.00%p.a

5.2 Packing Credit Limit from BOI carries interest @8.25% p.a.

5.3 Cash Credit Limit from BOI carries interest @ 13.45% p.a. with monthly rests and is secured against hypothecation of stock

5.4 Overuse Overdraft Account from BOI is Extra Credit given by bank against LC Payment.

5.5 FBP Credit Limit from BOI carries interest @ 8.25% p.a.

5.6 Unsecured loans is repayable on demand and carries interest @5.50% p.a.

NOTE 6: TRADE PAYABLES

PARTICULARS	AS AT 31.03.2014 Rs	AS AT 31.03.2013 Rs
Creditors for goods and services	426023034	451161776
	426023034	451161776

NOTE 7: OTHER CURRENT LIABILITIES

PARTICULARS	AS AT 31.03.2014 Rs	AS AT 31.03.2013 Rs
Creditors for Capital Goods and Services	997332	1630071
Other Payables		
- <u>Statutory Remittances Payable</u>		
ESI Payable	6999	7563
EPF Payable	24600	29487
TDS Payable	188919	390062
Service Tax Payable	4140	5742
- Advance from Customers	0	146026
- Rent Payable	0	1935
- Wages Payable	106521	244009
- Director Remuneration Payable	130950	0
- Freight Payable	265403	0
- Salary Payable	301273	145152
	2026137	2600047

NOTE 8: SHORT TERM PROVISIONS

PARTICULARS	AS AT 31.03.2014 Rs	AS AT 31.03.2013 Rs
Provision for Payment to Auditors	101,124	101,124
Provision for Telephone Expenses	3,836	4,461
Provision for Income Tax (Net of TDS and Advance Tax)	143,695	911,256
	248,655	1,016,841

Contd....

NOTE 9: FIXED ASSETS

(Amount in Rs)

TANGIBLE ASSETS			GROSS BLOCK				DEPRECIATION				NET BLOCK	
S. No.	Description	Rate	As on 01.04.13	Addition	Discard- ed	As on 31.3.2014	Up to 01.04.13	During the year	Discard- ed	Up to 31.03.14	As on 31.03.13	As on 31.03.14
1	Factory Land #	-	11118760	0	0	11118760	0	0	0	0	11118760	11118760
2	Building	10.00%	24898645	0	0	24898645	3954658	2017162	0	5971820	20943987	18926825
3	Plant & Machinery	13.91%	20052584	835554	0	20888138	4625040	2060238	0	6685278	15427544	14202860
4	Electric Installation	13.91%	2701192	0	0	2701192	634495	272826	0	907321	2066697	1793871
5	Furniture & Fixture	18.10%	729131	0	0	729131	161185	96030	0	257215	567946	471916
6	Testing Equipments	13.91%	207577	0	0	207577	78437	17048	0	95485	129140	112092
7	Transformer	13.91%	117801	0	0	117801	56843	8047	0	64890	60958	52911
8	Weighing Scale	13.91%	66726	0	0	66726	27380	5195	0	32575	39346	34151
9	Trade Mark	13.91%	19000	0	0	19000	2582	2167	0	4749	16418	14251
10	Air Conditioner	13.91%	42000	61500	0	103500	9579	10580	0	20159	32421	83341
11	<u>Vehicles</u>											
	Car (Toyota)	25.89%	2924529	0	0	2924529	1300064	381475	0	1681539	1624465	1242990
	Car (Scorpio)	25.89%	1056500	0	0	1056500	385543	157562	0	543105	670957	513395
	Car (i10)	25.89%	0	590024	0	590024	0	3348	0	3348	0	586676
12	Mobile hand sets	13.91%	10300	29500	0	39800	3415	3559	0	6974	6885	32826
13	LCD	13.91%	23500	0	0	23500	6329	2266	0	8595	17171	14905
14	Tools	13.91%	32050	0	0	32050	10711	2817	0	13528	21339	18522

Contd...

(2)

15	Water Tank	13.91%	57400	0	0	57400	15169	5575	0	20744	42231	36656
16	Camera	13.91%	121280	41718	0	162998	24033	18030	0	42063	97247	120935
17	Closer Machine	13.91%	4494	0	0	4494	675	504	0	1179	3819	3315
18	Crane D.G.	13.91%	658898	0	0	658898	144183	67948	0	212131	514715	446767
19	Set Signboard	13.91%	1326000	0	0	1326000	290045	136759	0	426804	1035955	899196
20	Telephone	-	0	0	0	0	0	0	0	0	0	0
21	Water Cooler	13.91%	3000	0	0	3000	622	313	0	935	2378	2065
22	UPS	13.91%	67750	0	0	67750	14823	6987	0	21810	52927	45940
23	Fridge TV	13.91%	1750	6250	0	8000	342	262	0	604	1408	7396
24	Computer	13.91%	10500	55125	0	65625	1092	2081	0	3173	9408	62452
25	Motor Cycle	13.91%	6950	0	0	6950	877	802	0	1679	6073	5271
26	Gyser	40.00%	0	76800	0	76800	0	1229	0	1229	0	75571
27		25.89%	0	55500	0	55500	0	2131	0	2131	0	53369
28		13.91%	5616	0	0	5616	276	704	0	980	5340	4636
Total			66263933	1751971	0	68015904	11748398	5283645	0	17032043	54515535	50983861

Land at Bhiwadi (Raj.) is taken on lease of 99 yrs from RIICO Ltd.

Contd...

NOTE 10: NON-CURRENT INVESTMENTS

PARTICULARS	AS AT 31.03.2014 Rs	AS AT 31.03.2013 Rs
<u>Other Investment</u>		
NSC	20000	20000
FDRs in Bank of India	30200000	29700000
	30220000	29720000

NOTE 11: LONG TERM LOANS AND ADVANCES

PARTICULARS	AS AT 31.03.2014 Rs	AS AT 31.03.2013 Rs
<u>Unsecured but Considered Good</u>		
Security Deposit (JVVNL)	560136	560136
Security Deposit (BSNL)	500	500
Security Deposit (Land Lord)	125000	125000
Security Deposit (Guest House)	100000	100000
Security Deposit (Land Lord-Balvir Singh)	15000	15000
Security Deposit (BSE Ltd.)	1036800	0
Security Deposit (Suptt Engineer)	490000	0
	2327436	800636

NOTE 12: OTHER NON-CURRENT ASSETS

PARTICULARS	AS AT 31.03.2014 Rs	AS AT 31.03.2013 Rs
Interest accrued on FDRs	0	0
	0	0

NOTE 13: INVENTORIES #

PARTICULARS	AS AT 31.03.2014 Rs	AS AT 31.03.2013 Rs
Raw Material	35489085	71591467
Scrap	4436400	462879
Finished Goods	19849067	14529929
Stock - Trading	36917270	5229899
	96691822	91814174

As valued and certified by the management.

NOTE 14: TRADE RECEIVABLES

PARTICULARS	AS AT 31.03.2014 Rs	AS AT 31.03.2013 Rs
<u>Unsecured, Considered Good</u>		
(a) Overdue for more than six months	38334949	4421
(b) Others	591159200	510601173
	629494149	510605594

Contd....

NOTE 15: CASH AND CASH EQUIVALENTS

PARTICULARS	AS AT 31.03.2014 Rs	AS AT 31.03.2013 Rs
(a) Cash in hand	465724	969050
(b) Balance with banks - in Current Accounts		
HDFC Bank-0030340047163	502565	2510503
HDFC Bank-01688730000387	82386	39889
BOI-600020110000415	35036	16392481
	1085711	19911923

NOTE 16: SHORT TERM LOANS AND ADVANCES

PARTICULARS	AS AT 31.03.2014 Rs	AS AT 31.03.2013 Rs
<u>Unsecured but Considered Good</u>		
Advance to suppliers recoverable in cash or in kind	11126468	12527582
Advance to Sanjay Raina	0	104440
Loans to Mittal Appliance Limited	21641237	21739946
Loan to Bonlon Steel Pvt. Ltd.	250000	9250000
<u>Balances with Govt. Authorities</u>		
CENVAT Credit Receivable #	20946279	15841774
Custom Duty Receivable	6134420	0
CENVAT Credit Receivable (Capital Goods) #	0	23641
Service Tax Credit Receivable	196998	25769
VAT Receivable	348267	4298380
CENVAT Credit Capital Goods (Not availed) #	0	20930
Excise Duty Rebate Claim against Export	19662579	2983990
Excise Duty Deposited Under Protest	2521708	2521708
FMS Duty Credit	3083167	0
	85911123	69338160

Includes Education and Secondary & Higher Education Cess.

NOTE 17: OTHER CURRENT ASSETS

PARTICULARS	AS AT 31.03.2014 Rs	AS AT 31.03.2013 Rs
Interest accrued on Security Deposit with JVVNL	24284	28728
Satya Metals (Goods Received On Consignment)	43298309	0
Prepaid Insurance	134648	129903
Prepaid AMC Charges	0	3000
Prepaid License Fees	26120	150000
Prepaid Fees & Subscription	181293	0
Prepaid Professional Fee	8630	0
Earnest Money	1500000	0
Prepaid Expenses	297752	0
	45471036	311631

Contd....

NOTE 18: REVENUE FROM OPERATIONS

PARTICULARS	YEAR ENDED 31.03.2014 Rs	YEAR ENDED 31.03.2013 Rs
<u>A. Sale of Products</u>	1506874092	1007887275
<u>B. Sale of Services</u>		
- Commission on Consignment Sales	858397	363798
- Job Work Income	1643833	3894736
- Profit on Consignment Sales	0	557
<u>C. Other operating revenues</u>		
- Discount	671747	1544033
- Discount on DEPB Purchase	0	0
- LME Fluctuation Gain	5013397	22122584
- Miscellaneous Income	31100	0
- Foreign Exchange Fluctuation Gain	10066354	0
- FMS Income	3083167	0
- Profit on High Seas Sales	73178	0
	1528315265	1035812983

NOTE 18.1: DETAIL OF PRODUCTS SOLD

PARTICULARS	YEAR ENDED 31.03.2014 Rs	YEAR ENDED 31.03.2013 Rs
<u>Manufactured Goods</u>		
Insulated Cables, Copper Wires and Scrap	748268639	590269053
<u>Traded Goods</u>		
Copper Scrap	758605453	417618222
	1506874092	1007887275

NOTE 19: OTHER INCOME

PARTICULARS	YEAR ENDED 31.03.2014 Rs	YEAR ENDED 31.03.2013 Rs
<u>Interest Income:</u>		
Interest on FDRs	2627978	2561864
Interest on Security Deposit with JVVNL	50923	31920
Interest on Loan to Mittal Appliances Ltd.	1823597	1809986
	4502498	4403770

NOTE 20: COST OF RAW MATERIAL CONSUMED

PARTICULARS	YEAR ENDED 31.03.2014 Rs	YEAR ENDED 31.03.2013 Rs
<u>Copper Wire Rod</u>		
Opening stock	71591467	113665148
Add: Purchases	675751937	536691114
Less: Closing stock	35489085	71591467
	711854318	578764795

Contd....

NOTE 21: CHANGE IN INVENTORY OF FINISHED GOODS, SEMI-FINISHED GOODS AND STOCK-IN-TRADE

PARTICULARS	YEAR ENDED 31.03.2014 Rs	YEAR ENDED 31.03.2013 Rs
<u>Inventories at the end of the period:</u>		
Finished goods	19849067	14529929
Semi-finished goods	0	0
Scrap	4436400	462879
Stock-in-Trade	36917270	5229899
	61202737	20222707
<u>Inventories at the beginning of the period:</u>		
Finished goods	14529929	15332504
Semi-finished goods	0	0
Scrap	462879	8124931
Stock-in-Trade	5229899	0
	20222707	23457435
Net (Increase)/Decrease	(40980030)	3234728

NOTE 22: EMPLOYEE BENEFIT EXPENSES

PARTICULARS	YEAR ENDED 31.03.2014 Rs	YEAR ENDED 31.03.2013 Rs
<u>Salaries and wages</u>		
- Bonus	179700	0
- Wages and Salaries (Mfg.)	2350879	5994787
- Staff Salaries (Administrative)	2983595	1675258
- Directors Remuneration	450000	0
<u>Contribution to Provident Fund and Other Fund</u>		
- Provident Fund	140751	230643
- ESI	55067	84642
<u>Staff Welfare Expenses</u>	225914	242720
	6385906	8228050

NOTE 23: FINANCE COST

PARTICULARS	YEAR ENDED 31.03.2014 Rs	YEAR ENDED 31.03.2013 Rs
(i) <u>Interest Expense on</u>		
Borrowings from BOI	11331268	3969340
Borrowings from BOI-FBP	0	501814
Unsecured Loans	683841	3273506
(ii) Interest on Delayed Payment to Supplier	0	25294
(iii) Interest on Delayed Payment of Income Tax	120459	
(iv) Interest on Delayed Payment of Service Tax and TDS	6044	6810
(v) Bank Charges	1362012	1048834
	13503624	8825598

Contd....

NOTE 24: OTHER EXPENSES

PARTICULARS	YEAR ENDED 31.03.2014		YEAR ENDED 31.03.2013	
	Rs		Rs	
a) <u>Manufacturing Expenses</u>				
Consumable Stores	1107028		471825	
Custom Duty	6308378		0	
Detention Charges	157800		0	
Freight & Cartage Inward	334237		165396	
Import Expenses	1964004		0	
Insurance on Goods Inward	0		201250	
Job Work Charges	2044957		4117357	
Loading & Unloading Charges	274065		168089	
Packing Charges	600000		2797911	
Power & Fuel Charges	3940840		2172974	
Repair & Maintenance- Machinery	254338		92881	
Factory Inspection Charges	52500		0	
Weighing Charges	9050	17047197	4680	10192363
b) <u>Administrative Expenses</u>				
Rates and Taxes	290470		12360	
AMC Charges	3000		0	
Assets Amortised	0		18560	
Consultancy Expenses	252000		0	
Charity & Donation	0		4100	
Export Expenses	18448461		531791	
Fees & Certification Expenses	244004		262826	
Income Tax for A.Y. 12-13	330		0	
Income Tax for A. Y. 13-14	18475		0	
Insurance	176100		175991	
Internal Audit Fees	79000		0	
Lodging & Boarding Expenses	38601		0	
Miscellaneous Expenses	39412		18599	
Office Expenses	27821		26786	
Printing & Stationery	92893		29486	
Legal & Professional Fees	489658		124894	
Repair & Maintenance - Office Equipment	30215		40147	
Rent	61550		561935	
ROC Fees	10500		11360	
Sales Tax Penalty	0		1704060	
Security Expenses	696058		630555	
Tender Fees	10260		0	
Testing Charges	0		99300	
Telephone Expenses	44286		34843	
Transportation Exp.	18000		0	
Travelling & Conveyance Expenses	620942		164630	
Vehicle Running & Maintenance	269302	21961338	377645	4829868

Contd....

c) <u>Selling and Distribution Expenses</u>				
Advertisement & Publicity	454562		0	
Business Promotion Expenses	470158		1189001	
Cash Discount	82656		0	
Commission	0		1734	
Freight & Cartage Outward	2591405		1343989	
Service Tax - Freight	89194	3687975	0	2534724
d) <u>Payment to Auditor</u>				
As Auditors- Statutory Audit	55300		30000	
For Company Law Matters	10000		10000	
For Taxation Matters	60000	125300	60000	100000
TOTAL		42821810		17656955

NOTE NO.25: EARNING PER SHARE

	PARTICULARS	YEAR ENDED 31.03.2014 Rs	YEAR ENDED 31.03.2013 Rs
	Earning Per Share (EPS)		
I.	Net Profit as per Profit and Loss Account avaiable for Equity Shareholders	5225395	3232513
II.	Weighted average number of equity shares for Earnings Per Share computation		
A)	For Basic Earnings Per Share of Rs.10 each Nos.	6480000	2000000
B)	For Diluted Earnings Per Share of Rs.10 each:		
	No. of shares for Basic EPS as per II A Nos.	6480000	2000000
	Add: Weighted Average outstanding Nos	5280000	0
	No. of Shares for Diluted Earnings Per Nos. Share of Rs.10 each	11760000	2000000
III	Earning Per Share (Face value of Rs.10 each)		
	Basic Rupees	0.81	1.62
	Diluted Rupees	0.44	1.62

NOTE NO.26: RELATED PARTY DISCLOSURES

Detail of Transactions	Common Control/Associates	Key Management Personnel & Relatives	Total
Year Ended	31-Mar-14	31-Mar-14	31-Mar-14
Purchase of Goods			
Bonlon Steels Pvt Ltd	693783583	0	693783583
Smita Global Pvt Ltd (Consignment Basis)	14546902	0	14546902
Total	708330485	0	708330485
Sales			
Bonlon Steels Pvt Ltd (Against H Form)	8526160	0	8526160
Bonlon Steels Pvt Ltd (Consignment Basis)	319529617	0	319529617
Bonlon Steels Pvt. Ltd. (VAT 5%)	340612654	0	340612654
Bonlon Steels Pvt. Ltd. (VAT 15 Form)	108397215	0	108397215
Smita Global Pvt. Ltd. (Against H Form)	14758120	0	14758120
Total	791823766	0	791823766
Rendering of Services(Job Work)			
Bonlon Steels Pvt. Ltd.	1059508	0	1059508
Smita Global Pvt. Ltd.	584325	0	584325
Total	1643833	0	1643833
Receiving of Services (Job Work)			
Bonlon Steels Pvt. Ltd.	1262751	0	1262751
Total	1262751	0	1262751
Rent			
Prabhakar Jain	0	0	0
Total	0	0	0
Loan Granted			
Total	0	0	0
Loan Granted - Received Back			
Bonlon Steels Pvt Ltd.	9000000	0	9000000
Harshit Metals	0	4421	4421
Total	9000000	4421	9004421

Loan Taken			
Harshit Finvest Pvt. Ltd.	2000000	0	2000000
Vinco Metal Pvt. Ltd.	15400000	0	15400000
Arun Kumar Jain	0	42400000	42400000
Harshit Jain	0	35000	35000
Total	17400000	42435000	59835000
Loan Repayment			
Bonlon Pvt. Ltd.	430476	0	430476
Bonlon Securities Ltd.	2578202	0	2578202
Harshit Finvest Pvt. Ltd.	2462116	0	2462116
Harshit Infratech Pvt. Ltd.	8933016	0	8933016
Harshit Promoters Pvt. Ltd.	1223802	0	1223802
Vinco Metal Pvt. Ltd.	15709942	0	15709942
Swatika Jain	0	3798919	3798919
Smita Jain	0	2947015	2947015
Arun Kumar Jain	0	56850000	56850000
Harshit Jain	0	399000	399000
Total	31337554	63994934	95332488
Commission & Other Income			
Smita Global Pvt. Ltd.	28953	0	28953
Total	28953	0	28953
Interest			
Smita Jain	0	246393	246393
Swatika Jain	0	395088	395088
Vinco Metals Pvt. Ltd.	42360	0	42360
Total	42360	641481	683841
Salary			
Pankaj Jain (for March 2013)	0	20000	20000
Arun Kumar Jain	0	150000	150000
Rajat Jain	0	300000	300000
Total		470000	470000

B.C.POWER CONTROLS LTD., NEW DELHI
NOTES FORMING PART OF FINANCIAL STATEMENTS

Corporate information

B.C.POWER CONTROLS PVT. LTD. (the "Company") was a private limited company domiciled in India and incorporated under the provisions of the Companies Act 1956. But recently, it has been converted to public limited company and has raised its share capital by public issue. The company is engaged in manufacturing & selling of Insulated Cables and Copper Wires as well as trading of Copper Scrap. The company caters to domestic market and sells goods to exporter as well. The Company's registered office is in New Delhi and Manufacturing Unit at Bhiwadi.

NOTE 27: Significant Accounting Policies

27.1 Basis of preparation of financial statements

(a) Basis of Accounting:

The financial statements have been prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India and presented under the historical cost convention on accrual basis of accounting to comply with the accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 and with the relevant provisions of the Companies Act, 1956.

(b) Use of Estimates:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Differences between actual results and estimates are recognized in the period in which the results are known/ materialized.

27.2 Inventories

As certified by the management, Finished Goods are valued at Sales Price, Raw Materials and Traded Goods are valued at cost, WIP is valued at cost (including Cost upto the stage of Completion). Scrap is valued at net realizable value.

27.3 Depreciation and Amortization

Depreciation on fixed assets is provided to the extent of depreciable amount on written down value method (WDV) at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956 over their useful life

27.4 Revenue Recognition

Revenues/Incomes are generally accounted on accrual, as they are earned. Revenue from sale of goods is recognized on transfer of all significant risks and rewards of ownership to the buyer. VAT is accounted on exclusive method. CST and VAT Payable are not included in the sales price. However, CST paid on the purchase of goods is included in the cost of purchases. Sales are stated gross of Excise Duty as well as net of Excise Duty, Excise Duty being the amount included in the amount of gross turnover. Interest income is recognized on accrual basis.

Contd...

27.5 Fixed Assets

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalized and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

27.6 Foreign currency transactions and translations

All transactions in foreign currency, are recorded at the rates of exchange prevailing on the dates when the relevant transactions take place.

27.7 Investments

Investments include Long-Term Investments only and are stated at cost.

27.8 Employees Benefit

The Company's contribution to Employees State Insurance Fund and Provident Fund is considered as defined contribution plan and is charged as an expense as it fall due based on the amount of contribution required to be made. No provision of Gratuity, Bonus, Leave Encashment, Leave Travel Allowance etc. has been made in the accounts and these will be accounted for on Actuarial Basis.

27.9 Borrowing Costs

Borrowing costs include interest and amortization of ancillary costs. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalization of such asset is added to the cost of the assets. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

27.10 Earnings per share

The Basic and Diluted Earnings Per Share ("EPS") is computed by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year.

27.11 Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are not recognized unless there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

27.12 Impairment of Assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, except in case of revalued assets.

27.13 Provisions and contingencies

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the 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 liabilities, if any are disclosed in the Notes.

Subject to our report of even date.

For and on behalf of directors

**FOR MEHTA & COMPANY
CHARTERED ACCOUNTANTS
FRN : 000772C**

**Sd/-
(ARUN KUMAR JAIN)
Director
DIN: 00438324**

**Sd/-
(RAJAT JAIN)
Director
DIN: 00438444**

**Sd/-
(PRAPHULL MEHTA)
Partner
M.No.:403372**

**Sd/-
(VIVARTH DOSAR)
Company Secretary
M.No.: A33120**

**PLACE: BHIWADI
DATE: 30 MAY 2014**