

NOTICE

Notice is hereby given that the Fiftieth Annual General Meeting of the Company will be held at the Steel Club Sector 8, Bhilai- 490009 (Chhattisgarh) on 13th August Saturday 2022 at 4.30 P.M to transact the following business:

A. ORDINARY BUSINESS :

1. To consider and adopt the accounts of the company for the financial year ended 31st March, 2022 and the report of the Board of Directors and Auditors thereon..
2. To consider the appointment of M/S G Basu & Co Chattered Accounts as Statutory Auditor of the Company or a term of Five years from the Financial 2022-23.

B. SPECIAL BUSINESS :

3.. To consider the appointment of Mr Jahar Bagchi (DIN ; 0009264025 as an Independent Director and in this regard, to consider and if thought fit, to pass the following Resolution as a Special Resolution.

“ RESOLVED THAT pursuant to the provision to the Section 149, and 152 read with Schedule IV and all other applicable provision , if any , of the Company’s Act 2013 (* the Act *) and the companies (Appointment and Qualification of Directors) Rules , 2014 (including any Statutory modification (s) or re – enactment (s) there off , for the time being in force and Clause 49 of the Listing Agreement Mr Jahar Bagchi , who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (Five) consecutive years for a term up to the date AGM of 2027 or 26th May 2027 which ever is earlier.”

By order of the Board

FOR BWL LIMITED

(SUNIL KHETAWAT)

MANAGING DIRECTOR

Place: Kolkata

Dated : 26th May , 2022

NOTE

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member.
- 2) Instrument appointing proxy should be deposited at the registered office of the company not less than 48 hours before the time fixed for the meeting.
- 3) The Register of Members and Share Transfer Books of the company will remain closed from 06 August , 2022 to 13th August 2022 (both days inclusive).
- 4) The practice of distributing copies of Annual Report at the Annual General Meeting has been discontinued as a measure of economy. Members are therefore requested to bring their copies of Annual Report at the meeting.
- 5) Members are requested to notify any change of address as well as E-mail ID, Mobile No and Bank details to update our record as well as to serve them efficiently.

EXPLANATORY STATEMENT INRESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT .2013

Item no 3 Mr Jahar Bagchi (Din;0009264025 who was appointed as an Additional Director of the company w.e.f. 14th August , 2021 and who in terms of Section 161 of the Companies Act,2013 holds office up to the date of this Annual General Meeting.

The Company has received declaration from Mir Jahar Bagchi that he meets the criteria of Independence as prescribed under section 149 (6) of the companies Act, 2013 and also under Clause 49 of Listing Agreement with the Stock Exchange . he has further confirmed that he has not disqualified from being appointed as Director under section 164 of the said Act.

The Board of Directors are of the opinion that Mr Jahar Bagchi is a person of integrity and possess relevant expertise and experience and is eligible and full fills the condition specified by the Companies Act,2013 for the position of an Independent Director of the Company.

The Board considers the association as Director will be beneficial to and in the interest of the company.

A brief C.V. of Mr Jahar Bagchi is furnished below :

Mr Jahar Bagchi aged 73 years an alumnus of BITS, Pilani & IIM, and Ahmedabad Jahar Bagchi brings with him more than three decades of rich & varied experience that straddles both industry & academia. During his tenure in the industry where he has held positions of General Manager & Vice President HR he has discharged a wide array of roles in diverse segments such as banking, consulting & manufacturing. Some of the organizations he has been associated with are United Bank of India, A F Ferguson & Co, Shipping Corporation of India, Uptron, SREI Infrastructures Finance Ltd. He has had the opportunity to discharge people management responsibilities across the entire spectrum of the workforce from senior level leadership to managers, executives, supervisory staff & workers as well as gain an in depth experience in a large bandwidth of functions such as Talent acquisition, Learning & Development, C&B and Industrial Relations at all levels viz factory, division and corporate.

He was nominated as a member of the first task force constituted by the National Institute of Bank Management (NIBM) to review the working of the traditional Personnel function in the banking sector & recommend a framework for restructuring. He was also deputed to National Westminster Bank & Midland Bank UK to gain exposure to their training & development practices.

He has also consulted for a few organizations viz Roche Products & Berger Paints in their organizational planning & restructuring initiatives.

He has been a Dean at Icfai Business School & Amity Global Business School .He has also taught at IMT Ghaziabad. Currently he is associated with Jagdish Sheth School of Management, Bangalore as an Adjunct Professor.

While in the academia he has been active in corporate training, a core area of interest. He has been a sought after trainer with organizations such as Lafarge, Maruti Suzuki, Central Bank of India etc in the areas of Managerial Effectiveness ,Teambuilding& Leadership.

A past Rotarian, Prof Jahar Bagchi has been actively associated with NIPM, ISTD & National HRD Network.

He is widely travelled both in India & abroad.

He is not a Director of any other Company.

The Board of Directors proposes the appointment of Mr Jahar Bagchi and recommends the Resolution as set out in item no 3 for the approval of the share holders at the ensuing Annual General Meeting.

Other than Mr Jahar Bagchi and his relatives, none of the Directors, KEY Management Personnel or their relatives are concerned or interested in the proposed Special Resolution as Set out in item no 2 of this Notice.

This Explanatory Statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

The copy of Resolution passed by the Board of Directors in their meeting held on 26th May, 2022 approving the appointment of said Director for a term of 5 (Five) consecutive years is available for inspection by the members of the company at its Registered Office between 11 am to 1 pm in all working days till the date of Annual General Meeting.

BOARD REPORT**Dear Members**

Your Directors hereby present the 50th Annual Report of your Company for the financial year ended 31st March, 2022.

FINANCIAL RESULTS

The financial performance of your Company for the year ended 31st March, 2022 is summarized below:

Rs in '00

	Financial year Ended 31st March 2022 (Rs.)	Financial year ended 31st March 2021 (Rs.)
Turn Over	-	-
Profit / (Loss) before interest, Depreciation & Taxes	(47,577)	(75,695)
Add/Less Depreciation & Amortisation Expenses	(3307)	(3856)
Profit / (Loss) for the year	(50884)	(79551)
Balance Brought forward from last year	(4501404)	(4421853)
(Loss) carried to Balance Sheet	(4552289)	(4501404)

2. DIVIDEND:

In view of accumulated loss, your Directors regret their inability to recommend any dividend.

3 OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE:

With the Repeal of SICA, giving way to NCLT, the company is no more subject to restrictive provisions of SICA. As such the scheme of rehabilitation of the company which was under consideration of BIFR has now become

abundant. The management is now exploring the possibilities to enter into new product line

Whatever revival steps were planned so far had become infructuous due to financial constraint. Conceding prolonged closure of the unit, yor director have nothing to inform under this head.

4. **DISCLOSURES:**

Related Party Transactions including those covered u/s 188 (1) of Companies Act,2013

The related party transactions during the year within the meaning of Section 188 (1) of Companies Act,2013 have been disclosed in Annexure D to the Board's Report in form AOC-2. The Company has formulated a Policy on materiality of Related Party Transactions, while dealing in Related Party Transactions, in accordance with relevant provisions of Companies Act, 2013 and Clause 49 of the erst while Listing Agreement and Regulation 29 of SEBI (Listing Obligations & Disclosure requirements)Regulations 2015 (hereinafter referred as SEBI.

Regulations, 2015) which have been put in the Company's web site.

Disclosures by Senior Management & Key Managerial Personnel

The Senior Management Personnel make disclosures to the Board periodically regarding:

their dealings in the Company's shares if any; and all material financial and commercial and other transactions with the company if any.

where they have personal interest, stating that the said dealings and transactions, if any, had no potential conflict with the interest of the Company at large.

The material, financial and commercial transactions where Key Managerial Personnel have personal interest forms part of the disclosure on related parties referred to in Notes to Annual Accounts, which was reported to the Board of Directors.

Disclosure of accounting treatment in preparation of financial statements

The Company has implemented the applicable accounting standards as notified under the Companies (Indian Accounting Standards) Rules 2015 as specified in section 133 of the Companies Act, 2013 read with relevant issues there under in preparation of its financial statements except for two treatments reasons there - of have been explained in Note 25 and 30 of the financial statements.

Details of non-compliance by the Company

BWL has generally complied with all the requirements of regulatory authorities. No penalties/ strictures were imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital market during the last three years. However, during the financial year 2021-22 the fines have been paid to BSE Rs 2513 for non compliance of Regulation 27(2) for December 2013 quarter, 31 for December 2013, 33 for December 2013, 34 for FY March 2014 & 2015, 13(3) for September 2020, 31 for September 2020, 6(1) for December 2018 and 44(3) for October 2020.

Code for Prevention of Insider-Trading Practices

In compliance with the SEBI regulations for Insider Trading and the provisions of Companies Act, 2013, the Company has in place a comprehensive Code of Conduct for Prevention of Insider Trading, for its management and staff. The Code lays down guidelines advising them on procedures to be followed and disclosures to be made while dealing with the shares of BWL, and cautioning them of the consequences of violations. The Company Secretary has been appointed as the Compliance Officer.

The Company has also formulated a Code of Conduct for Prevention of Insider Trading and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, which has been effective from 15th May, 2015.

Whistle-Blower Policy / Vigil Mechanism

BWL has established a forum to which Directors, employees, business associates may report unethical behaviour, malpractices, wrongful conduct, fraud, violation of Company's code of conduct without fear of reprisal through direct touch initiative. All Directors, employees, business associates have been enabled to have direct access to the Chairman of the Audit Committee, the forum of this has been named Direct Touch team. The Whistle-Blower Protection Policy aims to:

- Allow and encourage stakeholders to bring to the management notice concerns about unethical behaviour, malpractice, wrongful conduct, actual or suspected fraud or violation of policies.
- Ensure timely and consistent organizational response.
- Build and strengthen a culture of transparency and trust.
- Provide protection against victimization.

The Audit Committee periodically reviews the existence and functioning of the mechanism. It reviews the status of complaints received under this policy on a quarterly basis. The Committee has, in its Report, affirmed that no person has been denied access to the Audit Committee.

CEO/ CFO certification

The CEO and CFO certification on the financial statements and the cash flow statement for the year is placed at the end of this Report.

Legal Compliance Reporting

The Board of Directors reviews in detail, on a quarterly basis, the report of compliance with respect to all applicable laws and regulations. Any non-compliance is taken up by the Board with utmost business fixation of accountability and reporting of steps taken for rectification of non-compliance.

5. PUBLIC DEPOSIT: Not applicable**6. DIRECTORS:**

During the year under review Prabir Choudhury ceased from the Board due to death and in his place Shri Jahar Bagchi has been appointed.

Prabir Chaudhury, who was Independent Director for a long period of 18 years, expired on 28th April, 2021.

The members of the Board express their condolences on the death and also expressed sincere recognition of the guidance of Late Prabir Chaudhury during his tenure in the company.

Shri HPKhetawat,(86) the main promoter of BWL Limited expired on 18th June 2021. He founded the company in the year 1971 Bhilai and was CMD of the company for a long time. BWL was first listed company of present CG Region at BSE, and the Public Issue of Shares were oversubscribed. He also diversified the company by putting up OFC Cable for Telecom sector.

Though he has resigned from the Board in the year 2006 but continued to give the advice and guidance to the management for betterment of the company.

The Board of Directors, other KMPS and shareholders records the services of Late Shri H P Khetawat and pray for peaceful stay at his heavenly abode.

7. BUSINESS RESPONSIBILITY**REPORT; Not Applicable****8. INDUSTRIAL RELATION:**

Industrial relations remained more or less cordial during the y

9. DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

Please refer Annexure (A) to this Report.

10. ANNUAL EVALUATION OF BOARD'S PERFORMANCE:

The Board of Directors upon recommendation of Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Board of the Company, its Committees and the individual Board members, including Independent Directors.

Performance of each Independent Director is subject to evaluation by the entire Board, excluding the Director being evaluated.

Performance evaluation by the Board in terms of criteria laid down is the determining factor of extending , continuing, discontinuing and revising terms of appointment, of a director after expiry of his term.

11. NUMBER OF MEETINGS OF THE BOARD

4 (Four) meetings have been held during the FY 2021-22 .

12. DECLARATION OF INDEPENDENCE

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued there under as well as Clause 49 of the erst while Listing Agreement.

13. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) of the Companies Act, 2013, the Directors confirm that:

in the preparation of the annual accounts for the financial Year ended 31st March, 2022, the applicable Indian Accounting Standards and Schedule III of the Companies Act, 2013, have been followed.;

- (a) 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 your Company as at 31st March, 2022 and of the profit and loss of the Company for the financial year ended 31st March, 2022;
- (b) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (c) the annual accounts have been prepared on a 'going concern' basis;
- (d) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (e) Proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

14. AUDITORS AND AUDITOR'S REPORT:

Statutory Auditor

The term of 5(Five) years of the statutory Auditors of the company M/S Basu Chanchani & Deb will be expire in the ensuing Annual General Meeting and In their place the Board on recommendation from the audit Committee recommended to the shareholders in the ensuing Annual General Meeting to appoint M/S G Basu & Co Chartered Accountants as a Statutory Auditor of the Company for a term of 5 (Five) years .

The observations of the Auditors when read with the corresponding reference in Notes on Accounts will be found self-explanatory.

Secretarial Audit:

CS. Ms. Soma Sasha, Company Secretary has conducted the Secretarial Audit of your Company for the year 2021-22. The Secretarial Audit Report is annexed herewith as “**Annexure - [B]**” to this Report. The observations of the Auditors and further comments thereon will be found self explanatory.

15. EXTRACT OF ANNUAL RETURN:

Please refer **Annexure [C]** to this Report.

16. RELATED PARTY TRANSACTIONS:

The details of related party transactions as required under Ind AS 24 are set out in Note 22 to the Financial Statement forming part of this Annual Report.

The Form AOC – 2 pursuant to Section 134 (3) (h) of the Companies Act, 2013 read with Rule 8 (2) of the Companies (Accounts) Rules, 2014 is set out as Annexure (D) to this Report.

17. LOANS AND INVESTMENTS:

Not applicable.

18. RISK MANAGEMENT:

The Risk Management Committee constituted on 6th August,2015 and the role of the committee is as under :

1. Preparation of Risk Management Plan, reviewing and monitoring the same on regular basis.
2. To update Risk Register on quarterly basis.
3. To review appropriateness of risk factors identified by management.
4. To take cognizance of internal and extraneous situation in domestic and global context with propensity to aggravate risk factors.
5. To review critical risks identified by Joint Chief Risk Officer(s) and Management Committee on quarterly basis

6. To report key changes in critical risks to the Board on quarterly basis.
7. To report critical risks to Audit Committee in detail on yearly basis.
8. To perform such other functions related to risk scenario as may be deemed or prescribed fit by the Board

19. CORPORATE SOCIAL RESPONSIBILITY:

Not applicable.

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUT GO:

Please refer Annexure [E] to this Report.

21. SIGNIFICANT / MATERIAL ORDERS PASSED BY THE REGULATORS:

Nil

22. Details in respect of adequacy of internal financial control (IFC) with reference to the financial statements (Rule 8 (5) (viii) of Companies (Accounts) Rules , 2014

Despite meager activity level due to prolonged suspension of work IFC mechanism is sound enough to ensure true and fairness of financial statements. In limited context Company's functioning .

Details of control mechanism in existence include :

- a) Periodic physical verification of Fixed Assets and comparison there of with book records at least once in a year :
- b) Periodic physical verification of inventories at least once in a year and comparison there of with book records.
- c) Quarterly physical verification of cash
- d) Keeping Bank Reconciliation statement up to date on monthly basis
- e) Keeping accounts up to date on regular basis
- f) Timely payment of all statutory dues without default

- g) Regular assessment of Risk factors on possible crystallization of liabilities under dispute by way of consultation with concerned legal Practitioners
- h) Restricting issuance of Cheque under joint authority of whole Time Director and CFO .
- i) Compliance of all formalities laid down under Companies Act and Listing Obligations so far possible without any default.
- j) Ensuring proper Security arrangement for safe - guarding the assets and regular inspection by WTD (also a qualified engineer) of Assets to take measure against possible decoration in their operability.

True that control matrix's could not be developed to plug every loopholes Which is attributed to dismal financial standing of the company including. restriction on usability of available fund as well imposed by authorities.

- k) Gearing up financial control through cost curtailment measure.

Self evolution of Board including it's Committee and Individual members section (134 (3) (P) of Companies Act,2013) Being under prolonged closure , time is not ripe to assess performance of overall Board or any Committee of Board or any individual member of Board except for effort of management to overcome present impasse arising due to pending decision from BIFR, the progress of proceedings at the end of directorate being observed miserably slow and finally w.e.f 01/12/ 2016 SICA has been repealed and Insolvency and Bankruptcy Code, 2016 has been introduced. As per new enactment a company in respect of which such appeal or reference or enquiry stand abated may make reference to Company Law Tribunal under the insolvency and Bankruptcy Code, 2016 within one hundred and eighty days from the commencement of the Code in accordance with the provision of the Code i.e. default in payments of financial debt or operation debt. As your Company has no financial debt or undisputed operational debt , as such not covered under the Code.

23. The evolution exercise had been predominantly restricted to adherences' of statutory compliances'.

- a) Board sat and took up issues in due cognizance of statutory requirement and other utilitarian considerations without default or negligence.
- b) Each committee of the Board performed duties entrusted to each by Board , listing obligations and Companies Act,2013 and no deficiencies in prima facie noticeable in their functioning .
- c) Each of Independent members of the Board did their best to assist Board in performance of it's duties and responsibilities according to exigency of situation – legal and practical.

Each Whole Time Director did their best to perform responsibilities conferred on them in executive capacity as well as member of the Board.

24. Risk Management Policy - Development & Identification of Risk that may Jeopardize Company's existence (134 (3) (N))

- a) Statutory Liabilities in dispute as referred to in financial statement :

Legal opinions are in favour of practically absence of any Risk on account of vexatious grounds of raising of demands by the directorate. As such same do not deserve to be reckoned as genuine in risk factor as per opinion of the management.

- b) Comprehensive Business Continuity Plan ((CBCP) and Disaster Recovery Plan (DRP) :

- i) **CBCP**

True that due to prolong closure , market contract has suffered to some extend . However years old track record of the Company read with absence of not many similar Unit coming up within interim period establishing the company's market in terms of it's former – self is likely to meet any serious challenge.

However foundation of such plan in comprehensive contest is awaited.

ii) **DRP**

Issues which may prove disasters to the destiny of Company include Govt. Policy , Technological metamorphosis, cyber risk.

Notwithstanding absence of any definite remedy plan on aforesaid risk predicaments the company is trying to save it's existing fund base adjust with new dispensation in days ahead.

However, cyber protection measure is costly a device to initiate at this point of financial standing of the Company

APPRECIATION

Your Directors express their appreciation for support extended by the employees, customers, vendors and other agencies. The members wish to place on record their sincere appreciation for the wise council, guidance and cooperation extended, by all .The Board express as thanks and gratitude to share holders for their continued confidence reposed on the management.

For and on behalf of the
Board

Place Kolkata
Date 26.05.2022

(SunilKhetawat)
Managing Director

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY

We, Sunil Khetawat, Chief Executive Officer and Shyam Niyogi, Chief Financial Officer, of BWL Limited, to the best of our knowledge and belief certify that:

1. We have reviewed the financial statements and the cash flow statements of the Company for the year ended March 31, 2022.
2. To the best of our knowledge and information:
 - a. These statements do not contain any materially untrue statement or omit to state a material fact or contains statement that might be misleading;
 - b. 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 except for accountable of gratuity & leave Salary refer to in Item i of Auditors Report which has been appropriately addressed in corresponding note No25 forming part of accounts.
3. We also certify, that based on our knowledge and the information provided to us, there are no transactions entered into by the Company, which are fraudulent, illegal or violate the Company's code of conduct.
4. The Company's other certifying officers and we are responsible for establishing and maintaining internal controls for financial reporting and procedures for the Company, and we have evaluated the effectiveness of the Company's internal controls and procedures pertaining to financial reporting.
5. **The Company's other certifying officers and we have disclosed, based on our most recent evaluation, wherever applicable, to the Company's auditors and through them to the Audit Committee of the Company's Board of Directors:**
 - a. All significant deficiencies in the design or operation of internal controls, which we are aware and have taken steps to rectify these deficiencies;

- b. Significant changes in internal control over financial reporting during the year;
- c. Any fraud, which we have become aware of and that involves Management or other employees who have a significant role in the Company's internal control systems over financial reporting;

(Sunil Khetawat)
Managing Director & CEO

(Shyam Niyogi)
CFO

Place : Kolkata

Date : 26th May 2022

CERTIFICATION BY CHIEF EXECUTIVE OFFICER OF THE COMPANY

I declare that all Board Members and Senior Management have affirmed compliance with the code of conduct for the financial year 2021-22.

Place : Kolkata

(Sunil Khetawat)

Date 26th May,2022

Managing Director & CEO

Annexure [A] to Board's Report

Information required under Section 197 of the Companies Act, 2 of Managerial Personnel) Rules 2014

A. Ratio of remuneration of each Director to the median remuneration of all the employees of your Company for the financial year 2021-22 is as follows:

Name of Director	Total (Rs) in'00	Ratio of remuneration of director Remuneration to (the ') Median remuneration
Sunil Khetawat	12620	205.28
Sandeep Khetawat	11688	190.12

Notes:

1. The remuneration to Directors does not include sitting fees paid to them for the financial year 2021-22.
2. Median remuneration of the Company for all its employees is Rs.6147 for the financial year 2021-22.

B. Details of percentage increase in the remuneration of each year 2021-22 are as follows:

Name	Designation	Remuneration		(Amount in Rs') in Increase/ (Decrease) %
		2021-22	2020-21	
Sunil Khetawat	Managing Director & CEO	12620	11886	6.17
Sandeep Khetawat	Whole Time Director	11688	11142	4.90

C. Percentage increase in the median remuneration of all employees in the financial year 2021-22:

	2020-21 (Rs)	2019-20 (Rs)	Increase (%)
Median remuneration of all employees per annum	6147	6124	0.39

D. Number of permanent employees on the rolls of the company as on 31.03.2022:

	2021-22	2020-21
Executive/Manager	3	3
cadre Staff	1	1
Operators/Workmen	-	-
Total	4	4

E. Explanation on the increase in remuneration and Company Performance:

(' in Rs) '00

	2021-22	2020-21	Decrease In Loss%
Net Revenue from Operations		-	(
(Loss)/ Profit Before Tax and Exceptional Items	(50884)	(79551)	36.0)
(Loss)/Profit After Tax	(50884)	(79551)	(36.0 0)

F. Comparison of the remuneration of the key managerial Personnel against the performance of the company:

The remuneration of key Managerial Personnel increased by around 0.5.71% in 2021-22, against the loss before Tax and Exceptional items decreased by 36% in 2021-22, compared to 2020-21

G. Details of share price and Market Capitalization:

Though the shares of your company is Listed with BSE Limited but not traded during the year as such the data could not be furnished as required under Rule 5 (1) (VII) of the Companies (Appointment and Remuneration) Rules 2014.

H. Comparison of average percentage increased in salary of employees Other than the Key Managerial Personnel and the percentage increased in the Key Managerial Remuneration:

(Amount in Rs'00)

	2021-22	2020-21	Increase %
Average Salary of all employees (Other than Key Managerial Personnel) Key Managerial Personnel	5233	5190	0.82
Salary of MD &CEO-	12620	11889	6.17
Salary of Executive Director (WTD)	11688	1142	4.90
Salary of CFO	6367	5942	7.15
Salary of Company Secretary	2400	2400	

H.

I. Key parameters for any variable component of Remuneration

Availed by the Directors:

No variable component of Remuneration has been availed by the Directors.

The Nomination and Remuneration Committee approves the compensation package of the Managing Director & CEO and Whole Time Executive Director. The committee ensures that the compensation package is in accordance with applicable Laws in line with the company's objectives, share holder's interest, and Industry standards and have an adequate balance between fixed and variable components.

J. There are no employees of the Remuneration in excess of the highest paid / approved Remuneration of the Directors of the company.

K. Affirmation:

Pursuant to Rule 5 (1) (XII) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, it is affirmed that the Remuneration paid to the Directors , Key Managerial Personnel and Senior Management is as per the Remuneration policy of your company.

2 PARTICULARS OF EMPLOYEES:

No one was employed during the whole or part of the year drawing remuneration attracting disclosure under Rule 5 (2) of the Companies (Appointment and Remuneration Of Managerial Personnel) Rules 2014.

Annexure- B

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2022

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

To

The Members,

BWL LIMITED

INDUSTRIAL AREA BHILAI DURG

INDIA- 490026

CIN:L27105CT1971PLC001096

Authorized Capital: Rs.150000000/-

Paid Up Capital: Rs.93199650/-

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by M/S BWL LIMITED(hereinafter called the "Company" Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/ statutory compliance and expressing my opinion thereon.

Base on my verification of the company's books, papers, minute books, forms, maintenance of various statutory registers as per Companies Act, 2013 and documents and returns filed and other records maintained by the company and also the information provided by the company, officers, agents and authorized

representatives during the conduct of secretarial audit. I hereby report that in my opinion the company has during the audit period covering the financial year ended on 31.03.2022 complied with all the statutory provisions listed hereunder and also that the company has proper board -process and compliance – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter;

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. BWL LIMITED, for the financial year ended on 31.03.2022 according to provision of:-

- (i) The Companies Act, 2013 (The Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; (Not applicable to the Company during the Audit period)
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (Not applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(Not applicable to the Company during the Audit Period);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period), and
- (i) The Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulation 2015.

I have also examined compliance with the applicable clauses of the following: -

1. Secretarial Standard issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs (MCA) SS1 and SS2 dated 10th April, 2015.
2. The Listing Agreement entered into by the Company with Stock Exchange.

During the period under review the company has complied with the provision of the Act Rules Regulations Guidelines, standards etc. **mentioned above except to the extent mentioned elsewhere in this report.**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and there is re-constitution of Board of Directors during the period under review. The proceedings of the Board were carried out in compliance with the provisions of the Act.

I further report that Directors have complied the requirements of disclosure of interest and concern in contract and arrangements, shareholding and directorship in other companies and interest of other entities. The Directors have also complied with the disclosure requirement in respect of their eligibility of appointment, their being independent, compliance with the code of conduct for directors.

I further report that there was proper appointment and remuneration of Statutory Auditor and Internal Auditor.

Adequate notice is given to all directors to schedule the board meeting, agenda and detailed notes on Agenda were sent at least 7 days before the meeting and clear 21 days' notice for holding of

Annual General Meeting. A system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

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

I further observed that, during the year under review there was no transfer of shares.

I further report that there are adequate system and process in the company commensurate with the size and operation of the company to monitor and ensure compliance with applicable laws, rules, regulation, guidelines. There was compliance in respect of The Employees State Insurance Act, 1948, The Employees Provident Fund and Miscellaneous Provision Act, 1952, Chhattisgarh Vat Act, 2005, Central Board of Excise & Custom, Goods and Service tax 2017 but during the financial year the company paid excess challan for appointment of Director vide SRN no- T56281140 and AOC-4 XBRL vide SRN no – T56239593.

I further report that compulsory dematerialization of securities has been mandated w.e.f 01-04-2019 by SEBI. However, the company's securities are still held in physical mode and transfer activities are conducted in house instead of through Registrar and Transfer agent (RTA) as the company has not appointed any RTA. The management explained that there is no trading of securities through exchange for more than a decade and present addresses and mail-ids of the shareholders are not being updated by them because of lack of information from the Share Holder. On the same reasons as well as company's inability to afford substantial initial and recurring costs of dematerialization, the company has requested to BOMBAY STOCK EXCHANGE (BSE) as well SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) for exemption, which is remaining unreplied till the date of this report. Quarterly Results have not been published in any newspaper about notice of Board meeting and there is also no practice of Publication of quarterly Financial Results. It has been explained by the management that in view of financial constraint of the company the above compliances have been discontinued and also reporting that Regulation-47(3) of SEBI (LODR) REGULATIONS, 2015 of uploading advertisements of notice of Board meeting dates and financial results within 48 hours of completing meeting is also violated. The company do not have any RTA and the shares are still not dematerialized because of financial crunch of the company. There is compliance requirement under SEBI(ICDR) Regulations, SEBI(SAST) Regulations SEBI (insider Trading Regulations), buy back regulations, SCRA etc but there is no trading of shares in the stock exchange for last 10 years.

In addition to above the following litigation are pending for and against the company since earlier years

1. Sales Tax matter pending before CG High Court, Board of Revenue and Additional commissioner of commercial tax.
2. Custom duties on imported wire rod
3. ESI contribution for the period from 1991 to 1998
4. Case on water pollution
5. Arbitration award for RM Assistance recoverable from BSNL award was published in favor of the company against that BSNL filed appeal before HC who had set aside with some modification. BWL filed SLP and BSNL also filed SLP before Supreme court.
6. Arbitration award for wrong deduction of LD and price on supply of OFC Cable to BSN published in favour of the company for which BSNL filed appeal before Delhi High court.

Place: Kolkata

Date: 16.06.2022

Name of Company Secretary in Practice: CS. Soma Saha

ACS No.- 33125

CP No. -12237

UDIN NO: A033125D000499041

(This report is to be read with my letter of even date which is annexed as **Annexure –A** and forms an integral part of this report as representation received from management.

Annexure-A

To

The Members,

BWL LIMITED

INDUSTRIAL AREA BHILAI DURG

INDIA- 490026

CIN: L27105CT1971PLC001096

Authorized Capital: Rs.150000000 /-

Paid Up Capital: Rs.93199650/-

My Report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial record. I believe that the process and practices, we followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules regulations standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Signature:

Place: Kolkata

Date: 16.06.2022

Name of Company Secretary in Practice: CS. Soma Saha

ACS No. -33125

CP No. - 12237

UDIN NO: A033125D000499041

Address of the Registered Office and Contact Details

Address	Plot 6,7 & 8 Industrial Area,
Town / City	Bhilai
State	Chhattisgarh
Pin Code	490026
Country Name	India
Country Code	IND
Telephone with STD Area Code Number	+91 9329108314
Fax Number	+ -
Email Address	bwltd14@gmail.com
Website, if any	www.bhilaiwire.com

Name of the Police Station having jurisdiction where the Registered	Jamul, Bhilai
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vi) **Whether shares Listed on** Yes

Stock Exchange(s)

Details of the Stock Exchanges where shares are listed: Stock Exchange
Name Code

BSE Limited (BSE) 504643

vii) **Name and Address of Registrar (RTA)**

Company is maintaining share Transfer and other Related matter in-house as such , no Registrar (RTA) has been appointed by the company.

II) **PRINCIPLE BUSINESS ACTIVITIES OF THE COMPANY:**

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

Name and Description of main products/services	NIC Code of Service	% to total the Product /turnover of the company
Steel Wires	X100	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND

ASSOCIATE COMPANIES Not Applicable

IV. SHAREHOLDING PATTERN (Equity share capital break-up as percentage of Total Equity)

i) Category-wise Shareholding:

Category of Shareholders	the No.beginning of shares held at the of end of the year year				the No.beginning of shares held at the of end of the year year				% Change during the Year
	(As on 31.03.2021)				(As on 31.03.2022)				
	Dem at	Physi cal	Total total share s	% of	Dem at	Physi cal	Total total shares	% of	
A. Promoters									
1) Indian									
a. Individuals/HUF	-	2372401	2372401	33.99	-	2372401	2372401	33.99	0.00
b. Central Govt.	-	-	-	-	-	-	-	-	0.00
c. State Govt.(s)	-	-	-	-	-	-	-	-	0.00
d. Bodies Corporate	-	640933	640933	9.18	-	640933	640933	9.18	-
e. Banks/FI	-	-	-	-	-	-	-	-	0.00
f. Any other (specify)	-	-	-	-	-	-	-	-	0.00

i. Trusts	-	-	-	-	-	-	-	-	0.00
Sub-Total (A) 30,13,334 (1)		3013334	3013334	43.17		3013334	3013334	43.17	0.00
2) Foreign									
a. NRI Individuals	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corporate	-	-	-	-	-	-	-	-	-
d. Banks/ FI	-	-	-	-	-	-	-	-	-
e. Any other (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (A) (2)- Total Shareholding of Promoter(s) (A)=(A) (1) 30,13,334 + (A) (2)- B Public Shareholding									
		3013334	3013334	43.17		3013334	3013334	43.17	0.00
1) Institutions		12450	12450	0.18	-	12450	12450	0.18	-
a. Mutual Funds/ UTI		252300	252300	3.61	-	252300	252300	3.61	-
b. Banks/ FI	-	-	-	-	-	-	-	-	-
c. Central Govt.	-	-	-	-	-	-	-	-	-
d. State Govt.(s)	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	-	104 50	0.1 5	-	104 50	104 50	0.1 5	-	-
f. Insurance Companies	104 50	-	-	-	-	-	-	-	-
g. FIs	-	-	-	-	-	-	-	-	-
h. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i. Others (specify)									

Sub-Total (B)		275200	275200	3.94	-	275200	275200	3.94	-
2) Non-Institutions		153342	153342	2.20	-	153342	153342	2.20	-
a. Body Corporates									
i. Indian		3134954	3134954	44.92	-	3135184	3135184	44.92	0.0
ii. Overseas	-								
b. Individuals		180900	180900	2.59	-	180900	180900	2.59	-
i. Individual Shareholders holding nominal share capital upto ₹ 1 lakh	-	221850	221850	3.18	-	221650	221650	3.17	-
ii. Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	-								
c. Others (specify)									
i. Non-Resident Indian									
ii. Overseas Corporate Bodies									
iii. Foreign Nationals									
iv. Clearing Members									
v. Trust									
vi. Foreign Bodies									
vii. Bodies									
Sub-Total (B)		3691076	3691076	52.89	-	3691076	3691076	52.89	

Total Public Shareholding (B)=(B)(1)+(B)(2)	-	3966276	3966276	56.83	-	3966276	3966276	56.83	-
C Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)		6979610	6979610	100.00	-	6979610	6979610	100.00	

ii) Share Holding of Promoters

S I N O	Share Holder's Name	Share holding at the beginning of the year (As on 01/04/2021)			Share holding at the end of the year (As on 31/03/2022)			
		No. Share	% of Total Share of the Company	% of Share Pledged / Encumbered to Total Share	No, Share	% of Total Share of the Company	% of Share Pledged / Encumbered to Total Share	% Change in Share holding during the year
1	Aekta Khetawat	251345	3.60	-	251345	3.60	-	-
2	Shreevardhan Khetawat	159550	2.29	-	159550	2.29	-	-
3	Sandeep Khetawat (HUF)	37100	0.53	-	37100	0.53	-	-
4	Sunil Khetawat & sons	93575	1.34	-	93575	1.34	-	-
5	H.P.Khetawat	59750	0.86	-	59750	0.86	-	-
6	H.P. Khetawat	375692	5.38	-	375692	5.38	-	-

	(HUF)							
7	Shanti Devi Khetawat	336720	4.82	-	336720	4.82	-	-
8	Sandeep Khetawat	408778	5.86	-	408778	5.86	-	-
9	Shraddha Khetawat	72277	1.04	-	72277	1.04	-	-
10	Sunil Khetawat	368064	5.27	-	368064	5.27	-	-
11	Tanush khetawat	50000	0.72	-	50000	0.72	-	-
12	Kumi Agro Inds. Ltd.	259999	3.73	-	259999	3.73	-	-
13	Sulabh Sales Pvt. Ltd.	380934	5.46	-	380934	5.46	-	-
14	Yashvardhan	159550	2.29	-	159550	2.29	-	-
	Total	3013334	43.19	-	3013334	43.19	-	-

iii) Change in Promoters Share Holding

Sl No		Shareholding at the beginning of the year (As on 01-04-2021)		Cumulative Shareholding during the year (01-04-2021 to 31-03-2022)	
		No, of Share	% of total share of the company	No, of Share	% of total share of the company
1	At the beginning of the year	3013334	43.19	3013334	43.19
	At the end of the year	3013334	43.19	3013334	43.19

iv) Share Holding Pattern of Top Ten Share Holders (other than Directors, and Promoters) Other than Promoters / Directors

Sl. No	Name of the Share holders	No. of Shares	%
1.	Abhay Krishgi Udyog Pvt. Ltd.	67188	0.96
2.	Anil K Poddar	61900	0.89
3.	Florescent Securities Ltd.	40850	0.59
4.	Gunvantien C. Kansara	34500	0.49
5.	Tara Devi Muktilal Paldiwal	20100	0.29
6.	Shailesh L. Shah/ Jtly. Jayshree S. Shah	16550	0.24
7.	Rohini V. Patwardhan	13850	0.20
8.	Dharmesh R. Shah	11400	0.16
9.	Rajesh C. Kansara	11300	0.16
10.	Shailesh L. Shah	11300	0.16
	Total	288938	4.14

v) Share holding of Directors & Key Managerial Personnel :

Sl. No.	Name	No. of Shares at the beginning On 01.04.2021	% of share holdings end of the year 31.03.2022
A.	DIRECTORS		
	Sunil Khetawat MD & CEO	368064	5.27
	At the end of the year 31/03/2021	368064	5.27
	Sandeep Khetawat	408788	5.86
	At the end of the year 31.03.2020	408788	5.86
	Malay Sengupta , Independent Director	Nil	
	Prabir Chaudhury, Independent Director	Nil	
	Shahin Basu Majumdar Independent Director	Nil	
B.	KEY MANAGERIAL PERSONNEL :		
	Shyam Niyogi ,CFO	125	

VI. NDEBTEDNESS

Indebtedness of the Company including interest outstanding/
Accrued and due and accrued but not due for payment: (in Rs .00.)

	Secured Loans	Unsecured Loans (excluding deposits)	Depo sits	Total Indeb tedness
		1011913		101193
		-		-
		-		-
		101193		101193
		42850 (3850)		42850 (3850)
Net Change	-		-	
		1050913		1050913
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	NIL	1050913	NIL	1050913

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in Rs'00 `)

Sr · N o.	Particulars of Remuneration	Name of the Managing Director Sunil Khetawat
1.	Gross salary (excluding Commission)	
	(a) Salary as per provisions contained in Section 17(1) of the	
	Income-tax Act, 1961	8400
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2808
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	-
	- as % of profit	-
5.	Others - Employer contribution to provident and other funds	1412
	Total	12620
	Ceiling as per the Act*	30000

* Remuneration paid to the Managing Director is within the ceiling provided under Section 197 of the Companies Act, 2013.

II.

Sr No.	Particulars of Remuneration	Name of the Whole Time Executive Director Sandeep Khetawat
1.	Gross salary (excluding Commission) (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	7760 2616 -
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission - as % of profit	-
5.	Others - Employer contribution to provident and other funds	1312
	Total	11688
	Ceiling as per the Act*	30000

* Remuneration paid to the Whole time Director is within the ceiling provided under Section 197 of the Companies Act, 2013.

B. Remuneration to other Directors: Nil

c. Remuneration to Key Managerial Personnel other than Md/Manager/Wtd:
(Amount in Rs'00`)

Sr · N o.	Particulars of Remuneration	Key Managerial Personnel Shyam Niyogi CFO
1.	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	4603 1764 -
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission –as % of profit	-
5.	Others - Contribution to Provident and other funds	-
	Total	6367

Sr No.	Particulars of Remuneration	Key Managerial Personne I Subroto Kumar Ray Company Secretary
1.	Gross salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	2400
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission – as % of profit	-
5.	Others - Contribution to Provident and other funds	-
	Total	2400

VII;- PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES (under the Companies Act)

No penalties/punishment/compounding of offences were levied under the Companies Act, 2013.

Annexure [D] to Board's Report

FORM AOC – 2

(Pursuant to Section 134(3)(h) of the Companies Act, 2013 read

Form for disclosure of particulars of contracts/arrangements to in Section 188(1) of the Companies Act, 2013 including cert

1. Details of contracts or arrangements or transactions not at

- (a) Name(s) of the related party and nature of relationship
 - i. Hari Prasad Khetawat relative of whole time directors
 - ii. Bhubneswari investmmt Pvt Ltd A company in which one of the director is also director in this company
- (b) Nature of contracts/arrangements/transactions
 - i. Appointed as a Corporate Adviser of the Company.
 - ii. Taken rent for Office Space for Kolkata Branch
- (c) Duration of the contracts / arrangements/transactions
 - i. Contract was ceased since june 2022 on his demise
 - ii. Taken on rent for three years wef from 01/12/2018 with a monthly rental of Rs 50 and subsequently renewed for further 3 years
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - i. To look after the various Arbitration cases etc pending before the various forums.
 - ii. Explained in para C above
- (e) Justification for entering into such contracts or arrangements or transactions
 - i. All the disputed matter with the customers had arisen during his tenure when he was the CMD of the Company which are still pending as such independent members of the board desire to take his association with the advocates etc so that cases can be handle properly.
 - ii. Explained in earlier para C
- (f) date(s) of approval by the Board
 - i. 12/08/2018 & 14.082020
 - ii. 13/11/2018 &
- (g) Amount paid as advances, if any
No advances have been paid
- (h) Date on which the special resolution was passed
Not applicable as the amount of remuneration/ service charges are within the power of the Board
- (i) Amount paid as advances, if any Not applicable
- (j) Date on which (a) the special resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013 Not applicable due to the reason as stated above

2. Details of material contracts or arrangement or transaction

(a) Name(s) of the related party and nature of relationship	NIL
(b) Nature of contracts/arrangements/transactions	NIL
(c) Duration of the contracts/arrangements/transactions	NIL
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
(e) Date(s) of approval by the Board, if any	47 NIL
(f) Amount paid as advances, if any	NIL

ANNEXURE (E) TO BOARD'S REPORT**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO**

Section 134 of the Companies Act, 2013 read with Rule 8 (3) of Companies (Accounts) Rules, 2014

1. CONSERVATION OF ENERGY:

- a) As suggested by petroleum Conservation Research Association (under the ministry of Petroleum and Natural Gas, Government of India) few modifications have been done in the Galvanizing Plant in earlier years.
- b) Additional investment and proposals, if any, for reducing consumption of energy: The company intend to make investment during the current financial year after restart of the unit as suggested by the energy auditor to reduce the energy consumption.
- c) Impact of measures at (a) & (b) above for reducing energy consumption and consequent impact on the cost of production of goods. The impact is expected during the current fiscal once the units restart.
- d) Total energy consumption per unit of production are given below :-

A. POWER AND FUEL CONSUMPTION

	Financial Year Ended 31st March 2022	Financial Year Ended 31st March 2021
Electricity:		
a) Purchased		
Unit (in KWH)	32703	51058
Total Amount (Rs.in Lacs)	3.58	5.15
Rate per Unit (in Rs.)	11.09	10.08
b) Own generation:		
(I) Through Diesel Generator:		
Unit (in KWH)	—	—
Unit generated/lr.of diesel	—	—
Cost/Unit (in Rs.)	—	—
(II) Furnace Oil:		
Quantity (in K.Ltr)	—	—
Total Amount (Rs.in Lacs)	—	—
Average rate/K.Ltr (in Rs.)	—	—

B. CONSUPTION PER UNIT OF PRODUCTION:

Steel Wire Division: As there was no production in the unit, the power has been consumed for lighting load of Administrative office and Factory shed.

2. TECHNOLOGY ABSORPTION:

- a) Benefit derived as a result of above R&D.

The brightness in the finished wires have been improved during the period when the plant was under operation.

- b) Future plan on R&D:

R&D activities will be continued in the specific areas for production of various qualities of wire in wide range of Hardware Fixture required for installation of Optic Fibre Cable and Transmission Tower etc.

- c) Expenditure on R&D: NIL

3. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Earned Rs. Nil

Out go Rs. Nil

INDEPENDENT AUDITOR'S REPORT
To the Members of BWL Limited
Report on the Audit of the Financial Statements

I. Qualified Opinion

I. We have audited the financial statements of **BWL Limited** ("the Company"), which comprise the balance sheet as at **March 31, 2022**, and the statement of Profit and Loss, *statement of changes in equity* and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the *Basis for Qualified Opinion* section of our report, the aforesaid financial statements give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **March 31st, 2022** and loss, *changes in equity* and its cash flows for the year ended on that date.

II. Basis for Qualified Opinion

- i) Treatments of gratuity and leave salary are not in conformity with IND-AS-19 impacts thereof are not readily ascertainable. (Refer Note No 3 (25))
- ii) Depreciation on components as laid down in foot note - 4 Schedule II of Companies Act, 2013 for implementation from financial results of 31st March, 2016 has not been accounted for (Refer Note No. 3 (30))

III. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Basis for Qualified Opinion* section we have determined the matters described below:

Sr.No.	Key Audit Matter	How our audit addressed the key audit matters
1	The accounts of the company have been drawn up on going concern assumption notwithstanding continuous erosion of net worth and suspension of work in the fluctuate over a number of period	<i>Principal Audit Procedures we are unable to comment on extent of adjustments that may be necessitated against assets and liabilities of the company if company ceases to continue as a going concern following adverse predicament.</i>

<p>2.</p>	<p>Litigations and claims –provisions and contingent liabilities</p> <p>As disclosed in Notes detailing contingent liability and provision for contingencies, the company is involved in direct, indirect tax and other litigations ('litigations') that are pending with different statutory authorities. Whether a liability is recognized or disclosed as a contingent liability in the financial statements is inherently judgmental and dependent on a number of significant assumptions and assessments. The amounts involved are potentially significant and determining the amount, if any, to be recognized or disclosed in the financial statements, is inherently subjective.</p>	<p>Our key procedures included the following:</p> <ul style="list-style-type: none"> Assessed the appropriates of the company accounting policies, including those relating to provision and contingent liability by comparing with the applicable accounting standards; Assessed the company process for identification of the pending litigations and completeness for financial reporting and also for monitoring of significant developments in relation to such pending litigations; Engaged subject matter specialists to gain an understanding of the current status of litigations and monitored changes in the disputes, if any, through discussions with the management and by reading external advice received by the company, where relevant, to establish that the provisions had been appropriately recognized or disclosed as required; Assessed the company assumptions and estimates in respect of litigations, including the liabilities or provisions recognized or contingent liabilities disclosed in the financial statements. This involved assessing the probability of an unfavorable outcome of a given proceeding and the reliability of estimates of related amounts; Performed substantive procedures on the underlying calculations supporting the provisions recorded; Assessed the management's conclusions through understanding precedents set in similar cases; and considering the appropriateness of the company's description of the disclosures related to litigations and whether these adequately presented in the Standalone financial statements.
<p>3.</p>	<p>A number of claims totaling Rs.7.26 crores approximately has been lodged by the company against BSNL on various issues. (Refer Note No 3(18))</p>	<ul style="list-style-type: none"> Necessary papers including the order of honourable Supreme Court have been verified by us in order to ensure the correctness of accounting of the said claim.

IV Information other than the financial statements and Auditor’s Report there on;

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management discussion and Analysis, Board’s Report including Annexures to Board’s Report and Shares holder’s information, but does not include the Financial Statements and auditors’ report there on. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon .

In connection with our audit of financial statements, our responsibility is to read the information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is material misstatement of this other information, we were required to Report that fact. We have nothing to Report in this regard.

V. Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the IND-AS and other accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. The respective board of Directors of the companies are also responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Board of Directors of the company is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

VI. Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may

involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in financial statements.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and

other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

- From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

VII. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure -2 statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid financial statements.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books..
 - (c) The Balance Sheet, the Statement of Profit and Loss, the Statement of changes in Equities and the Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the financial statements.
 - (d) In our opinion, the aforesaid financial statements comply with the IND AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on **31st March, 2022** taken on record by the Board of Directors, none of the directors is disqualified on **March 31st, 2022** from being appointed as a directors in terms of section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure - 1.
 - (g) With respect to the other matters to be included in Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended ;
In our opinion and to the best of our information and according to explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with

Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements—Refer **Note 3 (21)** to the financial statements.
 - ii. The Company does not have any material foreseeable loss arising out of derivative contract
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- IV. (a) The management has represented that, the best of its knowledge and belief, no funds have been advanced or loaned or invested (either borrowed funds or share premium or any other sources or kind of funds) by the company or in any other persons or entities including foreign entities (intermediaries) with the understanding, whether recorded in writing or otherwise, that the intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“ultimate Beneficiaries”) by or on behalf of the company or provide any guarantee, security or the like on behalf of the ultimate Beneficiaries.
- (b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities (“Funding entities”), with the understanding whether recorded in writing or otherwise, that the company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“ultimate beneficiaries”) by or on behalf of the funding parties or provide any guarantee, security or like on behalf of the ultimate beneficiaries.
- (c) Based on the procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (ii) and (iii) of Rule 11(e) contain any material misstatement.
- v. In view of accumulated loss Company did not declare and paid dividend during the Current year and also in the previous year.

UDIN : 22051800ALMYBT5518

Place : Kolkata

Date : 26th May 2022

Annexure-1

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

We have audited the internal financial controls over financial reporting of BWL Limited (“the Company”) as of **31st March 2022** in conjunction with our audit of the standalone Ind-AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

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

financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Besides since the productive activities are under suspension, application of IFC for financial reporting applied in limited context for the company.

Opinion

In our opinion, the Company has, an adequate internal financial controls system over financial reporting in limited context of its functionary and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

UDIN : 22051800ALMYBT5518

Place : Kolkata

Date : 26th May 2022

Annexure-2

Report on the matters Specified in paragraphs 3 and 4 of the Companies(Auditor's Report) Order, 2020

- i. a. The Company has maintained proper records showing full particulars including quantitative details and situation of Property, plant and equipment.
- b. The Company has no Intangible assets.
- c. The property and plant & equipment have been physically verified by the management at reasonable intervals. As informed no material discrepancies between book records and the physical inventories have been noticed on such verification.
- d. As per Information and Explanations given to us immovable properties held in the name of the Company. As the Company has taken no loan from Bank / Financial Institutions the immovable property has not been charge.
- e. The company has not revalued its property. Plant and Equipment during the year.
- f. No proceedings were been initiated or pending against the company for holding Benami property under the provision of Benami property Transaction Act, 1988(45 of 1988) and rules made thereunder.
- ii. a. The inventories have been physically verified during the year by management and as reported no material discrepancies were noticed. However, in our opinion the exercise verification needs to be more elaborative including technical evaluation of each item in the context of utility for the purpose of due identification of unusable stock for the purpose of assessment of realizable value in genuine prospective.
- b. The Company has not availed or been sanctioned any working capital loan from Banks or Financial Institutions' at any point during the year.
- iii. a. The Company has not made investments, provided any guarantee or Security or granted any loans or advances in the nature of loans , secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- b. The Company has no subsidiary and granted loans.
- iv. The company has not given any loans, guarantees, securities or make investments under section 185 and 186 of the Companies Act 2013.
- v. The Company has not accepted any deposit from the public within the meaning of Section 73 to 76 of the Act and the Rules framed there under to the extent notified.

- vi. Maintenance of cost records and accounts has not been prescribed by the Central Government undersubsection(1)ofSection148oftheCompaniesAct,2013.
- vii. a. According to information and explanations given to us, 'the company' is regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Goods and Service Tax, Cess and any other statutory dues to the appropriate authority to the extent applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2022 for a period of more than six months from the date of they become payable..
- b. The dues on account on sales tax, Excise Duty, and Customs duty disputed by the company andnotbeingpaid,vis-à-visforumswheresuchdisputesarependingarementionedbelow:-

Particulars	Forum where Dispute is pending	Amount (Rs.) in'000	Year of demand	Nature of dues
	High Court Chattisgarh	2, 144	1987-88	Levy of sales tax on sale of wires manufacture out of tax paid wire rod
	Board of Revenue	2,22,024	1997-98, 1999-2000 & 2001-2002	-do -
	Addl. Commissioner	4,09,196	1983-84, 1986-87, 1995-96, 1996-97, 1998-99, 2000-01, 2003-04 & 2005-06,	-do-
	Deputy Commissioner	21,590	1984-85, 1992-93 & 2002-03	-do-
Excise Duty	High Court Chattisgarh	8,730	1987-88	Levy of Excise duty on sales of Zinc ash & dross
	Commissioner	2,468	1980-81	Levy of additional custom duty on import of wire rod
	Appellate Tribunal	3,340	1980-81	-do-
E.S.I.	High Court	1,32,428	1991-98	ESI dues for the period when the company provided medical facility to the workers as per order of Hon'ble Supreme Court.

- viii. According to the information and explanation given to us there are no transactions that are not recorded in the books of accounts and nothing have been surrendered or disclose as income during the year in the tax assessment under the Income Tax Act, 1961(43 of 1961)

- ix. The Company has not defaulted in repayments of loans or other borrowings or in the payment of interest thereon.
- x. a. The Company did not raise any money by way of Initial Public Offer or (including debt instruments) further Public Offer
- b. The Company has not made any preferential allotment or private placement of Shares or convertible debentures (fully, partially or optionally convertible) during the year
- xi. a. Based upon the audit procedures performed on information and explanations given by the management to us , we report that no fraud by the company or any fraud On the Company by its Officers or Employees has been noticed or reported during the year and during the course of our audit
- b. No report under sub-section(12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under Rule13 of the Companies (Audit and Auditors) Rules, 2014, with Central Government.
- c. According to the information given to us no whistle – blower complaints received during the year by the Company
- xii. The Company is not a Nidhi Company.
- xiii. All transactions with the related parties are in compliance with section 177 and 188 of the companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements,asrequiredbytheapplicableaccountingstandards.
- xiv. TheCompany has Internal Audit Systems commensurate with the size and nature of its business
- xv. The Companyhasnoenteredintoanynon-cashtransactionswithdirectors.
- xvi. The Company is not required to be registered under section 45-I A of the Reserve Bank of India Act, 1934.
- xvii. The Company has incurred Cash Losses during the financial year and in the immediately preceding financial year.
- xviii. There has not been any resignation of the statutoryauditors during the year.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements , our knowledge of the Board of Director and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the

date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that our statement is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the company as and when fall due.

xx. The Company has no project in hand which is ongoing.

UDIN :22051800ALMYBT5518

Place : Kolkata

Date : 26th May 2022

BWL LIMITED
Regd. Office:- Industrial Area, Bhilai- 490026, (C.G)
BALANCE SHEET AS AT 31st March,2022

Rs in '00

PARTICULARS	NOTE NO	AS AT March 31st 2022		AS AT March 31st 2021	
		Rs.	Rs.	Rs.	Rs.
ASSETS					
NON-CURRENT ASSETS					
(a) Property, Plant and Equipent	3(1)		33,401		39895
(b) Financial Assets					
Others	3(2)		95,022		
(b) Other Non Current Assets					
Non Current Assets	3(3)		6,616		6692
Current Assets :					
Inventories	3(4)		7,225		7274
(a) Financial Assets					
(i) Cash and Cash equivalents	3(5)	71,143		81937	
(ii) Bank Balances other than (i) above		61,131		147547	
(iii) Others	3(6)	11,127	143,401	10956	240440
TOTAL :-			285665		294301
EQUITY AND LIABILITIES :					
EQUITY					
(a) Equity Share Capital	3(7)	700,922		700922	
(b) Other Equity	3(8)	(1487081)	(786159)	(1436197)	(735275)
LIABILITIES					
NON CURRENT LIABLITIES :					
a) Financial Liabilities					
Borrowings	3(9)	-		-	
		1,050,912		1011912	
		-		-	
		-		-	
b) Other Non Current Liabilities	3(10)	1	1,050,913	2	1,011,914
CURRENT LIABILITIES					
a) Financial Liabilities					
(i) Trade Payable	3(11)	5,611		10744	
(ii) Other Financial Liabilities	3(12)	11,840		4629	
b) Other Current Liabilities	3(13)	1,714		543	
(c) Provisions	3(14)	1,746	20911	1746	17662

TOTAL :-		285665	294301
Accounting policies	3(20)		
notes to Accounts	3(21) to (35)		

In terms of our report of even date

For and on behalf of the Board

Sunil Khetawat
Managing
Director&CEO

DIN 00391080

Sandeep Khetawat

Wholetime Director
DIN
00391181

Place Kolkata
Date 26th May, 2022

Subrata Kumar Ray
Company Secretary
PAN AFNPR0717D

Shyam
Niyogi
Chief Financial Officer
PAN ADLPN5438K

BWL LIMITED
BHILAI - 490 026 (CG)

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH-2022

		Rs in 00		
	PARTICULARS	Note No	For the year ended March 31st 2022	For the year ended March 31st 2021
I	Revenue from Operation.		-	-
II	Other Income:	3(15)	18,672	10598
III	Total Revenue (I + II)		18672	10598
IV	EXPENSES			
	a) Changes in Inventories	3(16)	50	-
	b) Employee. benefits Expense	3(17)	37553	35710
	b) Finance Cost	3(18)	15	15
	c) Depreciation & Amortisation Expense	3(1)	3,307	3856
	d) Other expenses	3(19)	28,631	50567
	Total Expenses		69556	90149
V	Profit/(Loss) before Exceptional items and Tax (III - IV)		(50884)	(79551)
VI	Exceptional Items		-	-
VII	Profit/(Loss) before Tax (V-VI)		(50884)	(79551)
VIII	Tax Expenses:-			
	Current Tax		-	-
	Deferred Tax		-	-
	Total Tax exenses		-	-
IX	Profit (+)/Loss (-)for the period (VII-VIII)		(50884)	(79551)
X	Other comprehensive income(Net of Tax)			
(a)	i) Items that will not be reclassified to profit or loss		-	-
	ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
(b)	i) Items that will be reclassified to profit or loss		-	-
	ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	Total comprehensive Income		-	-
XI	Total comprehensive income for		(50884)	(79551)

	the period (IX+X) (Comprising profit/(Loss) and other comprehensive Income for the period)			
XIII	Earning per Equity share (for discontaining & continuing operation)			
	a) Basic	in		
	Rs		(0.73)	(1.14)
	b) Dilluted	in		
	Rs		(0.73)	(1.14)
	Accounting Policies		3(20)	
	Notes to Accounts		3(21) to(35)	

In terms of our report of even date

For and on behalf of the Board

Sunil Khetawat

Managing Director&CEO
DIN 00391080Sandeep
Khetawat
Wholetime
Director
DIN 00391181

Place Kolkata

Date 26th May, 2022

Subrata Kumar Ray
Company Secretary

PAN AFNPR0717D

Shyam Niyogi
Chief Financial Officer
PAN
ADLPN5438K

BWL LIMITED
 Regd. Office;- Industrial Area, Bhilai- 490026, (C.G.)
 CASH FLOW STATEMENT (INDIRECT METHOD) FOR THE
 YEAR ENDED 31ST MARCH, 2022

	For the year ended 31.03.2022 (Rs.) in '00	For the year ended 31.03.2021 (Rs.) in'00
Cash Flow from Operating Activities :		
A.		
Net Profit/(Loss) before Tax & Extraordinary items	(50884)	(79551)
Adjustment for		
Depreciation	3307	3856
Interst Income	(10160)	(8717)
Profit on sale of tangible fixed assets	(2596)	(1880)
	<u>(60333)</u>	<u>(86292)</u>
Adjustment for Working Caital Movements :		
Trade & Other Receivables	330	(1,480)
Inventories		-
Trade and Other Payables	2985	(48)
	<u>(57018)</u>	<u>(87820)</u>
Direct Taxes - Refund/(Paid)	246	760
Operating Cash Flow :	<u>(56772)</u>	<u>(87060)</u>
Cash Flow from Investing Activities :		
B.		
Interst Received	9801	10238
Sale of tangible fixed assect		3351
Investment (Made) / Realised	(8605)	(2707)
Net Cash Flow from investing Activities	<u>6978</u>	<u>10882</u>
Cash Flow from Financing Activities :		
C.		
Receipt of Long Term Borrowings	42850	91500

Repayment of Long Term Borrowings	(3850)	
Receipt of Short term Borrowings	-	(250)
Repayment of Short Term Borrowings	-	-
Net Cash Flow from Financing Activities :	39000	91250
Net increase/(Decrease) in cash and cash		
Equivalents (A+B+C)	(10794)	
D Opening cash and cash Equivalents (Read with		15072
Schedule'12)	81937	
E Closing cash and cash Equivalents(D+E)(Read with		66865
Schedule'12)	71143	
F		81937
Break-up of Cash and cash equivalent :		
Cash in Hand	292	
Bank Balances	70851	622
		81315
	71143	81937

In terms of our report of even date

For and on behalf of the Board

Sunil Khetawat
Managing Director & CEO
DIN 00391080

Sandeep Khetawat
Wholetime Director
DIN 00391181

Subrata Kumar Ray
Company Secretary
PAN AFNPR0717D

Shyam Niyogi
Chief Financial Officer
PAN ADLPN5438K

Place Kolkata
Date 26th May, 2022

BWL LIMITED

Recd. Office; Industrial Area, Bhilai 490026(CG)

Statement of changes in Equity during the year ended 31st March 2022

	As at 31st March,2022	As at 31st March,2021
	Nos	Nos
Balance at the Beginning of the Reporting Period	69796100	69796100
Balance at the end of the Reporting Period	69796100	69796100

In terms of our report of even date

For and on behalf of the Board

Sunil Khetawat
Managing Director & CEO
DIN 00391080

**Sandeep
Khetawat**
**Wholetime
Director**
DIN 00391181

Place Kolkata
Date 26th May
2022

Subrata Kumar Ray
Company Secretary
PAN AFNPR0717D

Shyam Niyogi
Chief Financial Officer
PAN ADLPN5438K

BWL LIMITED

Regd.Office:- Industrial Area, Bhilai-490026, (C.G)

3. Notes to Accounts

Non Current Assets

1. Property, Plant and Equipements as at 31st March,2022

Rs in'00

	GROSS BLOCK				DEPRECIATION /AMORTISATION				NET BLOCK	
	As at 1st April 2021	Addition through acquisition During the Year	Sale/ Adjustment During the Year	As at 31st March 2022	As at 1st April 2021	Depreciation Amortisation For the Year	Sales/ Adjustment during the year	Up to 31st March 2022	As At 31st March 2022	As At 31st March 2020
Leasehold Land	352	-		352	31	6	-	37	315	321
Building	15,124	-		15,124	4,556	508		5,064	10,060	10,568
Plant & Equipment	14,995	-	2,906	12,089	-	-	-	-	12,089	14,995
Office Equipment	273	-		273	-	-	-	-	273	273
Furniture & Fixture	1,834	-	114	1,720	569	137	-	706	1,014	1,265
Vehicles	25,970	-	167	25,803	13,574	2,656	-	16,230	9,573	12,396
Weigh Bridge	77	-		77	-	-	-	-	77	77
TOTAL	58,625	-	3,187	55,438	18,730	3,307	-	22,037	33,401	39,895

NOTE :- i) Entire Building has been constructed on Leasehold Land.

ii) Leasehold Land relates to 31.15 Acres of Land at plot No.6,7, & 8 of Industrial Area village Chhawani Bhilai Dist: Durg in the State of Chattisgarh taken on Financial lease for a period of 99 years in the year of 1972.

iii) There are no other Capital Work in Progress, Investment Property, Goodwill, Other Intangible Assets, Intangible Assets Under Development and Biological Assets other than bearer plants excepting property, Plant and Equipment .

BWL LIMITED
 Regd.Office:- Industrial Area, Bhilai-490026, (C.G)

3. Notes to Accounts

Non Current Assets

1. Property, Plant and Equipements as at 31 March,2021

Rs in'00

	GROSS BLOCK				DEPRECIATION /AMORTISATION				NET BLOCK	
	As at 1st April 2020	Addition through acquisition During the Year	Sale/ Adjustment During the Year	As at 31st March 2021	As at 1st April 2020	Depreciation Amortisation For the Year	Sales/ Adjustment during the year	Up to 31st March 2021	As At 31st March 2021	As At 31st March 2020
Leasehold Land	352	-		352	25	6	-	31	321	327
Building	18,161	-	3,037	15,124	5,615	508	1,567	4,556	10,568	12,546
Plant & Equipment	14,995	-	-	14,995	-	-	-	-	14,995	14,995
Office Equipment	273	-		273	-	-	-	-	273	273
Furniture & Fixture	1,834	-	-	1,834	432	137	-	569	1,265	1,402
Vehicles	25,970	-		25,970	10,369	3,205	-	13,574	12,396	15,601
Weigh Bridge	77	-		77	-	-	-	-	77	77
TOTAL	61,662	-	3,037	58,625	16,441	3,856	1,567	18,730	39,895	45,221

NOTE :- i) Entire Building has been constructed on Leasehold Land.

ii) Leasehold Land relates to 31.15 Acres of Land at plot No.6,7, & 8 of Industrial Area village Chhawani Bhilai Dist: Durg in the State of Chattisgarh taken on Financial lease for a period of 99 years in the year of 1972.

iii) There are no other Capital Work in Progress, Investment Property, Goodwill, Other Intangible Assets, Intangible Assets Under Development and Biological Assets other than bearer plants excepting property, Plant and Equipment .

BWL LIMITED

Regd. Office:- Industrial Area, Bhilai-490026, (C.G)

3 NOTES TO ACCOUNTS:	AS AT March 31st,2022	Rs in'00 AS AT MARCH 31ST,2021
NON CURRENT ASSET :		
2 Financial Assets		
Others :		
Balances with Bank in Fixed Deposit		
Maturing After One Year	95,022	
3. Other non Current Assests :-	-	
Non Current Assests	-	
a) Security Deposit (inculding Bank Deposit Rs.2000/-	-	-
P.Y. Rs. 2000/- pledged) Considered Good	6,053	6194
	-	-
b) Advance payment of Income Tax	563	499
(Net of provision-NIL,previous year-NIL)	6,616	6,693
CURRENT ASSETS		
4. Inventories:-		
Raw Materials	3,914	3,914
Finished Goods		37
Stores & Spares	3,229	3,229
Tools & Implements	82	82
Scrap		12
	7,225	7,274
Financial Assets		
5 Cash & Cash Equivalent		
Cash in hand	292	622
Balances with Banks:	70,851	81,315
Others	61,131	147,547
	132,274	229,484
NOTE :		
Balances with Banks others :		
Fixed deposits maturing after 3 months but before 1year	-	-

6. Others :Unsecured

Advance payment of Income Tax(Considered Good) (Net of provision-Rs.13520 previous year-13520).	235	235
Others Amount lying with Excise / Service Tax, Sales Tax & GST authorities in Current Account(Considered good)	9,207	9,395
Interst Accrued on Term Deposit	1,685	1,325
	11,127	10,955

Rs in '00

AS AT MARCH 31ST,2021

ASAT 31st MARCH 2022

EQUITY AND LIABILITIES**EQUITY :****7) Equity Share Capital**

Authorised :

1,20,00,000 Nos. Equity Shares of Rs.10 Each	1,200,000	1,200,000
3000000 Nos Zero Dividend Redeemable Preference Shares of Rs 10/- Each	300,000	300,000
	1,500,000	1,500,000

SHARES ISSUED, Subscribed & paid up :

Issued :

70,56,200 Nos. Equity Shares of Rs.10 Each	705,620	705,620
2350050 Nos Zero Dividend Redeemable Preference Shares of Rs 10/- Each	235,005	235,005
	940,625	940,625

Subscribed :

69,83,960 Nos Equity Shares of Rs.10 each fully paid up	698396	698396
2350050 Nos Zero Dividend Redeemable Preference Shares of Rs 10/- Each	235,005	235,005
	933401	933401

Paid Up:

69,79,610 Nos Equity Shares of Rs.10 each fully paid up (Shares forfeited - 4,350 nos.(previous year-4350Nos.) (Previous year same)	697,961	697,961
2340355 Nos Zero Dividend Redeemable Preference Shares of Rs 10/- Each (Previous year same) Repayable at the option of the company Less:- Transferred to non Current Liabilities	234035	234035
	234035	234035

Equity Share Capital	697,961	697,961
Forfeiture of Shares (as per last account)	279	279
Forfeiture of Debenenture (as per last account)	2,682	2,682
Total =>	700,922	700,922

	Equity	Preference	Equity	Preference
	31.03.2022		31.03.2021	
Note :1)Reconciliation of the number of shares outstanding				
Number of shares at the beginning	6,979,610	2340355	6,979,610	2,340,355
Number of shares at the end	6,979,610	2340355	6,979,610	2,340,355
	Equity	Preference	Equity	Preference
	No of Share %	No of Share/ %	No of Share %	No of Share/ %
2) Share holders holding more than 5% stake				
H.P.Khetawat HUF	375692 5.38	-	375692 5.38	-
Sulabh Sales Pvt. Ltd	380934 5.46	370156 16.87	380934 5.46	370156 16.87
Sandeep khetawat	408778 5.86	-	408778 5.86	-
Sunil Khetawat	368064 5.27	-	368064 5.27	-
Stock Holding Corporation of India	-	170000 7.32	-	170000 7.32
Anil Poddar	-	118100 5.05	-	118100 5.05

3. Shares held by permoters as on 31.03.2022		As on 31.03.2022			As on 31.03.2021	
Serial No	Name of Permoter	No of Equity	% of Total Shres	% of Changes	No of Equity	% of Total Shares
		During the				
		Year			Shares	
1	HP Khetawat (Decssed)	59750	0.86%	---	59750	0.86%
2	HP Khetawat(HUF)	375692	5.38%	---	375692	5.38%
3	Shanti Devi Khetawat	336720	4.82%	---	336720	4.82%
4	Sunil Khetawat	368064	5.27%	---	368064	5.27%
5	Sandeep Khetawat	408778	5.86%	---	408778	5.86%
6	Sunil Khetawat& Sons	93575	1.34%	---	93575	1.34%
7	Sandeep Khetawat (HUF)	37100	53.00%	---	37100	53.00%
8	Shraddha Khetawat	72277	1.40%	---	72277	1.04%
9	Aekta Khetawat	251345	3.60%	---	251345	3.60%
10	Shree Vardhan Khetawat	159550	2.29%	---	159550	2.29%
11	Yash Vardhan Khetawat	159550	2.29%	---	159550	2.29%
12	Tanush Khetawat	50000	0.72%	---	50000	0.72%
13	Kumi Agro Industries Ltd	259999	3.73%	---	259999	3.73%
14	Sulabh Sales Pvt Ltd	380934	5.46%	---	380934	5.46%

4.Right, Preference, Repaybility & Restriction, If Any,

On Shares;

A. Voting Right;

Each Equity Shareholders is entitled to voting right

Proportionate to hisholding.

Preference Shareholders are not ordinarily entitled to Voting Right Unless Any Payment of their Dividend Remain Unpaid or Agenda of Vouting Relates to issues Effecting their Right.

Other Right
Preference Shareholders are Entitled to priority over Equity
Shareholders against the Proceeds of Realisation of assets
under circumstances of liquidation of proceeds of realisation
of assets under circumstances of liquidation of the company.

B. Transferability :

Shares of the company are ordinarily transferable provided :
i) Instrument of transfer submitted to the company is as per format prescribed under the Act.
ii) Company does not have any lien on shares under transfer.
iii) Transferee conveys his consent within stipulated period of issuance of notice under section 56 (2) of Companies Act 2013 by the company pertaining to application of transfer of partly paid shares made by transferer.

	AS AT March 31st,2022	AS AT MARCH 31ST,2021
Statement of Changes in Equity Statement of Changes in Equity for the period ended 31st Marchn,2021		
Balance at the beginning of the Reporting Period	697961	697961
Change in Equity Share Capital during the year	-	-
Balance at the end of the Reporting Period	<u>697961</u>	<u>697961</u>
8) Other Equity		
Reserves & Surplus :		
Capital Reserves: (as per last account)	2,516,627	2,516,627
Security Premium Reserves: (as per last account)	525,550	525,550
Other Reserves :		
Investment Allowance Reserve (Utilised)		
(as per last account)	<u>23,030</u>	<u>23,030</u>
	3,065,207	3,065,207

Retained Earnings

Surplus/(deficit) (as per last account)	(4,501,404)		(4,421,853)
	-		
Add /(Loss) for the year	(50,884)	(4,552,288)	(79,551)
TOTAL		<u>(1487081)</u>	<u>(1436197)</u>

NON CURRENT LIABILITIES**Financial Liabilities****9. BORROWINGS :**

a) 23,40,355 Nos. Zero Dividend Redeemable Preference Shares of Rs.10/- Each (Previous year same) (Repayable at the option of the company)		234,035	234,035
b) Loans from Related Parties: (unsecured & interest free) Repayable on demand after 31.03.2022		794,877	755,877
c) Others (Unsecured and Interest Free) Repayable on demand after 31.03.2022		<u>22000</u> <u>1,050,913</u>	<u>22000</u> <u>1,011,913</u>
10. Other Non Current Liabilities Long term Maturities on financial lease obligations		<u>1</u>	<u>2</u>

CURRENT LIABILITIES**Financial Liabilities**

11 Trade Payable Particulars Outstanding of following period from due date of payments		<u>5,611</u>	<u>10,744</u>
---	--	--------------	---------------

	Less than 1 year	1---2 years	2-3 years	more than 3 years	Total		
i) MSME	0	0	0	0	0		
ii) Others	2,670	2,941	0	0	5,611		
	(10,744)	0	0	0	(10,744)		
iii) Disputed dues							
MSME	0	0	0	0	0		
iv) Disputed dues							
Others	0	0	0	0	0		
Total	2670	2941	0	0	5611		
	(10744)	0	0	0	(10744)		

Note; () Denotes for figures of previous year

12. Other Financial Liabilities		<u>11,840</u>	<u>4,629</u>
13. Other Current Liabilities			
Other Statutory dues short term maturities on financial lease obligations		1,714	253

	1,714	253
	-	-
14. Short Term Provisions :		
Employees Benefits - Leave encashment	1,641	1,641
- Bonus	105	105
	-	-
	1,746	1,746
Notes on Trade Payable:		
A) Total Outstanding dues of micro enterprises and small enterprises	NIL	NIL
B) Total Outstanding dues of Creditors other than micro enterprises and small enterprises	5,611	10,744
	For the year ended 31st March,22	Rs in '00 For the year ended 31st March,21
REVENUES:		
15. Other Income		
Interest on: Terms Deposit	10,027	8,605
Others Including IT Refund	133	112
Relialisation of Bad Debts	2,400	
Liabilities no Longer Required Written Back	3,049	
Sale of obselete Inventories	468	
Profit Sale of Discarded Fixed Assets	2,595	1,881
Total	<u>18,672</u>	<u>10,598</u>
EXPENSES		
16 Changes in Inventories		
Opening Stock of Finished Goods & Scrap	50	
<u>Closing Stock of Finished Goods & Scrap</u>	-	
<u>Changes in inventories</u>	(50)	
17. Employees Benefit Expenses		
Salary, Wages and Bonus	34,173	31,295
Controbution to Provident & Other Funds	2,349	2,196
Staff Welfare	1,031	2,219

Total		<u>37,553</u>	<u>35,710</u>
18. Finance Cost			
Finance Charge on finance lease		<u>15</u>	<u>15</u>
19. OTHER EXPENSES :			
Auditor's Remuneration :			
i) Audit Fees	520		520
ii) other services	-		250
	<u>-</u>	<u>520</u>	<u>-</u>
Legal & Professional Charges (including secretarial audit fee Rs.70 previous year-70)		4,180	17,207
Misc. Others		23,931	32590
TOTAL		<u>28,631</u>	<u>50,567</u>

20. Company information, significant accounting policies & notes to accounts:

1. Company Information:

BWL Ltd was established in the year 1971 as a Public Limited Company

It went for public in 1973 for the 1st time .It further went for Public issue in the year 1995. Both the issues were success, application money being oversubscribed. The company is engaged in producing Steel Wire. It opted for diversification by way of setting up its Optical Fibre Cable (OFCD) Division in Himachal Pradesh. However performance of OFCD did not come to the level of satisfaction due to general recession in the optical Fibre cable Industry in the Country. The unit was disposed of subsequently.

Not with standing smooth passage the company enjoyed during first thirty five years of its life, its stability base commenced declining by late nineties and ultimately the company had been referred to BIFR in 1999. The existing lone plant of the unit engaged in producing Steel wire is under closure since 2008. The management aspires to revitalize the company in terms of its traditional footing for which it has already settled all dues to Banks and Financial Institution through one time settlement. The company's Scheme of Rehabilitation was pending approval of BIFR. However in view of Repeal of SICA and enactment of Insolvency and Bankruptcy Code 2016 w.e.f. 01/12/2016, Company is no longer eligible to apply to NCLT for Rehabilitation in view of new law as per the Code. Now the Whole time Directors are exploring the possibilities for entering into other product line/diversification.

2. Significant accounting policies are as under:

a) Basis of preparation of Financial Statement:

The accounts have been prepared in accordance with Ind AS under historic cost convention on the assumption of going concern, which enjoins adherences of mandatory accounting standards notified under the Companies (India Accounting Standards) Rules, 2015,as specified in section 133 of the Companies Act, 2013 read with relevant Rules issued there under, guide lines issued by SEBI and specific provisions of Companies Act, 2013 on disclosure & accounting exigencies.

To comply with Ind AS, estimate and assumptions are made for factors affecting balances of year end assets and liabilities and disclosure of contingent liabilities. Such estimates change from time to time according to situation and appropriate changes are made with the knowledge of circumstances warranting such changes. Material changes are reported in notes to accounts including disclosures of financial impact thereof.

To cater to exigencies of schedule III, assets & liabilities had to be classified under current and non- current categories, identification of the former on the basis of assets & liabilities realizable or payable within normal operating cycle of the company or within a year. Remaining assets and liabilities have categorized as noncurrent.

Use of Estimates

IND-AS enjoins management to make estimates and assumptions related to financial statements, that affect reported amount of assets, liabilities, revenue, expenses and contingent liabilities pertaining to the year. Actual result may differ from such estimate.

Any revision in accounting estimates is recognized prospectively in the period of change and material revision, including its impact on financial statements, is reported in the notes to accounts in the year of incorporation of revision

Financial Instruments

(i) Financial Assets

Initial Recognition and Measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

Subsequent Measurement

For purpose of subsequent measurement financial assets are classified in two broad categories:-

- Financial Assets at fair value
- Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognized entirely in the statement of profit and loss, or recognized in other comprehensive income.

A financial asset that meets the following two conditions is measured at amortised cost.

- **Business Model Test:** The objective of the company's business model is to hold the financial asset to collect the contractual cash flows.
- **Cash Flow Characteristics Test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through OCI:-

- **Business Model Test:** The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.
- **Cash Flow Characteristics Test:**

The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding. All other financial assets are measured at fair value through profit and loss.

Impairment of Financial Assets

The company assesses impairment based on Expected Credit Losses (ECL) model at an amount equal to:-

- 12Monthsexpectedcreditlosses,or
- Lifetime expected credit losses

depending upon whether there has been a significant increase in credit risk since initial recognition.

However, for trade receivables, the company does not track the changes in credit risk. Rather, it recognizes impairment loss allowance based on life time ECLs at each reporting date, right from its initial recognition.

Financial Liabilities

All financial liabilities are initially recognized at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified as measured at amortised cost or fair value through profit and loss (FVTPL). A financial liability is classified as FVTPL if it is classified as held for trading, or it is a derivative or is designated as such on initial recognition. Financial Liabilities at FVTPL are measured at fair value and net gain or losses, including any interest expense, are recognized in statement of profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in statement of profit and loss. Any gain or loss on de-recognition is also recognised in statement of profit and loss.

Fair Value Measurement

The company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to

transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – Valuation techniques for which the lowest level input that is

significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Audit Committee determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

b) Property, Plant & Equipment and Depreciation & Amortization:

Properties, Plant & Equipments are stated at cost less depreciation. Cost include inward Freight, Duties (Net of Cenvat and value added tax Presently GST), Taxes and expenses incidental to Acquisition and Installation. All Expenditure incurred for expansion, modernization and Development of Plant, Machinery and equipment are capitalised. Depreciation on Properties, Plant & Equipments has been provided for in terms of life span of assets prescribed in Schedule-II of the Companies Act,2013.

Lease hold Land has been amortised in accordance with Ind-AS-19 for accounting of Lease.

c) Impairment of Tangible Property, Plant & Equipment:

- 1) Assets are tested for impairment on the basis of cash generating unit (CGU) concept. Said assets are held in lower of recoverable value and carrying cost. Recoverable value is the higher of value in use and net selling price. Impairment loss be the excess of carrying cost over recoverable value. Recoverable value is arrived at on balance sheet date for:-
 - a) Making provision against impairment loss, if any, or
 - b) Reversing existing provision against impairment loss:

- 2) Impairment loss, when arises, is apportioned pro- rata on the various heads of tangible assets based on their WDV prior to providing for impairment loss.

d) Inventories are valued at lower of cost and net realizable value.

Cost comprises inward freight, duties (Net of cenvat and value added tax Presently GST) taxes and are calculated in FIFO basis. Where necessary provision has been made for obsolete, slow moving and defective stocks. Cost of Finished goods includes cost of conversion and manufacturing overheads. The discarded assets are held at Scrap Value. Scraps are held at realizable value.

e) Trade Receivable and Loans:

Trade Receivable and Loans are stated after making adequate provision for doubtful balance.

f) Research and Development expenses

Research and development cost are charged as expenses in the year in which they are incurred.

g) Retirement Benefits:

Company Contributes To Provident And Other Funds, Which Are Administered By Government And Such Contribution Are Charged Against Revenue. Retirement Gratuity to Employees is Covered by Group Gratuity Scheme with the Life Insurance Corporation of India by way of payment against the scheme in terms of advice of LIC is charged off to Revenue. Leave Salary is accounted for on the accrual basis on the basis of methodical estimates under taken by the management.

h) Recognition of Income and Expenditure:

- i) Sales Are Recognized In The Accounts On Passing Of Title To The Goods, I.E. Delivery As Per Terms of Sale. Sale Comprises Sale of Goods And Services, Net of Trade Discount, Price Variation Bills have been accounted for in the year of receipt of approval from the customers.

ii). All other Incomes and expenses are accounted for on accrual basis.

l). Lease Rental: Lease Rentals in respect of Leased Assets under arrangement of operational lease have been charged in accordance with Ind AS-19.

- j) Provisions, contingent Liabilities & commitment and contingent Assets: Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if
- a) The company has a present obligation as a result of a past event,
 - b) A probable outflow of resources is expected to settle the obligation and
 - c) The amount of the obligation can be reliably estimated, Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received.

Contingent Liability & commitment is disclosed in the case of a present obligation arising from a past event, when the probable out flow of resources to settle the obligation cannot be determined with reasonable certainty.

Contingent assets have been disclosed. Contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

- k) Accounting policies not specifically referred to otherwise are consistent and in accordance with generally accepted accounting principle read with Accounting Standards mandate under section 133 of Companies Act, 2013 and in its absence by IAS.

Financial Management objective & Policies.

Company's net worth has been fully eroded. Solvency base has been retained through resources deployed by the Promoters Group by way of interest free loans of the nature of quasi capital. Future Policy to operate the entity in viable prospective by way of utilization of existing fixed capital outlet including broadening of same by way of mobilization of further resources to cater to the exigency of new products in terms of survey of

market by the Promoters are at present under scrutiny of the management.

As the Company stands today, there is no interest liabilities, foreign currency involvement or major credit risk the company is exposed to. In the light of aforesaid fact any exercise of evaluation of fallout on account of market risk. Foreign Currency risk, credit risk, liquidity risk are superfluous at the point of time.

3. Notes to accounts:

21. Contingent Liabilities (Not provided for):

Particulars	As at 31 st March 2022 Rs'00	As at 31 st March 2021 Rs' 00
l. Claim against the company disputed and not acknowledge as debt.		
a Sales tax and entry tax	6,54,954	6,54,054
b Excise Duty	21,744	21,744
c Custom Duty	5,807	5,807
d. ESI Authorities	1,32,428	1,32,428
e BSE		2,513
Total :	8,14,933	8,17,447

Details of Contingent Liabilities not provided for in books :

Nature	Estimate financial effect	Estimated time of settlement	Possibility of any reimbursement
Sales Tax / Entry Tax	Nil	Unascertainable	Nil
Excise Duty	Nil	Unascertainable	Nil
Custom Duty	Nil	Unascertainable	Nil
ESI Authorities	Nil	Unascertainable	Nil

There is no possibilities of future outflow of funds considering merit of the cases as per legal opinion obtained by the company.

Contingent Assets:

Arbitration Awards/Court's order on arbitration matters with customers issued in favor of the company pending before Hon'ble Supreme Court / High Court.

- Amount involved Rs.726857

-

22. Related party disclosure in terms of Ind AS-24:

- 1 There is no enterprise where control exists.
- 2 Other related parties in transaction with the company.
 - a. Key management personnel:

Shri Sunil Khetawat – Whole time Director, & CEO, Shri Sandeep Khetawat – Whole time Director , Shri Shyam Niyogi –CFO and Shri Subroto Kumar Ray-Company Secretary & Compliance officer .
 - b. Relatives of Key management personal (KMP):

Smt. Shanti devi Khetawat, Smt. Shraddha Khetawat, Smt. Aekta Khetawat, Shri H.P.Khetawat (HUF), Sandeep Khetawat (HUF), Miss Avani Khetawat, Shrivardan Khetawat, Yeshvardhan Khetawat and Miss Stuti Khetawat
 - c. List of enterprises where key management personnel or their relatives hold the office of KMP:

M/S Kumi Agro Industries Ltd, BWL Industries (P) Ltd, Sulabh Sales Pvt. Ltd, and Bhubneswari Investment Pvt Ltd.

Entities under significant influence of KMP's H.P.Khetawat (HUF)
 - d. Independent Directors:

Shri Malay Sengupta, Miss Santosree Bhattacharya and Shri Jahor Bagchi

3 Details of Transactions with related parties: Information pursuant to Ind AS-24

	Key Management Personnel/ Independent Director		Relatives of the key management Personnel		Enterprise where key Management personnel of their relatives hold the office of key management	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Remuneration Paid	33795	32032	10000	60000	–	–
Rent Paid				–	600	600
Receipt of Unsecured Loan	4200	34500	38050	54000	600	3000
Repayment of Unsecured Loan	1100	150	2600		150	100
Payable at year end::						
Remuneration	8139	1951	3250	2450	–	–
Unsecured Loan	57451	54351	158583	123133	578844	578394
Rent	—	—	—	—	1650	1050

Note: Remuneration includes board/committee meetings fees paid to

Independent Directors for Rs.720/--(Previous years Rs.660/-). No further amount has been paid to Independent Directors.

- 23.** In absence of virtual certainty of future taxable profit to realize deferred tax assets accrued till date on account of unabsorbed loss & unabsorbed depreciation, no deferred tax asset has been recognized as a measure of prudence as laid down under Ind AS-22.

This also contributed to ignoring Ind AS-22 in its totality.

24. Impairment of Assets:-

Test of impairment undertaken in recent past revealed recoverable value of the CGW under net selling price method significantly higher than carrying cost, of assets. As such no impairment provision is called for.

- 25.** The workforce of the Company is meagre six including two whole time directors. Gratuity liability paid as per the advice of LIC for Annual Premium amounts to Rs 245- only (previous year Rs 310 Liability on account of Leave Salary amount to Rs.NIL (previous year Rs.NIL for the year according to management estimate based on all employees retiring on Balance Sheet date. Ascertainment of Liability as laid down under Ind AS-15 involves considerable cost which is difficult for this company to withstand. In view of this the company has accounted for these liabilities as per accounting policy No. 2A(g), It may be mentioned here in that under any circumstances existing book liability towards leave salary is bound to be higher than actuarial computation.

- 26.** Depending on disclosure mandated for entities under MSMED Act, 2006 to reveal their identity in correspondences, bills & challan etc, no transaction is observed to have been entered into by the company during the year with any party belonging to micro and small category under MSMED Act,2006.

- 27.** The Company has no Bank or Institutional borrowings. Lion's share

borrowing relates to sources of promoters which are of the nature of quasi capital. This is raison d'être of going concern assumption guiding accounting policies.

28. Information (Pursuant to IndAS-37):

Brief particulars of provision on disputed liabilities (Provided for):

Nature of liabilities; Income

Tax Particulars of Dispute:

Interpretation of Section 80 within the meaning of contemporary Income Tax Act, 1961 for Assessment year 1983-84

Opening provision: Rs.13520/-

Provision made during the year: Nil

Provision adjusted during the year: NIL

Closing provision: Rs 13520

Note:

There will be no outflow of fund against crystallisation of above liability (expected to mature in succeeding year) pending before High Court, as payment has already been made and appearing in loans and advances.

29.

Computation of Earnings per Share:	Current year	Previous year
Net Profit/(Loss) as per statement of profit and loss account	(0884)	(79551)
No. of Equity Shares	697960	697960
Earnings per Share	Rs (0.73)	(1.14)

30. Since the factory is under suspension of work devoid of technical personnel it is practically not possible to identify components relevant to

different items of fixed assets and identify their residual life span based on technical evaluation except for deputing outside agency for the purpose at prohibitive cost in the context of existing financial base of the company. These came in the way of implementing foot note 4 of Schedule II of Companies Act, 2013 dealing with depreciation accounting.

31. Preference Shareholders during their meeting held on 20.07.2000 U/s 191 of the Companies Act,1956 allowed redemption to be kept in abeyance indefinitely apart from waiving the 100% Premium clause entirely at redemption point. The relevant resolution, by implication, empowers management to redeem preference shares in terms of, it's discretion, being within period of not exceeding twenty years i.e. statutory dead line since the date of resolution.

32. Disclosure for financial lease;

	<u>31.03.22</u>	<u>31.03.21</u>
a. Class of asset, the net carrying amount at the end of the reporting period;		
Financial lease of land	315	321
b. Reconciliation between the total of future minimum lease payments and their present value.		

Particulars	As at 31.03.2022		As at 31.03.2021	
	Minimum Payment	Present Value of Payment	Minimum Payment	Present Value of Payment
Within one year	156	180	156	018
After one year but not more than five year	618	014	618	015
More than five years	856	1	866	1
Total minimum lease payment	928		943	
Less : Amount representing finance charge	926		942	
Present value minimum lease payment	2		2	

- c. Contingent rents recognized as an expense in the period
- | | | | |
|--|-----|-----|-----|
| | Nil | Nil | Nil |
|--|-----|-----|-----|
- d. The total of future minimum sublease payments expected to be received under non-cancellable subleases at the end of the reporting period
- | | | |
|-----|-----|-----|
| Nil | Nil | Nil |
|-----|-----|-----|
- e. General description of lease arrangement
- (i) the basis on which contingent rent payable determine:
- | | | | |
|--|------|------|------|
| | N.A. | N.A. | N.A. |
|--|------|------|------|
- (ii) the existence and terms of renewal or purchase options and escalation clauses;

Lease was taken from DIC. Durg on 13/03/1972 for 99 years at a premium of Rs. 125 with a lease rent of Rs 12 annually to be paid on or before 10th April every year with a 25% escalation after every 30 years.

- (iii) Restrictions imposed by lease arrangement concerning dividends additional debt, Further leasing; Excepting subleasing there are no such restrictions.

33. Financial Instruments—Accounting classifications and fair value measurements:

The fair value of the assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values :

Fair Value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities short term loans from banks and other financial instruments approximate their carrying amounts largely due to the short term maturities of these instruments.

Particulars	31.03.2022	31.03.2021
Financial assets at amortised cost		
Bank Deposit	156153	147547
Cash and cash equivalent	71143	81937
Other Deposit Non-current	6616	6692
Other current deposit	11127	10956

Total :	245039	247132
Financial Liabilities at amortised cost		
Long Term Borrowings	1050913	1011913
Finance lease obligation	2	2
Trade Payable	6148	10742
Other Financial Liabilities Current	13012	5171
Total :	1070075	1027828

34. Financial Ratios

The Ratios as per the latest amendment to Schedule III as below;

	<u>31.03.2022</u>	<u>31.03.2021</u>
(1) Current ratio*	7.20	14.02
(2) Net debt equity ratio	---	---
Negative equity		
(3) Debt service coverage ratio	---	---
Negative EBIT		
(4) Return on Equity (%)	----	----
Negative equity		
(5) Inventory turnover ratio(in days)	----	-----
No sale of product		
(6) Debtors turnover ratio(in days)	----	-----
No trade receivable & Turnover		
(7) Trade payables turnover ratio (in times)	8,03	15.60

(8) Net capital turnover ratio (in days)	----	-----
No Turnover/ Revenue from operations		
(9) Net profit ratio (%)	---	-----
No Turnover/ Revenue from operations		
(10) Return on Capital Employed (%)	----	----
Negative equity		
(11) Return on Investment (%)	---	-----
No investment		

35. The figure in Rs has been rounded off to nearest Hundred

36. Figures for previous year have been regrouped and rearranged wherever necessary.

In terms of our report of even date

For and on behalf of the Board

Sunil Khetawat
Managing Director
& CEO
DIN 00391080

Sandeep Khetawat
Whole time Director
DIN 00391181

Subrata Kumar Ray
Company Secretary
PAN AFNPR0717D

Shyam Niyogi
Chief Financial Officer
PAN ADLPN5438K

Place Kolkata
Date 26th May, 2022

BWL LTD

Corporate Identity Number : L27105CT1971PLC001096
 Regd. Office : Industrial Area, Bhilai – 490 026 (C.G.) Mobile No. 91-9329108314
 Website : WWW.bhilaiwire.com E-mail : bwlltd14@gmail.com

FORM NO. MGT – 11

PROXY FORM

(Pursuant to the provisions Section 105(6) of the Companies Act,2013 a Administration) Rules , 2014)

FIFTYETH ANNUAL GENERAL MEETING – 13TH AUGUST 2022**Name of the Member (s) :****Registered Address :**

E-mail ID

Folio No. / Client ID : DP ID :

I/We being the Member (s) of _____ equity shares of Rs. _____

1. Name: _____ E-mail Id _____

Address: _____

Signature :

Or failing him

2. Name : _____ E-mail Id _____

Signature :

Or failing him

3. Name : _____ E-mail Id _____

Signature :

as my / our proxy to attend and vote (a poll) for me / us and on my / our behalf at the Forty Ninth Annual general meeting of the Company to be held on 27th September,2021 (Monday) at 4.30 pm at the Registered Office, Industrial Area, Bhilai (Chhattisgarh) 490 026 India and at any adjournment(s) there of, and in respect of such Resolution as are indicated below

ORDINARY BUSINESS :

- To consider and adopt the Accounts of the Financial Year 31st March,2022 and the Report of the Board of Directors and Auditors thereon.
- To Consider the appointment of m/s G Basu & Co Chartered accountants as statutory auditor of the company for a term of five years.

SPECIAL BUSINESS

- To Consider the appointment of Shri Jahar Bagchi as Independent Director for a term of five year

Signed this day of _____ 2022

Signature of Member(s) _____ | Signature of Proxy Holder(s) _____

Affix Revenue Stamp

Note : This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.