

**SHRI BHOLANATH CARPETS LIMITED**

**49th ANNUAL REPORT**

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**CORPORATE INFORMATION****SHRI BHOLANATH CARPETS LIMITED****CIN: L17226UP1973PLC003746****BOARD OF DIRECTORS:**

<b>Name of Director</b>	<b>Designation</b>
<b>Mr. Vivek Baranwal</b>	Director & CFO
<b>Mr. Harish Baranwal</b>	Director
<b>Mrs. Nisha Tripathi</b>	Director (Independent Director)
<b>Mrs. Veena Agnihotri</b>	Director (Independent Director)
<b>Mr. Shrinarayan Khemka</b>	Director (Independent Director)

**Mr. A.K. Pal – Company Secretary & Compliance officer (resigned w.e.f. 30.05.2022)****Bankers:**

Canara Bank  
Mid Corporate Office,  
Maqbool Alam Road, Varanasi-221002

**Statutory Auditors:**

**M/s. O.P. Tulysan & Co.**  
Chartered Accountant,  
Varanasi- 221010

**Secretarial Auditor**

**M/s Rakesh Mishra & Associates,**  
Practicing Company Secretary  
Mumbai

**Registered Office:**

G.T. Road, Kachhawan,  
Varanasi- 221313, U.P.

**Website:** www.bholanath.biz

**Email ID:** cs@bholanath.biz

**Phone:** 542-2620221

**Internal Auditor:**

**M/s. Shah Mukul Kumar & Associates**  
Chartered Accountant,  
Varanasi- 221005

**Registrar & Transfer Agent:**

**Mas Services Limited**  
T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area  
Phase No. II, New Delhi- 110020,  
E-mail:info@masserv.com  
Website: www.masserv.com

**Listing of Equity Shares:**

**BSE Limited,** Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400001

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### **NOTICE**

**Notice** is hereby given that **49<sup>th</sup> Annual General Meeting** of the shareholders of the Company will be held on Friday **30th September, 2022 at 11:00 a.m. at its registered address at G.T. Road, Kachhawan, Varanasi- 221313, U.P.** to transact the following business:

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#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2022, the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vivek Baranwal (DIN: 02076746), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
3. To reappoint statutory auditors and fix the remuneration.

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, along with the relevant Rules made there under, and based on the recommendations of the audit committee and board of directors of the company, M/s. O.P. Tulsyan & Co., chartered accountants (Firm Registration No. 500028N), be and are hereby reappointed as statutory auditors of the company, to hold once for a second term of five consecutive years from the conclusion of the 44th AGM until the conclusion of the 49nd AGM, at such remuneration and out of pocket expenses, as may be decided by the board of directors of the company.

**RESOLVED FURTHER THAT** the board of directors of the company be and are hereby authorized to decide and/or alter the terms and conditions of the appointment including the remuneration for subsequent financial years as it may deem t."

**REGISTERED OFFICE**  
G.T. Road, Kachhawan,  
Varansi- 221313, U.P  
CIN: L17226UP1973PLC003746

**Date: 01/09/2022**

**BY ORDER OF THE BOARD**  
**SHRI BHOLANATH CARPETS LIMITED**

sd/-  
**Vivek Baranwal**  
**(Director & CFO)**  
**DIN: 02076746**

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### IMPORTANT COMMUNICATION TO MEMBERS – GREEN INITIATIVE IN CORPORATE GOVERNANCE

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued a circular stating that service of all documents including Annual Reports can be sent by email to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all Members to support in this noble cause.

The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the members on the email address provided by them to the R&T Agent/ the Depositories.

The Members who hold shares in physical form are requested to intimate/update their email address to the Company/R&T Agent while members holding shares in Demat form can intimate/update their email address to their respective Depository Participants.

#### **NOTES:**

1. A member is entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself/herself and a proxy need not be a member of the company. A person can act as proxy on behalf of member's up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. Further, member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person may not act as a proxy for any other person or member. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting.
2. Corporate Members are requested to send in advance duly certified copy of Board Resolution /power of attorney authorizing their representative to attend the annual general meeting.
3. Members/ proxies are requested to bring their copies of annual reports and the attendance slip duly completed and signed at the meeting, quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
4. The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (Mas Services Limited) of the Company.
5. Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at: **Mas Services Limited T-32, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase- II, New Delhi – 110 020.**
6. Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014' electronic copy of the Annual Report for financial year 2021-2022 along with Notice of 49<sup>th</sup> Annual General Meeting of the company (including the Attendance Slip & Proxy Form) is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their e mail address, physical copies of the Annual Report for the financial year 2021-2022 along with the notice of the 49<sup>th</sup> Annual general Meeting

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of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Forms is being sent by other permissible modes.

7. Electronic copy of the Notice convening the 49<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose email addresses are registered with their respective Depository Participants. For those members who have not registered their email address, physical copies of the said Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
8. Members may also note that the Notice of the 49<sup>th</sup> Annual General Meeting and the Annual Report for 2021-2022 will also be available on the Company's website [www.bholanath.biz](http://www.bholanath.biz) which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Varanasi for inspection during normal business hours on all the working days except Saturdays and Sundays.
9. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
10. The Company is under process to pay the annual listing fees for the financial year 2021-22 to BSE Limited.
11. Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
12. Pursuant to section 91 of the Companies Act, 2013 The Register of Members and the Transfer Book of the Company will remain closed from 23/09/2022 to 30/09/2022 (both days inclusive).
13. Brief details of the Directors, who are seeking appointment / re-appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.



### 14. Procedure and Instruction for E-Voting

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 48<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

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The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.

The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

### **A detail on Step 1 is mentioned below:**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL*

*eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. After you click on the "Login" button, Home page of e-Voting will open.
9. Now, you will have to click on "Login" button.



**A Detail on Step 2 is given below:****How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "**EVEN 111802**" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [carrsoni@gmail.com](mailto:carrsoni@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- i. The e-voting period commences on Tuesday, 27/09/2022 at 9:00 A.M. and ends on Thursday, 29/09/2022 at 5:00 P.M. During this period, members of the company holding shares either in physical form or in dematerialized form, as on the cutoff / relevant date i.e. Friday, 23/09/2022 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
- ii. Any person, who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 23/09/2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [cs@bholanath.biz](mailto:cs@bholanath.biz). However, if such member is already registered with NSDL for remote e-voting then he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by NSDL by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- iii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., 23/09/2022 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

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- iv. Mr. Rakesh Mishra (Membership No.39925) of M/s. Rakesh Mishra & Associates., Practicing Company Secretary, Mumbai has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting and e-voting process in a fair and transparent manner.
- v. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- vi. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company [www.bholanath.biz](http://www.bholanath.biz) and on the website of NSDL immediately after the declaration of results by the Chairman or by a person duly authorized. The results shall also be immediately forwarded to the BSE Limited, where the equity shares of the Company are listed.

### **REGISTERED OFFICE**

**G.T. Road, Kachhawan,  
Varanasi- 221313**

**CIN: L17226UP1973PLC003746**

**Date: 01/09/2022**

**BY ORDER OF THE BOARD  
SHRI BHOLANATH CARPETS LIMITED**

**sd/-  
Vivek Baranwal  
Director & CFO  
DIN: 02076746**

**ANNUAL REPORT 2021-22**
**Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for re-appointment/Appointment at the 49<sup>th</sup> Annual General Meeting**

<b>Particulars</b>	<b>Mr. Vivek Baranwal</b>
<b>DIN</b>	02076746
<b>Date of Birth</b>	18/05/1974
<b>PAN</b>	ACEPB0699L
<b>Nationality</b>	Indian
<b>Date of Appointment</b>	30/08/2008
<b>No. of Equity Shares held</b>	36400
<b>Qualifications</b>	Post Graduation
<b>Brief Profile</b>	Mr. Vivek Baranwal is Graduate in BBA from European University Antwerp, Belgium. He has good interpersonal, communication skills and ability to lead as Directors. He has vast experience in the field of administration work as well as in Finance.
<b>Directorship held in other entities</b>	1. Shri Bholanath Industries Limited 2. Organic Weave Limited
<b>Membership/Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)</b>	NIL
<b>Relationships, if any between Directors, interest.</b>	Brother of Harish Baranwal Director of the Company

# **BOARDS' REPORT**

## **To THE MEMBERS OF THE COMPANY**

Your Directors have pleasures in submitting their 49th Annual report of the company along with the Audited Financial Statements for the year ended 31st March, 2022.

### **FINANCIAL RESULTS:**

<b>Particulars</b>	<b>2021-22 (Rs. In Lacs)</b>	<b>2020-21 (Rs. In Lacs)</b>
Revenue from Operations	1707.46	1806.40
Revenue from other income	14.91	23.45
<b>Total Revenue from Operation</b>	<b>1722.37</b>	<b>1829.85</b>
Profit before Tax	7.69	7.80
Less: Tax Expenses		
Provision for Taxation (current)	3.51	3.83
Provision for Tax (deferred)	1.51	1.80
Interest on Self-assessment tax	-	-
Earlier Tax Short/ (Excess) Provision	-	0.59
<b>Profit / Loss after Tax</b>	<b>5.69</b>	<b>5.18</b>
<b>EPS</b>	<b>0.12</b>	<b>0.11</b>

### **PERFORMANCE REVIEW/BRIEF OF WORKING DURING THE YEAR:**

During the year under review your Company achieved total revenue of Rs. 1722.37 lacs including other income. The Company is in line of business to manufacturing of carpets.

### **DIVIDEND:**

In order to conserve the reserve for a sustainable future, your Company do not recommended any dividend on Equity Shares for the year under review.

### **RESERVES**

The Boards proposed to credit the current year profit to the reserve.

### **CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

During the year there have been changes at the Board level. Mr. Sunil Pal, Independent Director resigned from the Board w.e.f. 30/05/2022 and Mr. A. K. Pal, Company Secretary & Compliance Officer w.e.f. 30.05.2022 due to some his personal reason.

### **DEPOSITS:**

During the year, Company has not invited/accepted any deposits from the public under the Companies Act, 2013.

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### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

Details of investments covered under Section 186 of the Companies Act, 2013 ("the Act") will be produced for verification to the members at the Registered office of the company on their request.

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

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- a) In the preparation of the annual accounts for the financial year ended 31st March, 2022 the applicable accounting standards have been followed.
- b) Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the State of affairs of the corporation as at the end of March 31, 2022 and of the profit of the Company for the year ended on that date.
- c) Proper and sufficient care to the best of their knowledge and ability 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.
- d) The Annual Accounts of the Company have been prepared on the ongoing concern basis.
- e) That they have laid down internal financial controls commensurate with the size of the Company and that such financial controls were adequate and were operating effectively.
- f) That system to ensure compliance with the provisions of all applicable laws was in place and was adequate and operating effectively.

### **HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

The Company neither has any Holding and Subsidiary Company but have Associate Company.

### **TRANSFER TO INVESTOR'S EDUCATION AND PROTECTION FUND:**

During the year under review, the Company was not required to transfer any amount in the Investor's Education and Protection Fund.

### **DECLARATION OF INDEPENDENT DIRECTORS':**

The Independent Directors have confirmed and declared that they are not disqualified to act as an Independent Director in compliance with the provisions of Section 149 of the Companies Act, 2013 as well as under SEBI (LODR) Regulations, 2015 and the Board is also of the opinion that the Independent Directors fulfill all the conditions specified in the Companies Act, 2013 making them eligible to act as Independent Directors.

### **POLICIES ON DIRECTORS' APPOINTMENT & REMUNERATION**

The company follows a policy on remuneration of Directors and Senior Management Employees. The policy is approved by the Nomination and Remuneration Committee and the Board. The policy is available on the website of the company viz [www.bholanath.biz](http://www.bholanath.biz).

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### **EVALUATION OF BOARD OF DIRECTORS':**

Pursuant to the provisions of the Act and Schedule V of SEBI (Listing Obligation & Disclosure Requirement) regulations, 2015, the Nomination and Remuneration Committee of the Board carried out the annual evaluation of the performance of the Board as a whole, the Directors individually as well as of various Committees of the Board. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and non-independent Directors was also carried out by the Independent Directors at their separate meeting. The Directors expressed their satisfaction with the evaluation process.

### **STATUTORY AUDITORS':**

M/s. O.P.Tulsyan & Co., [Firm Registration No. 500028N] Chartered Accountants had been appointed by the members at 44<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2017 to the conclusion of 49<sup>th</sup> Annual General Meeting of the Company.

Consequently, M/s. O.P.Tulsyan & Co., chartered accountants, will complete their first term of five consecutive years as the statutory auditors of the company at the conclusion of the 49th AGM of the company.

Pursuant to Section 139(2) of the Act, the company can appoint an auditors firm for a second term of five consecutive years. Accordingly, M/s. O.P.Tulsyan & Co., chartered accountants, are proposed to be reappointed as statutory auditors of the company for a second term of five consecutive years commencing from the conclusion of 49th AGM till the conclusion of the 54th AGM.

M/s. O.P.Tulsyan & Co., have consented to the said reappointment, and confirmed that their reappointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be reappointed as statutory auditor in terms of the provisions of the Sections 139(1), 141(2) and 141(3) of the Act, and the provisions of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

### **AUDITORS' REPORT:**

Observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments under Section 134(1) of the Companies Act, 2013.

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### **SECRETARIAL AUDIT:**

Pursuant to the requirements of Section 204(1) of the Act, and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Rakesh Mishra, Company Secretary in Practice to conduct the Secretarial Audit for the financial year 2021-22. The Secretarial Audit Report as received from Mr. Rakesh Mishra is appended to this Report as

### **Annexure I.**

### **COMMENTS/EXPLANATIONS/REMARKS/OBSERVATIONS/QUALIFICATION MADE BY SECRETARIAL AUDITORS:**

Mr. Rakesh Mishra, Company Secretary in Practice appointed for Secretarial Audit of your Company, in his Secretarial Audit Report for financial year 2021-22 have drawn the attention of the management on some the non-compliances, which have been marked as qualification in his report. In connection with the same management herewith give the explanation for the same as follows:

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

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit

Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Director.

It monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action

in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

### **BOARD MEETINGS:**

The Company holds at least four Board meetings in a year, one in each quarter, inter-alia, to review the financial results of the Company. The Company also holds additional Board Meetings to address its specific requirements, as and when required. The decisions and urgent matters approved by way of circular resolutions, if any, are placed and noted at the subsequent Board meeting.

During the financial year 2021-22 **Six (8)** Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. For details of the meetings of the board along with the attendance of the respective Directors, please refer to the Corporate Governance Report forming part of this Annual Report.

### **BOARD COMMITTEES:**

The Company has a duly constituted Audit Committee as per the provisions of Section 177 of Companies Act, 2013 and regulation 18 of SEBI (Listing Obligation & Disclosure) Requirement Regulations, 2015 with the stock exchanges. The Board of Directors has constituted two other committees namely – Nomination and Remuneration Committee and Stakeholders' Relationship Committee, which enables the Board to deal with specific areas / activities that need a closer review and to have an appropriate structure to assist in the discharge of their responsibilities.

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The details of the composition of the Audit Committee along with that of the other Board committees and their respective terms of reference are included in the Corporate Governance Report forming part of this Annual Report.

The Audit Committee and other Board Committees meet at regular intervals and ensure to perform the duties and functions as entrusted upon them by the Board.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 are appended as **Annexure II**.

### **EXTRACT OF ANNUAL RETURN:**

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return as at March 31, 2022, in the prescribed form MGT 9, forms part of this report and is annexed as **Annexure III**.

### **POSTAL BALLOT:**

No postal Ballot was held during the year 2021-22.

### **INFORMATION PURSUANT TO SECTION 197(12) READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Ratio of remuneration of each director to the median remuneration of the employees of the company for the year 2021-2022

<b>Sr. No</b>	<b>Name &amp; Designation</b>	<b>Remuneration Received (In Rs. Lakh)</b>	<b>Ratio to median remuneration</b>
<b>1.</b>	Mr. Vivek Baranwal	0	
<b>2.</b>	Mr. A. K. Pal- Company Secretary#	450000	

# resigned w.e.f. 30.05.2022

Note:

- All appointments are / were non-contractual.
- Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Remuneration on Cash basis
- The median remuneration of employees of the Company during the financial year was Rs. 2.18 lakh
- There were 18 employees on the rolls of Company as on March 31, 2022.
- As per the Rules, the Company is required to arrive at the median remuneration of the employees of the Company on financial basis and it is not necessary for the Company to include the details of employees serving the company below the period of twelve months. Hence, Company consider only 7 employees out of 18 employees for the purpose of calculation of median remuneration.

### **REPORTS ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

As per SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, a separate section titled '**Report on Corporate Governance**' and '**Management Discussion and Analysis**' forming part of this Annual Report. The Report on Corporate Governance also includes certain disclosures that are required, as per Companies Act, 2013.



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Auditors' Certificate confirming compliance with the conditions of Corporate Governance as stipulated under regulations of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 also forms part of this Annual Report.

### **SHARE CAPITAL**

During the year under review, the Company, neither increased nor decreased its Equity.

### **RISK MANAGEMENT POLICY:**

Your Company has formulated and adopted a Risk Management Policy which covers a formalized Risk Management Structure, along with other aspects of Risk Management i.e. Credit Risk Management, Operational Risk Management, Market Risk Management and Enterprise Risk Management. The Risk Management Committee of the Board, on periodic basis, oversees the risk management systems, processes and minimization procedures of the Company.

### **HUMAN RESOURCES:**

Your Company believes that its employees are one of the most valuable assets of the Company. During the year under review, the Company organized various training programs at all level to increase the skill of the employees. The employees are deeply committed to the growth of the Company.

### **VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

Pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, the Company has adopted a Whistle Blower Policy, which provides for a vigil mechanism that encourages and supports its Directors and employees to report instances of unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy. It also provides for adequate safeguards against victimization of persons who use this mechanism and direct access to the Chairman of the Audit Committee in exceptional cases. The details of the same are provided in Corporate Governance Report forming part of this Annual Report. The policy is available on the website of the company [www.bholanath.biz](http://www.bholanath.biz)

During the financial year 2021-22, no cases under this mechanism were reported in the Company.

### **POLICY FOR PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

The Company has in place a Policy on Prevention, Prohibition & Redressal of Sexual Harassment of Women at Workplace. The primary objective of the said Policy is to protect the women employees from sexual harassment at the place of work and also provides for punishment in case of false and malicious representations. The policy is available on the website of the company [www.bholanath.biz](http://www.bholanath.biz)

During the financial year 2021-22, no cases in the nature of sexual harassment were reported at any workplace of the company.

### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

The directors will be introduced to all the Board members and the senior management personnel such as Chief Financial Officer, Company Secretary and Various Department heads individually to know their roles in the organization and to understand the information which they may seek from them while performing their duties as a Director.

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

The information pertaining to energy and technology absorption, foreign exchange earning & outgo as required under section 134(3) (m) of the Companies Act, 2013 and read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 is **Annexure IV**.

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### **INDUSTRIAL RELATIONS:**

During the year under review, your company enjoyed cordial relationships with workers and employees at all the levels.

### **CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION:**

The Chief Executive Officer and Chief Financial Officer Certification as required under SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and Chief Executive Officer declaration about the Code of Conduct is Annexed to this Report.

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

There are not significant and material orders passed by the regulators or courts or tribunals that would impact on going concern of the Company and its future operations during the Financial Year 2021-22.

### **CORPORATE SOCIAL RESPONSIBILITY:**

As per the provisions of the companies Act, 2013 every company shall require to constitute a corporate social responsibility committee who cross the threshold limit as prescribed under the Act. So accordingly these provisions, our company does not fall under the said limit as prescribed. Thus your company do not required to constitute the committee during the Financial Year 2021-22.

### **APPRECIATION &ACKNOWLEDGEMENT:**

Your Directors wish to place on record their gratitude to the Company's Customers, Bankers and others for their continued support and faith reposed in the Company. The Board also places on record its deep appreciation for the dedication and commitment of the employees at all levels. The Directors would also like to thank BSE Ltd., National Securities Depository Limited, Central Depository Services (India) Limited, our RTA Mas Services Limited for their co-operation.

### **BY ORDER OF THE BOARD**

**For Shri Bholanath Carpets Limited**

Sd/-

**Vivek Baranwal**  
**(Director & CFO)**  
**DIN: 02076746**

Sd/-

**Harish Baranwal**  
**(Director)**  
**DIN: 01722061**

**Place: Varanasi**

**Date: 01/09/2022**

## Annexure to Director Report

**Secretarial Audit Report –Annexure –I**  
**For Financial Year Ended 31<sup>st</sup> March, 2019**  
**Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies**  
**(Appointment and Remuneration of Managerial Personnel) Rules, 2014)**

To,  
The Member,  
**SHRI BHOLANATH CARPETS LIMITED**  
G.T. Road, Kachhawan,  
Varanasi -221313, U.P.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shri Bholanath Carpets Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2022 according to the applicable provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 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, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time;
  - 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; (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;(Not applicable to the Company during the audit period)

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- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.(Not applicable to the Company during the audit period)

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

- I. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- II. The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above. Except in respect of matters specified below;

Sr. No	Compliance Requirements (Regulations/Circulars/Guidelines including specific clauses)	Deviations	Observations/Remarks
1	Regulation 23(9) of the SEBI (LODR) Regulations, 2015: Non submission with disclosure of related party transactions on consolidated basis for the half year ended 30th September, 2020.	The disclosure of related party transactions for the half year ended 30th September, 2020 should have been disclosed within 30days of result declaration but the company not filed within the time prescribed.	This is the violation of Regulation 23(9) of the SEBI (LODR) Regulations, 2015
2	Regulation 33 of the SEBI (LODR) Regulations, 2015: Non submission of financial results within the prescribed period under this regulations for the quarter ended December, 2020	The unaudited financial results along with limited review report for the quarter ended 31st December, 2020 not filed within the time prescribed.	This is the violation of Regulation 33 of the SEBI (LODR) Regulations, 2015
3	Regulation 6(1) of the SEBI (LODR) Regulations, 2015: Non appointment of Company Secretary within time limit.	The Company Secretary should be appointed as per Regulation 6(1) of the SEBI (LODR) Regulations, 2015 for the quarter ended 31st March, 2020	This is the violation of Regulation 6(1) of the SEBI (LODR) Regulations, 2015

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The following are the details of actions taken against the listed entity/its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of Violation	Details of Action taken
1	Bombay stock exchange (BSE)	As per Regulation 23(9) of the SEBI (LODR) Regulations, 2015, The disclosure of related party transactions for the half year ended 30th September, 2020 should have been disclosed within 30 days of result declaration but the company not filed within the time prescribed.	The Company is liable to pay fine amount of Rs. 206,500/- (penalty inclusive of GST @ 18%) within 15 days of letter dated January 18, 2021 to the BSE in view of the SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018.
2	Bombay stock exchange (BSE)	As per Regulation 33 of the SEBI (LODR) Regulations, 2015, Audited financial results for the quarter ended 31st December, 2020, Company not filed within the time prescribed.	The Company is liable to pay fine amount of Rs. 17,700/- (penalty inclusive of GST @ 18%) within 15 days of letter dated March 15, 2021 to the BSE in view of the SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018.
3	Bombay stock exchange (BSE)	As per Regulation 6(1) of the SEBI (LODR) Regulations, 2015, Company should appoint qualified Company Secretary, however Company failed to appoint.	The Company is liable to pay fine amount of Rs. 107,380/- (penalty inclusive of GST @ 18%) within 15 days of letter dated August 5, 2020 to the BSE in view of the SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018.
4.	Bombay stock exchange (BSE)	BSE issued Regret letter for waiver of fines levied under regulation 31, pursuant to SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020. (Erstwhile SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018)	The Company is liable to pay fine amount of Rs. 21,240/- (penalty inclusive of GST @ 18%) within 10 days of letter dated April 20, 2021 to the BSE in view of the SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018.
5.	Bombay stock exchange (BSE)	BSE issued Reminder for freezing of promoter demat account for Non-compliance/non payment of fines for Regulation 27(2)/ 31/ 13(3)/ 76 for March 2020	The Company is liable to pay fine amount of Rs. 263,140, /- (penalty inclusive of GST @ 18%) within 7 days of letter dated September 4, 2020 to the BSE in view of the SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018

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We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per the minutes, the decisions at the Board Meetings were taken unanimously. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc. We further report that during the audit period, the Company had following event which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

**For Rakesh Mishra & Associates  
Company Secretaries**

sd/-

**Rakesh Mishra**

**ACS No: 39925 CP No: 21929**

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

**Place: Mumbai**

**Date: 16.09.2022**

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### 'Annexure A'

**To,  
The Members  
Shri Bholanath Carpets Limited**

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

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

**For Rakesh Mishra & Associates  
Company Secretaries**

**sd/-  
Rakesh Mishra  
ACS No: 39925 CP No: 21929**

**Place: Mumbai  
Date: 16.08.2021**

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**Annexure –II Form AOC- 2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Act including certain arm's length transactions under third proviso thereto**

**1. Details of material contracts or arrangements or transactions not at arm's length basis: NIL**

**2. Details of contracts or arrangement or transactions at arm's length basis**

<b>Name(s) of the related party and nature of relationship.</b>	<b>Nature of contracts/ arrangements/ Transactions.</b>	<b>Duration of contracts/ Arrangements/ Transactions.</b>	<b>Salient terms of the contracts or arrangements or transactions including the value, if any.</b>	<b>Date(s) of approval by the boards, if any.</b>	<b>Amount paid as advances, if any.</b>
<b>Shri Bholanath Industries Limited (Associate Company)</b>	<b>Purchase</b>	<b>Ongoing</b>	<b>Rs. 1286.47 Lacs</b>	<b>-</b>	<b>NA</b>
<b>Organic Weave Limited (Group Company)</b>	<b>Sales</b>	<b>Ongoing</b>	<b>Rs.275.22 Lacs</b>	<b>-</b>	<b>NA</b>
<b>Kaandla Rugs Limited (Group Company)</b>	<b>Sales</b>	<b>Ongoing</b>	<b>Rs. 13.02 lacs</b>	<b>-</b>	<b>NA</b>

**BY ORDER OF THE BOARD  
For Shri Bholanath Carpets Limited**

**Sd/-  
Vivek Baranwal  
(Director & CFO)  
DIN: 02076746**

**Sd/-  
Harish Baranwal  
(Director)  
DIN: 01722061**

**Date: 01/09/2022  
Place: Varanasi**



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**Annexure –III (FORM NO. MGT-9)**
**EXTRACT OF ANNUAL RETURN**
**as on the financial year ended on March 31, 2017**
**[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

<b>I REGISTRATION &amp; OTHER DETAILS :</b>	
1.	<b>CIN</b> L17226UP1973PLC003746
2.	<b>Registration Date</b> 21/07/1973
3.	<b>Name of the Company</b> <b>Shri Bholanath Carpets Limited</b>
4.	<b>Category/Sub-category of the Company</b> Company Limited By Shares/Indian Non Govt Company
5.	<b>Address of the Registered office &amp; contact details</b> G.T. Road, Kachhawan, Varanasi- 221313 Tel-542-2620221 Email id:cs@bholanath.biz Website: www.bholanath.biz
6.	<b>Whether listed company</b> Yes
7.	<b>Name , Address &amp; contact details of the Registrar &amp; Transfer Agent, if any</b> <b>Mas Services Limited</b> T-34, IInd Floor, Okhla Industrial Area, Phase- II, New Delhi- 110020 Tel: 011-26387281 Email: info@maserv.com

<b>II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>			
<b>All the business activities contributing 10% or more of the total turnover of the company shall be stated</b>			
<b>Sr. No</b>	<b>Name &amp; Description of main products/services</b>	<b>NIC Code of the Product /service</b>	<b>% to total turnover of the company</b>
1	Carpets Manufacture	13931	100

<b>III PARTICULARS OF HOLDING , SUBSIDIARY &amp; ASSOCIATE COMPANIES</b>					
<b>Sr. No</b>	<b>Name and Address of the Company</b>	<b>CIN/GLN</b>	<b>Holding/ Subsidiary/ Associate</b>	<b>% of Shares Held</b>	<b>Applicable Section</b>
1	Shri Bholanath Industries Limited	U74899DL1992PLC051145	Associate	33.43	2(6)

<b>IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)</b>									
<b>A. Category-wise Shareholding</b>									
<b>Category of Shareholders</b>	<b>No. of Shares held at the beginning of the year</b>				<b>No. of Shares held at the end of the year</b>				<b>% of Change during the year</b>
	<b>01/04/2021</b>				<b>31/03/2022</b>				
	<b>Demat</b>	<b>Physical</b>	<b>Total</b>	<b>% of Total share</b>	<b>Demat</b>	<b>Physical</b>	<b>Total</b>	<b>% of Total share</b>	
<b>A. PROMOTERS</b>									

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<b>(1) Indian</b>									
(a) Individuals/ HUF	2133000	299400	2432400	50.68	2137100	299400	2436500	50.76	0.08
(b) Central Govt.	0	0	0	0	0	0	0	0	0
(c) State Govt.(s)	0	0	0	0	0	0	0	0	0
(d) Bodies Corp.	0	0	0	0	0	0	0	0	0
(e) Banks / FI	0	0	0	0	0	0	0	0	0
(f) Any Other....									
* Directors	0	0	0	0	0	0	0	0	0
*Directors Relatives	0	0	0	0	0	0	0	0	0
* Person Acting in Concern	0	0	0	0	0	0	0	0	0
<b>Sub Total</b>	<b>2133000</b>	<b>299400</b>	<b>2432400</b>	<b>50.68</b>	<b>2137100</b>	<b>299400</b>	<b>2436500</b>	<b>50.76</b>	<b>0.08</b>
<b>(A)(1):-</b>									
<b>(2) Foreign</b>									
(a) NRI Individuals	0	0	0	0	0	0	0	0	0
(b) Other Individuals									
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other....									
<b>Sub Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(A)(2):-</b>									
<b>Total shareholding of Promoter(A)= (A)(1)+(A)(2)</b>	<b>2133000</b>	<b>299400</b>	<b>2432400</b>	<b>50.68</b>	<b>2137100</b>	<b>299400</b>	<b>2436500</b>	<b>50.76</b>	<b>0.08</b>
<b>B.PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
(a) Mutual Funds	0	3700	3700	0.08	0	3700	3700	0.08	0.00
(b) Banks FI	100000	0	100000	2.08	100000	0	100000	2.08	0.00
(c) Central Govt	0	0	0	0	0	0	0	0	0
(d) State Govt(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIIs	0	0	0	0	0	0	0	0	0
(h) Foreign Ven Cap Funds	0	0	0	0	0	0	0	0	0
(i) Others (specify)									
* U.T.I.	0	0	0	0	0	0	0	0	0
*Financial Institutions	0	0	0	0	0	0	0	0	0
* I.D.B.I.	0	0	0	0	0	0	0	0	0
* I.C.I.C.I.	0	0	0	0	0	0	0	0	0
*Government Companies	0	0	0	0	0	0	0	0	0
*State Financial Corp	0	0	0	0	0	0	0	0	0

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*Qualified Foreign Investor	0	0	0	0	0	0	0	0	0	0
* Any Other	0	0	0	0	0	0	0	0	0	0
*OTC Dealers (Bodies Corporate)	0	0	0	0	0	0	0	0	0	0
* Private Sector Banks	0	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>100000</b>	<b>3700</b>	<b>103700</b>	<b>2.16</b>	<b>100000</b>	<b>3700</b>	<b>103700</b>	<b>2.16</b>	<b>0</b>	
<b>(2) Non-Institutions</b>										
<b>(a) Bodies Corp.</b>										
(i) Indian	123500	293100	416600	8.68	124900	293100	418000	8.71	0.03	
(ii) Overseas	0	0	0	0	0	0	0	0		
<b>(b) Individuals</b>										
(i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	241700	582900	824600	17.18	242700	582200	824900	17.19	0.01	
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	238300	781600	1019900	21.25	238300	781600	1019900	21.25	0	
<b>(c) Others (specify)</b>										
* N.R.I.(Repat)	0	1000	1000	0.02	0	1000	1000	0.02	0	
* LLP	0	0	0	0	0	0	0	0	0	
* Foreign Corporate Bodies	0	0	0	0	0	0	0	0	0	
* Trust	0	0	0	0	0	0	0	0	0	
* Hindu Undivided Family	0	0	0	0	0	0	0	0	0	
* Employee	0	0	0	0	0	0	0	0	0	
* Clearing Members	1500	0	1500	0.03	0	0	0	0	-0.03	
* Depository Receipts	0	0	0	0	0	0	0	0	0	
<b>Sub-total (B)(2):-</b>	<b>605000</b>	<b>1658600</b>	<b>2263900</b>	<b>47.16</b>	<b>605900</b>	<b>1657900</b>	<b>2263800</b>	<b>47.17</b>	<b>0.01</b>	
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>705000</b>	<b>1662300</b>	<b>2367600</b>	<b>49.32</b>	<b>705900</b>	<b>1661600</b>	<b>2367500</b>	<b>49.33</b>	<b>0.01</b>	
<b>C. Total shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
<b>Grand Total(A + B + C)</b>	<b>2838300</b>	<b>1961700</b>	<b>4800000</b>	<b>100</b>	<b>2839000</b>	<b>1961000</b>	<b>4800000</b>	<b>100</b>	<b>00.00</b>	

**B. SHAREHOLDING OF PROMOTERS**

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Sr. No.	ShareHolder's Name	ShareHolding at the beginning of the year 01/04/2021			Shareholding at the end of the year 31/03/2022			% change in share holding during the year
		No. of Shares	% of Total Shares of the company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of Total Shares of the company	% of Shares Pledged / Encumbered to total shares	
1	Late Bholanath Baranwal	672780	14.02	0	676880	14.10	0	0.08
2	Mr. Harish Baranwal	57500	1.20	0	57500	1.20	0	0
3	Mr. Vivek Baranwal	36400	0.76	0	36400	0.76	0	0
4	M/s. Bholanath Baranwal HUF	188900	3.94	0	188900	3.94	0	0
5	Mr. Romit Baranwal	31200	0.65	0	31200	0.65	0	0
6	Mr. Amit Baranwal	31200	0.65	0	31200	0.65	0	0
7	Mr. Sumit Baranwal	31200	0.65	0	31200	0.65	0	0
8	Mrs. Renu Baranwal	12800	0.27	0	12800	0.27	0	0
9	Mr. Dina Nath Baranwal	257400	5.36	0	257400	5.36	0	0
10	Mr. Hirdiyanath Baranwal	27500	0.57	0	27500	0.57	0	0
11	Mr. Dinanath Baranwal	103900	2.16	0	103900	2.16	0	0
12	Mrs. Phoolmani Devi Baranwal	117900	2.46	0	117900	2.46	0	0
13	Mr. Surendranath Baranwal	357400	7.45	0	357400	7.45	0	0
14	Mrs. Vijaya Baranwal	87800	1.83	0	87800	1.83	0	0
15	Mrs. Ragini Baranwal	204600	4.26	0	204600	4.26	0	0
16	Mrs. Bina Baranwal	112520	2.34	0	112520	2.34	0	0
17	Mr. Nikhil Baranwal	101400	2.11	0	101400	2.11	0	0

**C. CHANGES IN SHAREHOLDING OF PROMOTERS**

Sr. No.	ShareHolder's Name	ShareHolding at the beginning of the year 01/04/2020			Shareholding at the end of the year 31/03/2021			% change in share holding during the year
		No. of Shares	% of Total Shares of the company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of Total Shares of the company	% of Shares Pledged / Encumbered to total shares	

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-	-	-	-	-	-	-	-	-
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**D. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS**

Sr. No.	Shareholders Name	Shareholding at the Beginning/ Transactions During the year		Cumulative Shareholding at the end of the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>Vasudha Agrawal</b>				
	Opening Balance	702000	14.63	0	0
	Transactions during the year ended 31/03/2022	0	0	0	0
	Closing Balance	0	0	0	0
<b>2</b>	<b>Late Bholanath Baranwal</b>				
	Opening Balance	672780	14.02	0	0
	Transactions during the year ended 31/03/2022	4100	0.08	0	0
	Closing Balance	676880	14.10	676880	14.10
<b>3</b>	<b>Surendra Nath Baranwal</b>				
	Opening Balance	357400	7.45	0	0
	Transactions during the year ended 31/03/2022	0	0	0	0
	Closing Balance	357400	7.45	357400	7.45
<b>4</b>	<b>Dina Nath Baranwal</b>				
	Opening Balance	257400	5.36	0	0
	Transactions during the year ended 31/03/2022	0	0	0	0
	Closing Balance	257400	5.36	257400	5.36
<b>5</b>	<b>Ragini Baranwal</b>				
	Opening Balance	204600	4.26	0	0
	Transactions during the year ended 31/03/2022	0	0	0	0
	Closing Balance	204600	4.26	204600	4.26
<b>6</b>	<b>Pratik Rajendra Gandhi</b>				
	Opening Balance	190500	3.97	0	0
	Transactions during the year ended 31/03/2022	0	0	0	0
	Closing Balance	190500	3.97	190500	3.97
<b>7</b>	<b>Kohinoor Credit Pvt. Ltd</b>				
	Opening Balance	189300	3.94	0	0
	Transactions during the year ended 31/03/2022	0	0	0	0

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	Closing Balance	189300	3.94	189300	3.94
<b>8</b>	<b>Bholanath Baranwal HUF</b>				
	Opening Balance	188900	3.94	0	0
	Transactions during the year ended 31/03/2022	0	0	0	0
	Closing Balance	188900	3.94	188900	3.94
<b>9</b>	<b>Phoolmani Devi Baranwal</b>				
	Opening Balance	1179000	2.46	0	0
	Transactions during the year ended 31/03/2022	0	0	0	0
	Closing Balance	1179000	2.46	1179000	2.46
<b>10</b>	<b>Bina Baranwal</b>				
	Opening Balance	112520	2.34	0	0
	Transactions during the year ended 31/03/2022	0	0	0	0
	Closing Balance	112520	2.34	112520	2.34
<b>11</b>	<b>Nikhil Baranwal</b>				
	Opening Balance	101400	2.11	0	0
	Transactions during the year ended 31/03/2022	0	0	0	0
	Closing Balance	101400	2.11	101400	2.11

### E. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No	ShareHolder's Name	ShareHolding at the beginning of the year 01/04/2021		Cumulative Shareholding during the year 31/03/2022		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	
1	<b>Late Bholanath Baranwal</b>	676880	14.10	676880	14.10	Equity
2	<b>Harish Baranwal</b>	57500	1.20	57500	1.20	Equity
3	<b>Vivek Baranwal (CFO)</b>	36400	0.76	36400	0.76	Equity

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<b>V. INDEBTEDNESS</b>				
<b>INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT</b>	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
<b>Indebtedness at the beginning of the financial year</b>				
<b>i) Principal Amount</b>	104994137.04	3639791	NIL	108633928.04
<b>ii) Interest due but not paid</b>	NIL	NIL	NIL	NIL
<b>iii) Interest accrued but not due</b>	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>104994137.04</b>	<b>3639791</b>	<b>NIL</b>	<b>108633928.04</b>
<b>Change in Indebtedness during the financial year</b>				
<b>Additions</b>	122357361.13	13961013.82	NIL	136318374.95
<b>Reduction</b>	(122125011.17)	(16500804.82)	(NIL)	(138625815.99)
<b>Net Change</b>	<b>232349.96</b>	<b>(2539791)</b>	<b>NIL</b>	<b>(2307441.04)</b>
<b>Indebtedness at the end of the financial year</b>				
<b>i) Principal Amount</b>	105226487	1100000	NIL	106326487
<b>ii) Interest due but not paid</b>	NIL	NIL	NIL	NIL
<b>iii) Interest accrued but not due</b>	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>105226487</b>	<b>1100000</b>	<b>NIL</b>	<b>106326487</b>

<b>VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>			
<b>Sr. No</b>	<b>A. Remuneration to Managing Director, Whole-time Directors and/or Manager:</b>	<b>Name of MD/WTD/Manager</b>	<b>Total Amount (In Rs. Lakh)</b>
<b>1</b>	Gross salary	Nil	Nil
<b>A</b>	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
<b>B</b>	Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
<b>C</b>	Profits in lieu of salary under section 17(3) I. T. Act, 1961	Nil	Nil
<b>2</b>	Stock Option	Nil	Nil
<b>3</b>	Sweat Equity - -	Nil	Nil
<b>4</b>	Commission	Nil	Nil
	- as % of profit	Nil	Nil
	- others, specify...	Nil	Nil
<b>5</b>	Others, please specify	Nil	Nil
	<b>Total (A)</b>	Nil	Nil
	<b>Ceiling as per the Act</b>	-	-

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<b>B. REMUNERATION TO OTHER DIRECTORS</b>					
Sr. No	Particulars of Remuneration	Name of Directors			Total Amount
		Mrs. Nisha Tripathi	Mrs. Veena Agnihotri	Mr. Shrinarayan Khemka	
<b>1</b>	<b>Independent Directors</b>				-
	Fee for attending board committee meetings	0	0	0	0
	Commission	0	0	0	0
	Others (Fee for attending meeting)	0	0	0	0
	<b>Total (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2</b>	<b>Other Non-Executive Directors</b>	NONE	NONE	NONE	NA
	Fee for attending board committee meetings	0	0	0	0
	Commission	0	0	0	0
	Others, please specify	0	0	0	0
	<b>Total (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total (B)=(1+2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Total Managerial Remuneration**	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Overall Ceiling as per the Act</b>		-	-	-	-

<b>C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD</b>			
Sr. No	Particulars of Remuneration	Key Managerial Personnel	Total Amount
		Mr. A.K. Pal (Company Secretary)# resigned w.e.f. 30.05.2022	
			-
<b>1</b>	Gross salary	450,000	450,000
<b>A</b>	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0
<b>b</b>	Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
<b>c</b>	Profits in lieu of salary under section 17(3) I.T Act, 1961	0	0
<b>2</b>	Stock Option	0	0
<b>3</b>	Sweat Equity - -	0	0
<b>4</b>	Commission	0	0
	- as % of profit	0	0
	- others, specify...	0	0
<b>5</b>	Others, please specify	0	0
	<b>Total (A)</b>	<b>450,000</b>	<b>450,000</b>
	Ceiling as per the Act	-	-

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2021**

Type	Section of	Brief	Details of	Authorit	Appeal made,
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	<b>the Companies Act</b>	<b>Description</b>	<b>Penalties /Punishmen t / Compoundin g fees imposed</b>	<b>y (RD/NCL T/ COURT)</b>	<b>if any (give details)</b>
<b>A. Company</b>					
Penalty			<b>NIL</b>		
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty			<b>NIL</b>		
Punishment					
Compounding					
<b>C. Other Officers In Default</b>					
Penalty			<b>NIL</b>		
Punishment					
Compounding					

**BY ORDER OF THE BOARD  
For Shri Bholanath Carpets Limited**

**Sd/-  
Vivek Baranwal  
(Director & CFO)  
DIN: 02076746**

**Sd/-  
Harish Baranwal  
(Director)  
DIN: 01722061**

**Place: Varanasi  
Date: 01/09/2022**

**ANNEXURE IV OF THE BOARD'S REPORT****A. CONSERVATION OF ENERGY:**

In line with the Company's commitment towards the conservation of energy, all units continue with their endeavor to make more efficient use of energy through improved operational and maintenance practices. The measures taken in this direction at the units are as under:

- Replaced inefficient motors with energy efficient motors;
- Installed power factor capacitor banks to save energy;
- Heat recovery from CRP hot water to boiler feed;
- Increase in temperature of feed water for saving on coal consumption in boilers;
- Shades were covered by installing Natural ventilation equipment;
- Made use of waste water generated by cooling coil moisture;
- Trimming of impellers to save on power consumption in chilled water pumps;
  
- **Power & Fuel Consumption:**

In this regard the management of the company had taken the following measures to reduce the power & fuel consumption:

- ✓ Develop an Energy Management Team by pulling a representative from each department. Bring in those who already have an incentive to keep costs low, or build in a bonus that can be tied to the amount of energy the team saves. Together, they can work to monitor energy usage throughout the facility and implement ways to reduce waste.
- ✓ Conducted energy audits using an energy audit guidebook and assistance from facility experts. A useful energy audit will quantify how much energy each department is consuming and will help identify peak consumption times throughout the year.
- ✓ With help of the energy audit, Company's found the some machinery requires the most energy to run. Accordingly, we schedule operation of these machines outside of peak hours. Peak hours can constitute up to 30 percent of a manufacturing facilities monthly utility bill.
- ✓ Company's do all its efforts to Optimize Air Compressors because Industrial air compressors are to blame for huge amounts of energy consumption and waste. Company maintained or designed the air compressors in a such way which reduce the consumption of power.

**B. TECHNOLOGY ABSORPTION:**

Regarding Research & Development and Technology absorption your Company's make all efforts on regularly or continuous basis since incorporation. However, right now your Company is not enclosed due to the fact that there is no scope for R & D and Absorbing in any new technology in view of type of product due to the slow of markets but Company's shall certainly go for it in future if any new development in technologies takes places.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual out flows are as under;

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<b>Particulars</b>	<b>31.03.2022 (Rs.)</b>	<b>31.03.2021 (Rs.)</b>
Foreign Exchange Earnings (FOB Value)	42895000	52524654
Foreign Exchange Outgo	NIL	NIL

**BY ORDER OF THE BOARD  
For Shri Bholanath Carpets Limited**

**Sd/-  
Vivek Baranwal  
(Director & CFO)  
DIN: 02076746**

**Sd/-  
Harish Baranwal  
(Director)  
DIN: 01722061**

**Place: Varanasi  
Date: 01/09/2022**

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### ANNEXURE- V

#### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

{Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.}

We have examined and verified the records of the Board of Directors available and maintained on the online portal of Ministry of Corporate Affairs of **SHRI BHOLANATH CARPETS LIMITED** (hereinafter will known as "the Company"), having its Registered Office at G.T. Road, Kachhawan, Varanasi -221313, U.P., India incorporated vide its Company Registration Number L17226UP1973PLC003746 on 21st July, 1973 under the jurisdiction of Registrar of Companies, Kanpur, Uttar Pradesh.

On the basis of examination and verification, *we hereby state that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as the directors of companies by the Securities Exchange Board of India / MCA or any such statutory authority for the Financial Year ending on 31<sup>st</sup> March,2022.*

The Board of Directors of the Company comprises of 6 (Six) Directors and the Board is composed as follows:

Sr.No	Name of the Director	DIN	Type of the Director	Status of the Director
1	VIVEK BARANWAL	02076746	Director & CFO	Active
2	HARISH BARANWAL	01722061	Executive Director	Active
3	SUNIL PAL	07858880	Independent Director	Active
4	NISH TRIPATHI	08151050	Independent Director	Active
5	VEENA AGNIHOTRI	07293343	Independent Director	Active
6	SHRINARAYAN KHEMKA	08207158	Independent Director	Active

Ensuring the eligibility for the appointment/ continuity of each director on the board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on the verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company. This Certificate is being issued at the request of the Company for the rightful compliance with Para 3(x) (c) (iii) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

**For RAKESH MISHRA & ASSOCIATES  
Company Secretaries**

**Place: Mumbai  
Date: 01.09.2022**

**sd/-  
(Rakesh Mishra)  
Proprietor  
M. No. ACS 39925  
COP No.21929**

# REPORT ON CORPORATE GOVERNANCE

Corporate governance broadly refers to the mechanisms, processes and relations by which corporations are controlled and directed. Governance structures and principles identify the distribution of rights and responsibilities among different participants in the corporation (such as the board of directors, managers, shareholders, creditors, auditors, regulators, and other stakeholders) and include the rules and procedures for making decisions in corporate affairs. Corporate governance includes the processes through which corporations' objectives are set and pursued in the context of the social, regulatory and market environment. Governance mechanisms include monitoring the actions, policies, practices, and decisions of corporations, their agents, and affected stakeholders. Corporate governance practices are affected by attempts to align the interests of stakeholders

The convergence of governance practices brings to the fore the critical role played by the Board to ensure governance framework enjoins higher level of transparency and effective governance standards to enhance the competitiveness and to protect long term interests of all stakeholders. Corporate Governance, which assumes great deal of importance at SBC. SBCL is intended to ensure consistent value creation for all its stakeholders. We believes that the governance practices must ensure adherence and enforcement of the sound principles of Corporate Governance with the objectives of fairness, transparency, professionalism, trusteeship and accountability, while facilitating effective management of the businesses and efficiency in operations.

The Board is committed to achieve and maintain highest standards of Corporate Governance on an ongoing basis. The Board has approved and implemented a comprehensive Corporate Governance Manual, containing guidelines covering decision making, authority levels, the policies and processes, which provide an effective and flexible governance framework in the Company realizing the need to ensure an effective mechanism of checks and balances with transparency and accountability as the hallmark.

## **BOARD OF DIRECTORS**

### **Composition**

The Board of Directors comprises of Six directors as on 31<sup>st</sup> March, 2022, who bring in a wide range of skills and experience to the board. The Board consists of Six Directors, out of these four i.e. Mrs. Nisha Tripathi, Mrs. Veena Agnihotri, Mr. Shrinarayan Khemka & Mr. Sunil Pal (resigned w.e.f. 30.05.2022) are Non – Executive and Independent Directors. Mr. Harish Baranwal Executive Director and Mr. Vivek Baranwal are appointed as the Director cum Chief Financial Officer on the Board of the Company. The independent directors have confirmed that they satisfy the criteria prescribed for an independent director as stipulated in the provisions of the Section 149(6) of the Companies Act, 2013. None of the Directors have any pecuniary relationships or transactions vis-à-vis the Company. None of the directors of the Company are related to each other.

The Directors bring to the Board a wide range of experience and skills. Brief profiles of the directors, are set out elsewhere in the annual report. The composition of the board is in conformity with SEBI (LODR) Regulations, 2015. As per the SEBI (LODR) Regulations, 2015, no Director can be a member in more than 10 committees or act as chairman of more than 5 committees across all public companies in which he is a director. Necessary Disclosures regarding committee positions in other

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public companies as on 31<sup>st</sup> March, 2022 have been made by the Directors. The Details of the Board of Directors in terms of their Directorships and Memberships/Chairmanship in committees held by the Directors in other public companies are as under:

Sr. No.	Name of Director	DIN	No. of other Directorships	No. of Committees		Category of Director
				Member	Chairman	
1.	Mr. Harish Baranwal	01722061	2	0	0	Executive Director
2.	Mr. Vivek Baranwal	02076746	2	1	0	Executive Director & CFO
3.	Mrs. Nisha Tripathi	08151050	Nil	3	0	Independent Non - Executive
4.	Mrs. Veena Agnihotri	07293343	Nil	3	0	Independent Non - Executive
5.	Mr. Shrinarayan Khemka	08207158	Nil	3	2	Independent Non - Executive
6.	*Mr. Sunil Pal	07858880	Nil	3	0	Independent Non - Executive
7.	#Mr. A.K. Pal (C.S.)	-	Nil	-	-	Company Secretary

Note: \* resigned w.e.f. 30.05.2022 and # resigned w.e.f. 30.05.2022

All Directors and Senior Management Personnel have re-affirmed compliance with the Code of Conduct approved and adopted by the Board of Directors.

### **BOARD MEETINGS HELD**

The Board of Directors formulates the broad business and operational policies, periodically reviews the performance and engages itself with strategic issues concerning the Company.

During the year under review, 08 meetings of the Board of Directors were held at Registered Address of the Company.

04 <sup>th</sup> June, 2021	15 <sup>th</sup> June, 2021	30 <sup>th</sup> June, 2021
14 <sup>th</sup> August, 2021	25 <sup>th</sup> August, 2021	25 <sup>th</sup> September, 2021
13 <sup>th</sup> November, 2021	14 <sup>th</sup> February, 2022	

Particulars of Meetings of Board Meetings held during the year along with details of Directors attendance at such Committee Meeting(s) are detailed herein:

NAME OF DIRECTORS'	MEETINGS ATTENDED
<b>No. of Meetings held</b>	<b>8</b>
@Sunil Pal	8/8
Harish Baranwal	8/8
Vivek Baranwal	8/8
Nisha Tripathi	3/8
Veena Agnihotri	3/8
Shrinarayan Khemka	2/8

Note: @resigned w.e.f. 30.05.2022

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### **BOARD PROCEDURE**

The Board Meetings of the Company are governed by a structured agenda. The Board meetings are generally held at the registered office of the Company at G.T. Road, Kachhawan, Varanasi. The Director/Company Secretary finalizes the agenda of the Board meetings. All major agenda items, backed up by relevant and comprehensive background information, are sent well in advance of the date of the Board meeting(s) to enable the Board members to take informed decision. Any Board Member may, in consultation with the Chairman of the meeting, bring up any matter at the meeting for consideration by the Board. Senior management personnel are invited from time to time to the Board meetings to make requisite presentations on relevant issues or provide necessary insights into the operations / working of the Company and corporate strategies.

The Board periodically reviews Compliance Reports in respect of various laws and regulations applicable to the Company.

### **CODE OF CONDUCT**

The Company has also adopted a Code of Conduct for the Members of the Board of Directors and Senior Management and all the Directors and senior functionaries as defined in the Code provide their annual confirmation of compliance with the Code. Copy of the Code is available on the website of the Company [www.bholanath.biz](http://www.bholanath.biz). A declaration affirming compliance with the Code of Conduct by the Members of the Board and Senior Management Personnel is given below.

**DECLARATION OF COMPLIANCE OF THE CODE OF CONDUCT**  
**[Pursuant to Schedule V OF SEBI (Listing Obligations and Disclosure Requirements)**  
**Regulations, 2015]**

**Declaration by the Director**

In the above regards as provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I declare as follows:

1. The Company does have a Code of Conduct approved by its Boards, which is posted on the company website [www.bholanath.biz](http://www.bholanath.biz)
2. All the members of the Boards and senior management personnel of the Company to whom the code of conduct is applicable have affirmed the compliance of the said code during the financial year ended 31st March, 2022

**For Shri Bholanath Carpets Ltd**  
**Sd/-**  
**Vivek Baranwal**  
**(Director & CFO)**

**Place: Varanasi**  
**Date: 01.09.2022**

### **RELATED PARTY TRANSACTION POLICY**

In compliance with the requirements of Regulation 23 of SEBI (LODR) Regulations, 2015, the Board of Directors of the Company has approved a Related Party Transaction Policy, to facilitate Management to report and seek approval for any Related Party Transaction proposed to be entered into by the Company. The said Related Party Transaction Policy can be viewed on [www.bholanath.biz](http://www.bholanath.biz)

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### **BOARD COMMITTEES**

Particulars of Meetings of Board Committees held during the year along with details of Directors attendance at such Committee Meeting(s) are detailed herein:

<b>Committee Members</b>	<b>Audit Committee</b>	<b>Nomination &amp; Remuneration Committee</b>	<b>Stakeholders Grievance Committee</b>
<b>No. of Meetings held</b>	<b>4</b>	<b>1</b>	<b>1</b>
Mr. Shrinarayan Khemka	1/4	1/1	1/1
Mrs. Veena Agnihotri	2/4	1/1	1/1
Mrs. Nisha Tripathi	2/4	1/1	1/1
Mr. Vivek Baranwal	4/4	-	-
Mr. Sunil Pal *	4/4	1/1	1/1

Note: @resigned w.e.f. 30.05.2022

### **Details of Board Committees are as mentioned herein:**

#### **AUDIT COMMITTEE**

Apart from all the matters provided in Regulation 18 of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and section 177 of the Companies Act, 2013, the Audit Committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the company.

#### **Constitution**

As at March 31, 2022, the Audit Committee of the Board comprised of four (5) Directors viz, Mr. Shrinarayan Khemka as the Chairman and member of the committee and Mrs. Nisha Tripathi, Mr. Vivek Baranwal, Mrs. Veena Agnihotri and Mr. Sunil Pal (resigned w.e.f. 30.05.2022) as the Members of the committee.

The Audit Committee reviews the financial accounting policies, adequacy of internal control systems and interacts with the statutory auditors. Besides, the Committee reviews the audit plans, interim and annual financial results, management discussion and analysis of financial condition, observations of the management and external auditors on internal control and follow-up reports of the management.

During the year under review, four (4) meetings of the Audit Committee were held on 30<sup>th</sup> June, 2021, 14<sup>th</sup> August, 2021, 13<sup>th</sup> November, 2021 and 14<sup>th</sup> February, 2022.

#### **Terms of reference**

The Terms of reference and role of the Audit Committee are as per guidelines set out in Regulation 18 of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and Section 178 of Companies Act, 2013. The Committee meets periodically and inter alia reviews:

- Accounting and financial reporting process of the Company;
- Audited and Un-audited financial results; risk management policies and reports on internal control system;
- Discusses the larger issues that are of vital concern to the Company including adequacy of internal controls, reliability of financial statements/other management information, adequacy of provisions for liabilities and whether the audit tests are appropriate and



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scientifically carried out in accordance with Company's current business and size of operations;

## **ANNUAL REPORT 2021-22**

- Transactions proposed to be entered into by the Company with related parties and approves such transactions including any subsequent modifications thereto;
- Functioning of Whistle Blower & Vigil Mechanism Policy; and
- Recommends proposals for appointment and remuneration payable to the Statutory Auditor, Internal Auditors and Chief Financial Officer.

## **NOMINATION & REMUNERATION COMMITTEE**

### **Constitution**

In compliance with requirements of Regulation 19 of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and Section 178 of the Companies Act, 2013, during financial year 2021-22 the Board had combined and renamed the existing Remuneration Committee and Nomination Committee as 'Nomination and Remuneration Committee' which comprises of Mr. Shrinarayan Khemka as the Chairman and member of the committee and Mrs. Nisha Tripathi, Mrs. Veena Agnihotri and Mr. Sunil Pal (resigned w.e.f. 30.05.2022) as the Members of the committee.

During the year under review, One (1) meetings of the Nomination & Remuneration Committee were held on 14<sup>th</sup> February, 2022.

The Nomination and Remuneration Committee has formulated criteria for evaluation of the Board and non-independent directors for the purpose of review of their performance at a separate meeting of the Independent Directors. Further, the Committee has recommended a policy relating to the remuneration of the directors, key managerial personnel and other employees which, inter alia, includes the principles for identification of persons who are qualified to become directors.

The criteria laid down for evaluation of the directors and the remuneration policy, as approved and adopted by the Board, and is available on the website of the company [www.bholanath.biz](http://www.bholanath.biz)

### **Terms of reference**

The terms of reference of the Nomination and Remuneration Committee include:

- Formulation of guidelines for evaluation of candidature of individuals for nominating and/ or appointing as a Director on the Board including but not limited to recommendation on the optimum size of the Board, age / gender / functional profile, qualification / experience, retirement age, number of terms one individual can serve as Director, suggested focus areas of involvement in the Company, process of determination for evaluation of skill sets, etc.
- Formulation of the process for evaluation of functioning of the Board – individually and collectively and making recommendation as to the Board remuneration including the salary and/or commission payable to the Directors;
- Recommend nominations / appointments to the Board, including Executive Directors /Independent Directors and suggest the terms of such appointments;
- Recommend all elements of remuneration package of Whole-time Directors including increment/ incentives payable to them within the limits approved by the Board / Members; and
- Decide and approve issuance of Stock Options, including terms of grant etc under the Company's Employee Stock Option Scheme

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### **Shareholding of the Directors in the Company as on 31<sup>st</sup> March, 2022**

<b>Name of Director</b>	<b>No. of Shares held</b>
Mr. Harish Baranwal	57500
Mr. Vivek Baranwal	36400
Mrs. Veena Agnihotri	Nil
Mrs. Nisha Tripathi	Nil
Mr. Shrinarayan Khemka	Nil
*Mr. Sunil Pal	Nil

Note: \* resigned w.e.f. 30.05.2022

### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

#### **Constitution**

In compliance with Section 178 of the Companies Act, 2013, and Regulation 20 of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 during financial year 2020-21 the Stakeholders Relationship Committee, comprises of Mrs. Veena Agnihotri as the Chairman and member of the committee and Mr. Shrinarayan Khemka, Mrs. Nisha Tripathi and Mr. Sunil Pal (resigned w.e.f. 30.05.2022) as the Members of the committee.

During the year under review, One (1) meetings of the Stakeholders Relationship Committee were held on 14<sup>th</sup> February, 2022.

The Stakeholders Relationship Committee:

- Approves and monitors transfers, transmission, splits and consolidation of securities of the Company,
- Reviews the Redressal of grievances / complaints from shareholders and debenture holders on matters relating to Transfer of shares, non-receipt of annual report, dividends, interest etc., and
- Reviews the compliances with various statutory and regulatory requirements.

### **SEPARATE MEETING OF INDEPENDENT DIRECTORS**

A Separate Meeting of Independent Directors was held on 14<sup>th</sup> February, 2022 without the attendance of non-independent directors and members of management. All the Independent Directors attended the meeting and:

- Reviewed the performance of non-independent directors and the Board as a whole.
- Reviewed the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- Assessed the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### **GENERAL BODY MEETINGS**

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Financial Year	Date	Time	Location
2020-2021	30/09/2021	10:00 A.M	G.T. Road, Kachhawan, Varanasi-221313, U.P.
2019-2020	30/09/2020	10:00 A.M	G.T. Road, Kachhawan, Varanasi-221313, U.P.
2018-2019	28/09/2019	11:30 A.M	G.T. Road, Kachhawan, Varanasi-221313, U.P.

### **DISCLOSURES:**

During the period, there were no transactions materially significant with Company's promoters, directors or management or subsidiaries or their relatives that may have potential conflict with the interests of the Company at large.

Details of Non Compliance by the Company, penalties strictures imposed on the Company by Stock Exchanges or any statutory authority, on any matter related to capital markets, during the last three years – None.

### **DETAILS OF SUBSIDIARY AND ASSOCIATE COMPANIES:**

The Company does not have any Subsidiary Company and but have associate company as on 31st March, 2022.

### **POLICY FOR PROHIBITION OF INSIDER TRADING:**

The Company has adopted a code of conduct for prevention of insider trading with a view to regulate trading in securities by the Directors and employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of the Company's shares by the Directors and employees while in possession of unpublished price sensitive information in relation to the Company or its securities.

The Compliance Officer of the company ensures the compliance of the said Code by all the Directors, Senior Management Personnel and employees who likely to have access to unpublished price sensitive information. The Policy is available on the website of the company [www.bholanath.biz](http://www.bholanath.biz)

### **GENERAL INFORMATION FOR MEMBERS:**

**I. Annual General Meeting** – The 49th Annual General Meeting of the Company will be held on Friday, 30th September, 2022 at its Registered Office at G.T. Road, Kachhawan, Varanasi- 221313 at 11:00 am

### **II. Financial Calendar (2022-2023)**

Financial Year	April 1 to March 31
<b>For Consideration of Unaudited/Audited Financial results</b>	
<b>Results for quarter ending 30<sup>th</sup> June, 2022</b>	On or before 15 <sup>th</sup> August, 2022
<b>Results for quarter ending 30<sup>th</sup> September, 2022</b>	On or before 15 <sup>th</sup> November, 2022
<b>Results for quarter ending 31<sup>st</sup> December, 2022</b>	On or before 15 <sup>th</sup> February, 2023
<b>Results for quarter ending 31<sup>st</sup> March, 2023</b>	On or before 30 <sup>th</sup> May, 2023
<b>Annual general Meeting for the year ending 31<sup>st</sup> March, 2023</b>	On or before 30 <sup>th</sup> September, 2023

**III. Book Closure date** : 23/09/2022 to 30/09/2022 (Both day inclusive)

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IV. Dividend payment date : Not applicable

V. Listing of Equity Shares: Bombay Stock Exchange

VIa) BSE Scrip Code: 530841

b) Demat ISIN Numbers in NSDL & CDSL INE151F01012 for Equity Shares

### STOCK MARKET DATA AT BSE

Month	High	Low	Close	No. of Shares
April 2021	-	-	-	-
May 2021	7.14	7.14	7.14	200
June 2021	7.49	7.14	7.49	400
July 2021	7.86	7.86	7.86	200
Aug 2021	8.25	8.25	8.25	200
Sept 2021	-	-	-	-
Oct 2021	9.09	8.66	9.09	200
Nov 2021	10.50	9.54	10.50	300
Dec 2021	11.57	11.02	11.57	200
Jan 2022	13.37	12.14	13.37	500
Feb 2022	13.37	13.37	13.37	400
March 2022	18.75	14.03	18.75	2900

### SHAREHOLDING PATTERN AS ON 31<sup>st</sup> March, 2022

#### DISTRIBUTION OF SHAREHOLDING AS ON 30th March, 2022

Shareholders			Shareholding	
No. of Shares	No. of shareholders	%	Holding in Rs.	%
Up to 5000	748	69.004	1876500	3.909
5001 - 10000	160	14.760	1081500	2.253
10001 - 20000	87	8.026	1223000	2.548
20001 - 30000	15	1.384	387000	0.806
30001 - 40000	8	0.738	277000	0.577
40001 - 50000	7	0.646	325000	0.677
50001 - 100000	13	1.199	1007000	2.098
100001- and above	46	4.244	41823000	87.131
<b>Total</b>	<b>1084</b>	<b>100.00</b>	<b>48000000</b>	<b>100.00</b>

Category		No. of Shares held	% of Shareholding
<b>A</b>	<b>Promoter's Holding</b>		
1	Promoters		
	- Indian Promoters	2436500	50.76
	- Foreign Promoters	0	0
2	Persons acting in concert	0	0
<b>I</b>	<b>Sub - Total (A)</b>	<b>2436500</b>	<b>50.76</b>
<b>B</b>	<b>Non-Promoter's Holding</b>		
3	Institutional Investors	0	0
a)	Mutual Funds and UTI	3700	0.08

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b)	Banks/Financial Institutions i.e. Indian Bank	100000	2.08
C)	Venture Capital Funds	0	0
	(Central/State Govt. Institutions / Non-Government Institutions)	0	0
<b>C</b>	<b>FII's</b>	<b>0</b>	<b>0</b>
<b>II</b>	<b>Sub - Total (B+C=D)</b>	<b>103700</b>	<b>2.16</b>
<b>E</b>	<b>Others</b>		
a)	Private Corporate Bodies	418000	8.71
b)	Indian Public	1840800	38.35
c)	NRI's ( Repate)	1000	0.02
d)	Any Other (Please specify)	0	0
<b>III</b>	<b>Sub-Total (E)</b>	<b>2259800</b>	<b>47.08</b>
	<b>Grand Total (I+II+III)</b>	<b>4800000</b>	<b>100.00</b>

### **DEMATERIALIZATION OF SHARES:**

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories, viz, National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). Percentages of Shares held in physical and dematerialized form as on 31st March, 2022 are as follows:

<b>Mode</b>	<b>No. of Shares</b>	<b>% shares</b>
Electronic Form with NSDL	2862300	59.63
Electronic Form with CDSL	0	0
Physical	1937700	40.37
<b>Total</b>	<b>4800000</b>	<b>100.00</b>

### **MEANS OF COMMUNICATION:**

The Company has promptly reported all material information including declaration of quarterly financial results, press releases, etc. to all Stock Exchanges where the securities of the Company are listed. Such information is also simultaneously displayed immediately on the Company's corporate website, [www. Bholanath.biz](http://www.Bholanath.biz). The quarterly, half yearly and annual financial results and other statutory information were generally communicated to the shareholders by way of an advertisement in a English newspaper and in a vernacular language newspaper viz. 'Business standard (Hindi)' as per requirements of the Listing Agreement. The financial and other information are filed by the Company Corporate Filing platforms of BSE.

### **INVESTOR CORRESPONDENCE:**

All documents, transfer deeds, demat requests and other communications in relation thereto should be addressed to the R & T Agents at its following address for transfer/dematerialization of shares, payment of dividend on shares, interest and redemption of debentures, and any other query relating to the shares and debentures of the company.

### **MAS SERVICES LIMITED**

T-34, 2<sup>ND</sup> Floor, Okhla Industrial Area,  
II Phase, New Delhi - 110020  
Ph: 011-26387384  
Email: info@masser.com

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### ANY OTHER QUERY:

#### SHRI BHOLANATH CARPETS LIMITED

G.T. Road, Kachhawan, Varanasi -221313, U.P.

Ph: 542-2620221

Email: [cs@bholanath.biz](mailto:cs@bholanath.biz)

Website: [www. Bholanath.biz](http://www.Bholanath.biz)

### OTHER DISCLOSURE

#### Details of Non Compliance

Details of Non Compliance by the Company, penalties, and structures imposed on the Company by Stock Exchanges or the Board or any statutory authority, on any matter related to capital markets, during the last three years – please refer the Secretarial Auditor report forming part of Annual Report.

#### Details of Subsidiary and Associate Companies:

The Company does not have any Subsidiary and but have Associate Companies as on 31st March, 2022.

#### Policy determining Material Subsidiaries and Related Party Transactions:

The Company has adopted the policy on determining material subsidiaries is hosted on its website at [www.bholanath.biz](http://www.bholanath.biz) And Policy on dealing with related party transactions is hosted on its website at [www.bholanath.biz](http://www.bholanath.biz)

#### Disclosure on Material Related Party Transactions

All material transactions entered into with related parties as defined under the Act and Regulation 23(1) of the SEBI (LODR) Regulations 2015 during the financial year 2021-22 were in the ordinary course of business. No materially significant related party transactions have been entered into during financial year 2021-22 having potential conflict with the interest of the Company at large. A list of related parties as per the Accounting Standard 18 and the transactions entered into with them in prescribed Form AOC-2 is given separately in this Annual Report.

#### Policy for Prohibition of Insider Trading:

The Company has adopted a code of conduct for prevention of insider trading with a view to regulate trading in securities by the Directors and employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of the Company's shares by the Directors and employees while in possession of unpublished price sensitive information in relation to the Company or its securities.

The Company has appointed the Compliance Officer to ensure compliance of the said Code by all the Directors, Senior Management Personnel and employees likely to have access to unpublished price sensitive information. The policy is available at website of the company at [www.bholanath.biz](http://www.bholanath.biz)

#### Vigil Mechanism/Whistle Blower Policy:

The Vigil Mechanism/Whistle Blower Policy has been adopted to provide appropriate avenues to the employees to bring to the attention of the management, the concerns about any unethical behavior, by using the mechanism provided in the Policy. In cases related to financial irregularities, including fraud or suspected fraud, the employees may directly approach the Chairman of the Audit Committee of the Company. We affirm that no director or employee has been denied access to the Audit Committee during financial year 2019-20. The Policy provides that no adverse action shall be taken or recommended against an employee in retaliation to his/her disclosure in good faith of any

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unethical and improper practices or alleged wrongful conduct. This Policy protects such employees from unfair or prejudicial treatment by anyone in the Group. The policy is available at company's website [www.bholanath.biz](http://www.bholanath.biz)

### Disclosures of compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulation

Sr. No.	Particulars	Regulation	Compliance status Yes/No/ N.A.	Compliance observed for the following:
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> <li>• Board Composition</li> <li>• Meeting of Board of Directors</li> <li>• Review of compliance reports</li> <li>• Plans for orderly succession for appointments</li> <li>• Code of Conduct</li> <li>• Fees / compensation</li> <li>• Minimum information to be placed before the Board</li> <li>• Compliance Certificate</li> <li>• Risk Assessment &amp; Management</li> <li>• Performance Evaluation of Independent Directors</li> </ul>
2.	Audit Committee	18	Yes	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Meeting of Audit Committee</li> <li>• Role of Audit Committee and review of information by the Committee</li> </ul>
3.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Role of the Committee</li> </ul>
4.	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Role of the Committee</li> </ul>
5.	Risk Management Committee	21	Not Applicable	<ul style="list-style-type: none"> <li>• The Company is not in the list of top 100 listed entities by market capitalization</li> </ul>
6.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> <li>• Formulation of Vigil Mechanism for Directors and employees</li> <li>• Direct access to Chairperson of Audit Committee</li> </ul>
7.	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> <li>• Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions</li> <li>• Related Party Transactions of the Company are pursuant to contracts duly approved by the Audit Committee, Board of Directors and Shareholders of the Company</li> <li>• Review of transactions pursuant to aforesaid contracts</li> </ul>



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<b>8.</b>	Corporate Governance requirements with respect to subsidiary of listed entity	24	Not Applicable	<ul style="list-style-type: none"> <li>• The Company does not have any subsidiary</li> </ul>
<b>9.</b>	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> <li>• Maximum Directorship and Tenure</li> <li>• Meeting of Independent Directors</li> <li>• Familiarization of Independent Directors</li> </ul>
<b>10.</b>	Obligations with respect to Directors and Senior Management	26	Yes	<ul style="list-style-type: none"> <li>• Memberships / Chairmanships in Committees</li> <li>• Affirmation with compliance to Code of Business Conduct and Ethics from Directors and Management Personnel</li> <li>• Disclosure of shareholding by Non-executive Directors</li> <li>• Disclosures by Senior Management about potential conflicts of interest</li> </ul>
<b>11.</b>	Other Corporate Governance requirements	27	Not Applicable	<ul style="list-style-type: none"> <li>• Compliance with discretionary requirements</li> <li>• The Company does not fall the threshold limit prescribed the regulation</li> </ul>
<b>12.</b>	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> <li>• Terms and conditions of appointment of Independent Directors</li> <li>• Composition of various Committees of Board of Directors</li> <li>• Code of Business Conduct and Ethics for Directors and Management Personnel</li> <li>• Details of establishment of Vigil Mechanism/ Whistle Blower Policy</li> <li>• Policy on dealing with Related Party Transactions</li> <li>• Details of familiarization programs imparted to Independent Directors</li> </ul>

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **INDUSTRY STRUCTURE AND DEVELOPMENTS:**

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2022.

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The Indian Textile and Apparel industry has been a significant contributor to the Indian economy and continues to play a pivotal role in India's growth story through its contribution to industrial output, employment generation and export earnings. India is one of the few countries with a complete and integrated textile value chain having production at each level of textile manufacturing.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

### **OPPORTUNITIES AND THREATS:**

Some of the key trends of the industry that are favorable to the company to exploit these emerging opportunities are:

- Clients are more comfortable with uniform high quality and quick service and process across the enterprise.
- There are good prospects for expanding further activities in this direction.

### **Some of the key changes in the industry unfavorable to the company are:**

- Heightened competition
- Increasing Compliances
- Attraction and retention of human capital.
- Regulatory changes

### **RISK & CONCERNS**

In line with the regulatory requirements, the Company has framed a Risk Management Policy to identify and access the key business risk areas and a risk mitigation process. A detailed exercise is being carried out at regular intervals to identify, evaluate, manage and monitor all business risks. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Globalization with increasing integration of markets, newer and more complex products and transactions and an increasingly stringent regulatory framework has exposed organizations to and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success. The sustainability of the business is derived from the following:

- Identification of the diverse risks faced by the company.

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- The evolution of appropriate systems and processes to measure and monitor them.
- Risk Management through appropriate mitigation strategies within the policy framework.
- Monitoring the progress of the implementation of such strategies and subjecting them to periodical audit and review.
- Reporting these risk mitigation results to the appropriate managerial levels.
- There is the risk of loss from inadequate or failed systems, processes or procedures. These may be attributed to human failure or technical problems given the increase use of technology and staff turnover. Your company has in place suitable mechanisms to effectively reduce such risks.
- All these risks are continuously analyzed and reviewed at various levels of management through an effective information system.

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

Internal control systems are embedded in the processes across all functions in the Company. These systems are being regularly reviewed and wherever necessary are modified or redesigned to ensure better efficiency and effectiveness. The systems are subjected to supervision by the Board of Directors and the Audit Committee, duly supported by Corporate Governance. Company complies with all Applicable statutes, policies, procedures, listing requirements and management guidelines. It adheres to applicable accounting standards and polices.

### **HUMAN RESOURCES**

Your Company treats its human resources as its important asset and believes in its contribution to the all-round growth of your Company. Your Company takes steps, from time to time, to upgrade and enhance the quality of this asset and strives to maintain it in agile and responsive form. Your Company is an equal opportunity employer and practices fair employment policies. Your Company is confident that its Human Capital will effectively contribute to the long term value enhancement of the organization. Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **SEGMENT-WISE PERFORMANCE**

The Company operates in single segments i.e. carpets business. Hence, The Business Segments reporting in accordance with Accounting Standard 17 'Segment Reporting' is not applicable.

### **SUBSIDIARY COMPANY**

As there are no subsidiaries of the Company but have associate company

### **FORWARD LOOKING AND CAUTIONARY STATEMENT**

This report contains forward-looking statements based on certain assumptions and expectations of future events. Actual performance, results or achievements may differ from those expressed or implied in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking.

### **BY ORDER OF THE BOARD**

**For Shri Bholanath Carpets Limited**

**Sd/-  
Vivek Baranwal  
(Director & CFO)  
DIN: 02076746**

**Sd/-  
Harish Baranwal  
(Director)  
DIN: 01722061**

**Date: 01/09/2022**

**Place: Varanasi**

# **AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

**(In terms of Regulation 34(3) and Schedule V (E) of SEBI (LODR) Regulations, 2015)**

**To  
The Members of  
Shri Bholanath Carpets Limited**

We have examined the compliance of conditions of Corporate Governance by Shri Bholanath Carpets Limited (the 'Company'), for the year ended March 31, 2022, as stipulated Chapter IV of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 pursuant to Listing Agreement of the said company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination has been limited to the procedures and implementation thereof adopted by the company to ensure compliance with the conditions of the corporate governance as stipulated in the said clause. It is neither an audit nor an expression of an opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has fully complied with all the mandatory conditions of Corporate Governance, as stipulated as stipulated Chapter IV of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 pursuant to Listing Agreement of the said company with stock exchanges.

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

**For O.P. Tulsyan & Co  
Chartered Accountants  
FRN No. 500028N**

**Sd/  
(Partner)  
Membership No. 070672**

**Place: Varanasi  
Date: 01.09.2022**

**CEO/CFO CERTIFICATE**

[Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To  
The Members of  
Shri Bholanath Carpets Limited

- A. I Vivek Baranwal have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee that there is no:
- Significant changes in internal control over financial reporting during the year;
  - Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - Instances of significant fraud of which we have become aware and the involvement therein; if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For Shri Bholanath Carpets Limited**

Sd/-  
Vivek Baranwal  
CFO & Director  
(DIN: 02076746)  
Place: Varanasi  
Date: 01/09/2022

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### *Independent Auditor's Report*

To the Members of **SHRI BHOLANATH CARPETS LTD**

#### **Report on the Audit of the Standalone Financial Statements**

##### Opinion

We have audited the financial statements of SHRI BHOLANATH INDUSTRIES LTD ("the Company"), which comprise the balance sheet as at 31st March 2022, and the statement of Profit and Loss for the year then ended, and the cash flow statement, 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, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, its profit/loss and its cash flows for the year ended on that date.

##### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexure to Board's Report but does not include the financial statements and our auditor's report thereon.

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 the financial statements, our responsibility is to read the other 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 a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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### Responsibilities of Management and Those Charged with Governance 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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management 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.

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

### 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,

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2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls 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.
- 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.

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.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the '**Annexure A**', a 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.



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- 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 dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.**
- g) With respect to the other matters to be included in the Auditor's report in accordance with the requirements of Sec 197(16) of the Act as amended, we report that Section 197 is not applicable to a private company. Hence reporting as per Section 197(16) is not required.
- 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 does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For O.P. TULSYAN & COMPANY**  
**Chartered Accountant**  
**FRN: 0500028N**

**Sd/-**  
**S.N. GARAG**  
**(Partner)**  
**Membership No: 052740**

**Place: Varanasi**  
**Date: 30/05/2022**

<b><u>ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT</u></b>	
	Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2022:
1	<p>a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;</p> <p>b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.</p> <p>c) The title deeds of immovable properties are held in the name of the company.</p>
2	<p>a) The management has conducted the physical verification of inventory at reasonable intervals.</p> <p>b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.</p>
3	The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
4	In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
5	The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6	As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

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<b>O.P. TULSYAN &amp; CO.</b>		<b>Continuation Sheet</b>
7	a)	According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2021 for a period of more than six months from the date on when they become payable.
	b)	According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
8		In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
9		Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10		Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11		Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12		In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13		In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14		Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

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<b>O.P. TULSYAN &amp; CO.</b>										<b>Continuation Sheet</b>									
15	Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.																		
16	As per the explanation and representation provided by the management of the company, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.																		
										<b>For O.P. TULSYAN &amp; CO.,            CHARTERED ACCOUNTANTS            FRN 0500028N            Sd/-</b>									
<b>PLACE :VARANASI</b>										<b>S.N. GARG</b>									
<b>DATE: 30/05/2022</b>										<b>(PARTNER)</b>									
										<b>M.N. 052740</b>									

O.P. TULSYAN & CO.	Continuation Sheet
<b><u>ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS</u></b>	
<b>Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")</b>	
We have audited the internal financial controls over financial reporting of SHRI BHOLANATH CARPETS LTD. ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.	
<b>Management's Responsibility for Internal Financial Controls</b>	
The Company's management is responsible for establishing and maintaining internal financial controls. 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.	
<b>Auditors' Responsibility</b>	
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	
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 judgement, 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.	

<b>O.P. TULSYAN &amp; CO.</b>												<b>Continuation Sheet</b>											
<b>Meaning of Internal Financial Controls Over Financial Reporting</b>																							
<p>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 :</p>																							
(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;																							
(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and																							
(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.																							
<b>Inherent Limitations of Internal Financial Controls Over Financial Reporting</b>																							
<p>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.</p>																							
<b>Opinion</b>																							
<p>In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022.</p>																							
												<b>For O.P. TULSYAN &amp; CO.,            CHARTERED ACCOUNTANTS            FRN 500028N</b>											
												<b>Sd/-</b>											
<b>PLACE : VARANASI</b>												<b>S.N. GARG</b>											
<b>DATE: 30/05/2022</b>												<b>Partner</b>											
												<b>M.N. 052740</b>											

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<b>SHRI BHOLANATH CARPETS LIMITED</b>				
<b>BALANCE SHEET AS ON 31ST MARCH, 2022</b>				
<b>Particulars</b>		<b>Note No.</b>	<b>Figures As At The End Of Current Reporting Period</b>	<b>Figures As At The End Of Previous Reporting Period</b>
1		2	3	4
<b>I. EQUITY AND LIABILITIES</b>				
<b>A Shareholders' funds</b>				
	(a) Share capital	1	48,000,000.00	48,000,000.00
	(b) Reserves and surplus	2	80,905,902.84	80,336,977.36
<b>B Non-current liabilities</b>				
	(a) Deferred tax liabilities (Net)	3	1858946.05	2010,293.60
	(b) Other Long-Term Liabilities	4	35,790,590.00	16,369,022.99
<b>C Current liabilities</b>				
	(a) Short-term borrowings	5	76,241,211.82	105,226,487.00
	(b) Trade payables	6	65,972,609.55	54,894,187.48
	(c) Other current liabilities	7	13,460,723.80	14,403,405.12
	(d) Short-term provisions	8	351,245.00	383,035.00
<b>TOTAL :</b>			<b>322,581,229.06</b>	<b>321,623,408.21</b>
<b>II. ASSETS</b>				
<b>A Non-current assets</b>				
	(a) Property, Plant & Equipments			
	(i) Tangible assets	9	18,429,540.30	19,197,835.49
	(b) Non-current investments	10	21,375,000.00	21,375,000.00
	(c) Long-term loans and advances	11	38,283,631.21	-
	(d) Other non-current assets	12	407,398.00	407,398.00
<b>B Current assets</b>				
	(a) Inventories	13	110,712,805.62	110,119,649.23
	(b) Trade receivables	14	85,993,349.46	110,951,687.46
	(c) Cash and cash equivalents	15	14,242,336.97	7,264,205.06
	(d) Short-term loans and advances	16	33,137,167.49	52,307,632.98
<b>TOTAL :</b>			<b>322,581,229.06</b>	<b>321,623,408.21</b>
<b>Additional notes</b>		<b>17</b>		
<b>SIGNED IN TERMS OF OUR SEPARATE REPORT OF EVEN DATE.</b>		<b>FOR AND ON BEHALF OF THE BOARD OF DIRECTORS SHRI BHOLANATH CARPETS LIMITED</b>		
<b>FOR O.P. TULSYAN &amp; COMPANY CHARTERED ACCOUNTANTS</b>			<b>Sd/-</b>	<b>Sd/-</b>
	<b>Sd/-</b>		<b>Vivek Baranwal</b>	<b>Harish Baranwal</b>
	<b>S.N. GARG</b>		<b>Director &amp; CFO</b>	<b>Director</b>
	<b>(PARTNER)</b>		<b>DIN: 02076746</b>	<b>DIN: 01722061</b>
<b>Membership No:052740</b>		<b>PLACE: VARANASI</b>		
		<b>DATED: 28/06/2021</b>		

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SHRI BHOLANATH CARPETS LIMITED						
NOTES TO AND FORMING PART OF BALANCE SHEET AS ON 31ST MARCH, 2021						
Note	1					
		Share Capital		Figures As At The End Of Current Reporting Period		
		Figures As At The End Of Previous Reporting Period				
		No. of Share	Amount (Rs.)	No. of Shares	Amount (Rs.)	
		<b>Authorised</b>				
		60,00,000 Equity Shares of Rs.10/- Each		6,000,000.00	60,000,000.00	
		<b>Issued Subscribed and Fully Paid Up</b>				
		48,00,000 Equity Shares of Rs. 10/- Each		4,800,000.00	48,000,000.00	
		<b>Total</b>	4800000	48000000	48,000,000.00	
Note	1(a)	There is no Preference Share hence the same is not being reported				
Note	1(b)					
		Particulars		Figures As At The End Of Current Reporting Period		
		Figures As At The End Of Previous Reporting Period				
		Equity Shares		Equity Shares		
		Number	Value	Number	Value	
		Shares outstanding at the beginning of the year	4800000	48,000,000.00	4,800,000	48,000,000.00
		Shares Issued D/y	0	0	-	-
		Shares bought back D/y	0	0	-	-
		Shares outstanding at the end of th	4800000	48,000,000.00	4,800,000.00	48,000,000.00
Note	1(c)	Equity Shares held by the Holding Company NIL Equity Shares (NIL) are held by , the holding company.				
Note	1(d)	Shareholders holding more than 5% of Share Holdings				
		Name of Shareholder		Figures As At The End Of Current Reporting Period		
		Figures As At The End Of Previous Reporting Period				
		No. of Shares held	% of Holding	No. of Shares held	% of Holding	
		Surendranath Baranwal	357400	7.45%	357,400	7.45%
		Vashudha Agrawal	702000	14.63%	702,000	14.63%
		Bholanath Baranwal	676880	14.10%	672,780	14.02%
		Dinanath Baranwal	257400	5.36%	257,400	5.36%
		<b>TOTAL</b>	4800000	100.00%	4,800,000	100.00%
Note	1(e)	Disclosure for each class of Shares:				
		Year (Aggregate No. of Shares)				
		2017-18	2018-19	2019-20	2020-21	
		<b>Equity Shares :</b>				
		Fully paid up pursuant to contract(s)	NIL	NIL	NIL	NIL
		Fully paid up by way of bonus shares	NIL	NIL	NIL	NIL
		Shares bought back	NIL	NIL	NIL	NIL
		<b>Preference Shares :</b>				
		Fully paid up pursuant to contract(s)	N.A.	N.A.	N.A.	N.A.
		Fully paid up by way of bonus shares	NIL	NIL	NIL	NIL
		Shares bought back	NIL	NIL	NIL	NIL
Note	2	<b>Reserves &amp; Surplus</b>		Figures As At The End Of Current Reporting Period		
		Figures As At The End Of Previous Reporting Period				
		a. General Reserves				
		Opening Balance		44,570,772.00	44,570,772.00	
		Addition / (Written off)		-	-	
		<b>Closing Balance</b>		<b>44,570,772.00</b>	<b>44,570,772.00</b>	
		b. Securities Premium Account				
		Opening Balance		28,600,000.00	28,600,000.00	
		Addition during the year		-	-	
		<b>Closing Balance</b>		<b>28,600,000.00</b>	<b>28,600,000.00</b>	
		c. Surplus				
		Opening balance		7,166,205.36	6,648,419.72	
		(+ ) Net Profit/(Net Loss) For the current year		568,925.48	517,785.64	
		(-) Transfer to Reserves		-	-	
		<b>Closing Balance</b>		<b>7,735,130.84</b>	<b>7,166,205.36</b>	
		<b>TOTAL</b>		<b>80,905,902.84</b>	<b>80,336,977.36</b>	



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Note			Figures As At The End Of Current Reporting Period	Figures As At The End Of Previous Reporting Period
<b>3</b>	<b>Deferred Tax Liabilities</b>			
	Deferred Tax Liabilities		2010,293.60	2190,654.73
	Addition During The Year		180,361.13	180,361.13
	<b>TOTAL</b>		<b>1858,946.05</b>	<b>2010,293.60</b>
<b>4</b>	<b>Long Term Liabilities</b>			
	Secured Loan		35,790,590.00	16,369,022.99
	<b>TOTAL</b>		<b>35,790,590.00</b>	<b>16,369,022.99</b>
<b>5</b>	<b>Short Term Borrowings</b>			
	Secured Loan		76,241,211.82	105,226,487.00
	<b>TOTAL</b>		<b>76,241,211.82</b>	<b>105,226,487.00</b>
<b>6</b>	<b>Trade Payables</b>			
	Trade Payables for Goods		59,989,119.53	54,894,187.48
	Trade Payables for Services		5,983,490.02	
	<b>TOTAL</b>		<b>65,972,609.55</b>	<b>54,894,187.48</b>
<b>7</b>	<b>Other Current Liabilities</b>			
	Advance from customers		1933,623.21	990,208.20
	TDS Payable		145891.59	231,330.50
	Other Liabilities		11,169,479.00	11,555,578.83
	Advance to Staff		211,730.00	119,571.00
	<b>TOTAL</b>		<b>13,460,723.80</b>	<b>14,403,405.12</b>
<b>8</b>	<b>Short term Provisions</b>			
	Provision for current year tax		351,245.00	383,035.00
	<b>TOTAL</b>		<b>351,245.00</b>	<b>383,035.00</b>

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Note			Figures As At The End Of Current Reporting Period	Figures As At The End Of Previous Reporting Period
<b>10</b>		<b>Non Current Investments</b>		
		Bholanath Industries	21,300,000.00	21,300,000.00
		Amari Investments (P) Ltd.	75,000.00	75,000.00
		<b>TOTAL</b>	<b>21,375,000.00</b>	<b>21,375,000.00</b>
<b>11</b>		<b>Long-Term Loans &amp; Advances</b>		
		Advance For Goods & Service	100,000.00	-
		Balance With Revenue Authority	17,369,699.95	-
		Advance to Parties	17,182,154.00	-
		Other Advances	3,631,777.26	-
		<b>TOTAL</b>	<b>38,283,631.21</b>	<b>-</b>
<b>12</b>		<b>Other Non Current Assets</b>		
		a. Security Deposits		
		Unsecured, considered good	407,398.00	407,398.00
		<b>Total</b>	<b>407,398.00</b>	<b>407,398.00</b>
<b>13</b>		<b>Inventories</b>		
		Raw Material	8,135,770.40	6,650,867.20
		Work in Progress	10,584,086.64	1,024,750.36
		Finished Goods	91,662,383.15	101,813,963.79
		Stores, Spares And Loose Tools	330,565.43	630,067.88
		<b>TOTAL</b>	<b>110,712,805.62</b>	<b>110,119,649.23</b>
<b>14</b>		<b>Trade Receivables</b>		
		Trade receivables outstanding for a period less than six months from the date they are due for payment	34,661,025.94	75,422,528.37
		Less: Provision for doubtful debts		
		<b>Total</b>	<b>34,661,025.94</b>	<b>75,422,528.37</b>
		Trade receivables outstanding for a period exceeding six months from the date they are due for payment	51,332,323.52	35,529,159.09
		Unsecured, considered doubtful		
		Less: Provision for doubtful debts		
		<b>Total</b>	<b>51,332,323.52</b>	<b>35,529,159.09</b>
		<b>TOTAL</b>	<b>85,993,349.46</b>	<b>110,951,687.46</b>
<b>15</b>		<b>Cash and cash equivalents</b>		
		a. Balances with banks		
		In Current Account:	1,651,745.66	4,173,978.75
		a. Cheques, drafts on hand	10,740,933.00	1,750,000.00
		b. Cash on hand	1,849,658.31	1,340,226.31
		<b>TOTAL</b>	<b>14,242,336.97</b>	<b>7,264,205.06</b>
<b>16</b>		<b>Short Term Loans And Advances</b>		
		Advance To Parties	29,743,290.00	-
		Balance With Revenue Authority	1,120,502.70	17,465,841.54
		Advance For Goods & Service	314,044.46	11,803,678.44
		Other Advances	1,959,330.33	23,038,113.00
		<b>TOTAL</b>	<b>33,137,167.49</b>	<b>52,307,632.98</b>

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<b>SHRI BHOLANATH CARPETS LIMITED</b>	<b>CIN No.:-L17226UP1973PLC003746</b>
<b>REG OFFICE. G.T ROAD, KACCHAWAN, VARANASI-221307</b>	<b>E-Mail:-Finance@Bholanath.biz</b>

**PART II - Form of STATEMENT OF PROFIT AND LOSS**
**SHRI BHOLANATH CARPETS LIMITED**
**Provisional Profit and Loss Statement For The Year Ended 31st March, 2022**

<b>SL. No.</b>	<b>Particulars</b>	<b>Refer Note No.</b>	<b>Figures As At The End Of Current Reporting Period</b>	<b>Figures As At The End Of Previous Reporting Period</b>
I.	Revenue from operations	PL-1	172,237,450.58	180,639,594.78
II.	Other Income	PL-2	2,630,670.78	2,345,374.92
III.	<b>Total Income</b>		<b>174,868,121.36</b>	<b>182,984,969.70</b>
	Cost of Materials consumed	PL-3	14,720,267.69	11,379,223.76
	Purchases of Stock-in-Trade	PL-4	113,116,091.28	141,577,982.23
	Changes in inventories of Stock-in-Trade	PL-5	592,244.36	-9,747,200.35
	Employee Benefits Expense	PL-6	3,060,005.00	3,266,186.00
	Finance Costs	PL-7	12,347,905.38	14,742,318.27
	Depreciation and Amortization Expense	PL-8	960,020.95	1,089,881.64
	Payment to Auditors	PL-9	75,000.00	72,000.00
	Other expenses	PL-10	29,227,763.77	19,825,065.11
	<b>Total expenses</b>		<b>174,099,298.43</b>	<b>182,205,456.66</b>
V.	Profit before exceptional and extraordinary items & tax (III-IV)		768,822.93	779,513.04
VI.	Exceptional items			
VII.	Profit before extraordinary items and tax (V - VI)		768,822.93	779,513.04
VIII.	Extraordinary Items			
IX.	Profit before tax (VII- VIII)		<b>768,822.93</b>	<b>779,513.04</b>
X.	Tax expense:			
	(1) Current tax		351,245.00	383,035.00
	(2) Deferred tax		151,347.55	180,361.13
	(3) Interest on Self assessment tax		-	-
	(4) Earlier Tax Short / (Excess) Provision		-	59,053.52
XI.	Profit (Loss) for the period from continuing operations (VII-VIII)		568,925.48	517,785.64
XII.	Profit/(loss) from discontinuing operations			
XIII.	Tax expense of discontinuing operations			
XIII.	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)			
<b>XIV.</b>	<b>Profit (Loss) for the period (XI + XIV)</b>		<b>568,925.48</b>	<b>517,785.64</b>
XV.	Earnings per equity share:			
	(1) Basic		0.12	0.11
	<b>Additional notes</b>	<b>16</b>		
<b>Compiled on the basis of documents produced to us.</b>				
<b>FOR O.P. TULSYAN &amp; COMPANY</b>			<b>SHRI BHOLANATH CARPETS LIMITED</b>	
<b>CHARTERED ACCOUNTANTS</b>				
sd/-			sd/-	sd/-
<b>S.N. GARG</b>			<b>Vivek Baranwal</b>	<b>Harish Baranwal</b>
<b>(PARTNER)</b>			<b>Director &amp; CFO</b>	<b>Director</b>
<b>Membership No:052740</b>			<b>DIN: 02076746</b>	<b>DIN: 01722061</b>
			<b>PLACE: VARANASI</b>	
			<b>DATED: 30.05.2022</b>	

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## ANNUAL REPORT 2021-22

**SHRI BHOLANATH CARPETS LIMITED**  
**PROVISIONAL NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS**  
**FOR THE YEAR ENDED 31ST MARCH, 2022**

	Revenue From Operations		Figures As At The End Of Current Reporting Period	Figures As At The End Of Previous Reporting Period
<b>PL-1</b>	Sale of products		170,746,030.58	178,146,751.31
	Other Operating Revenues		1,491,420.00	2,492,843.47
			172,237,450.58	180,639,594.78
			-	-
	<b>Total</b>		<b>172,237,450.58</b>	<b>180,639,594.78</b>
<b>PL-2</b>	Other Income		71,203.00	-
	Interest Income		2,301,463.00	2,293,173.00
	Exchange Rate Difference		258,004.78	-
	Miscellaneous Income		-	52,201.92
	<b>Total</b>		<b>2,630,670.78</b>	<b>2,345,374.92</b>
<b>PL-3</b>	<b>Cost of Materials Consumed</b>			
	Purchases Raw Materials		16,205,170.89	9,116,896.51
	<b>Add:</b> Opening Balance of Stock		6,650,867.20	8,913,194.45
			22,856,038.09	18,030,090.96
	<b>Less:</b> Closing Balance of Stock		8,135,770.40	6,650,867.20
	<b>Total</b>		<b>14,720,267.69</b>	<b>11,379,223.76</b>
<b>PL-4</b>	Purchases of Traded goods		113,116,091.28	141,577,982.23
	<b>Total</b>		<b>113,116,091.28</b>	<b>141,577,982.23</b>
<b>PL-5</b>	<b>Changes in inventory</b>			
	Finished Stock			
	At the Beginning of Accounting Period		101,813,963.79	88,092,257.13
	At the End of Accounting Period		91,662,383.15	101,813,963.79
			<b>10,151,580.64</b>	<b>-13,721,706.66</b>
	Work-in-Progress			
	At the Beginning of Accounting Period		1,024,750.36	4,999,256.67
	At the End of Accounting Period		10,584,086.64	1,024,750.36
			<b>-9,559,336.28</b>	<b>3,974,506.31</b>
	<b>Total</b>		<b>592,244.36</b>	<b>-9,747,200.35</b>
<b>PL-6</b>	<b>Employee Benefit Expenses</b>			
	Factory Salary & Wages		2,501,607.00	2,234,036.00
	Directors Remuneration		-	522,000.00
	Sitting Fee of Directors		41,000.00	28,796.00
	Bonus		134,334.00	134,750.00
	Medical Treatment		4,194.00	-
	Contribution To Provident Fund		244,991.00	169,795.00
	Staff Welfare		133,879.00	176,809.00
	<b>Total</b>		<b>3,060,005.00</b>	<b>3,266,186.00</b>
<b>PL-7</b>	<b>Payment To Auditors</b>		<b>Figures As At The End Of Current Reporting Period</b>	<b>Figures As At The End Of Previous Reporting Period</b>
	Payment To Auditors		75,000.00	72,000.00
	<b>Total</b>		<b>75,000.00</b>	<b>72,000.00</b>
<b>PL-8</b>	<b>Finance Costs</b>			
	Interest To Bank		11,745,951.56	8,169,566.77
	Interest on USL		51,022.00	151,800.00
	Loan Processing Charges		267,906.20	-
	ERD Losses Against PCFC Closer		-	5,580,819.43
	Bank Charges & Commission		283,025.62	840,132.07
	<b>Total</b>		<b>12,347,905.38</b>	<b>14,742,318.27</b>
<b>PL-9</b>	<b>Depreciation and Amortization Expense</b>			
	Depreciation		960,020.95	1,089,881.64
	<b>Total</b>		<b>960,020.95</b>	<b>1,089,881.64</b>

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PL-10	Other Expenses		
	Manufacturing Expenses:		
	Consumption Of Stores And Spare Parts:		
	Opening Stock	630,067.88	288,436.18
	Add:Purchases	3,015,918.40	1,922,294.37
	Total	3,645,986.28	2,210,730.55
	Less:Closing Stock	330,565.43	630,067.88
	Total (A)	3,315,420.85	1,580,662.67
	Weaving Finishing & Other Job Charges	7,218,389.40	4,563,043.36
	Power & Fuel	151,704.00	92,018.37
	Manufacturing Expenses	6,857,922.28	4,131,305.70
	Dyeing Charges Woolen Yarn	1,267,930.00	1,012,476.45
	Yarn Opening Expenses	228,838.00	171,470.00
	Total (B)	15,724,783.68	9,970,313.88
	Total (A)+(B)	19,040,204.53	11,550,976.55
	Administrative Expenses:		
	Admintrative Charges P.F.	6,000.00	6,312.00
	Advertisement	15,200.00	77,437.00
	Clearing and Gardening Expenses	59,978.00	128,271.00
	Computer Printing & Maintenance	4,700.00	4,470.00
	Commission & Brokerage BCS	17,160.00	-
	Diwali Expenses	80,684.00	41,806.00
	Filing fees	97,532.00	11,700.00
	Focus Licence Clearence Charges	-	26,067.00
	Insurance Charges	204,035.00	341,866.00
	Internal/Stock Audit Fees	-	15,800.00
	Intt. On Tax /TDS	18,605.42	141,605.37
	Legal & Professional Fee/Expenses	667,212.75	623,129.00
	Losses Against MEIS Sales	265,316.00	21,311.00
	Late Fees & GST	1,000.00	-
	Miscellaneous Expenses	131,972.50	351,216.67
	Office Expenses	6,487.00	45,991.00
	Printing & Stationery	95,980.25	131,811.00
	Penalty of PF	28,785.00	-
	Registraration & Membership	254,939.00	287,163.62
	Repair & Maintainance	18,455.00	7,600.00
	Rounded Off	1,965.32	-
	Sundry Balances W/Off	7,311.28	-
	Taxes W/o & Late Fees GST	-	23,005.00
	Telephone, Telegram, Fax Charges	102,956.00	89,540.22
	Travelling-Directors	36,736.00	109,667.48
	Travelling-Others	18,052.00	31,844.00
	Watch & Ward	2,100.00	-
	Vehicle Running & Maintenance	108,018.00	131,614.00
	Total : (A)	2,251,180.52	2,649,227.36
	Selling And Distribution Expenses:	Figures As At The End Of Current Reporting Period	Figures As At The End Of Previous Reporting Period
	Packing, Freight, Insurance & Forwarding Exp.	6,693,047.10	4,043,180.47
	ECGC Premium	317,064.00	737,261.00
	Sample development & Quality	171,633.13	98,437.60

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Schedule:- 9										
M/s SHRI BHOLANATH CARPETS LIMITED (FORMERLY KNOW BIL CONTINENTAL LIMITED)										
SCHEDULE OF FIXED ASSETS AS ON 31.03.2022										
PARTICULARS	Rate	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		AS ON 01.04.2021	ADDITION	DELETION	AS ON 31.03.2022	UP TO 01.04.2021	FOR THE YEAR	UP TO 31.03.2022	AS ON 31.03.2022	AS ON 31.03.2021
Factory Building	0.0317	43,101,855.00			43,101,855.00	29,602,017.71	427,944.84	30,029,962.55	13,071,892.45	13,499,837.29
Plant & Machinery	0.0633	21,142,598.00			21,142,598.00	18,975,928.85	137,150.16	19,113,079.01	2,029,518.99	2,166,669.15
Electric Installation	0.095	1,255,664.00			1,255,664.00	1,152,216.66	9,827.50	1,162,044.16	93,619.84	103,447.34
Other Machinery	0.0633	8,372,424.00			8,372,424.00	7,801,335.84	36,149.88	7,837,485.72	534,938.28	571,088.16
Loom with Artisan	0.0633	3,379,583.00			3,379,583.00	3,141,064.46	15,098.22	3,156,162.68	223,420.32	238,518.54
Computer & Allied Equipment	0.3167	2,264,115.50	90,000.00		2,354,115.50	2,160,851.84	9,346.22	2,170,198.06	183,917.44	103,263.66
Office & Other Equipment	0.19	4,296,106.78	68,245.77		4,364,352.55	3,263,781.22	202,071.06	3,465,852.28	898,500.27	1,032,325.56
Furniture & Fixture	0.095	8,929,316.48	33,480.00		8,962,796.48	7,565,551.04	132,215.48	7,697,766.52	1,265,029.96	1,363,765.44
Trade Mark	0	48,300.00			48,300.00	48,300.00	-	48,300.00	-	-
Vehicles	0.1188	1,989,971.00			1,989,971.00	1,902,292.88	-11,820.43	1,890,472.45	99,498.55	87,678.12
Motor Cycle	0.095	52,985.00			52,985.00	29,610.25	2,220.60	31,830.85	21,154.15	23,374.75
Assets Below Rs.5000/-	-	103,313.00			103,313.00	98,147.35	-	98,147.35	5,165.65	5,165.65
Assets above Rs.50000/-	0.0633	57,688.00			57,688.00	54,986.18	-182.58	54,803.60	2,884.40	2,701.82
<b>TOTAL</b>		<b>94,993,919.76</b>	<b>191,725.77</b>	<b>-</b>	<b>95,185,645.53</b>	<b>75,796,084.28</b>	<b>960,020.95</b>	<b>76,756,105.23</b>	<b>18,429,540.30</b>	<b>19,197,835.48</b>

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<b>SHRI BHOLANATH CARPETS LIMITED</b>			
<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2022</b>			
<b>(Rs. Lacs)</b>			
		<b>31.03.2022</b>	<b>31.03.2021</b>
<b>A)</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit before tax & Extraordinary Items	7.69	7.80
	Adjustment for:		
	Dividend Received		
	Depreciation /Amortisation	9.60	10.90
	Interest Income	(23.01)	(22.93)
	Interest Paid	117.97	83.21
	Provision for current year tax	(3.51)	(3.83)
	Excess Provision	-	(0.59)
	Bad debts		
	Allowance for Bad Debts		
	Provision for Liquidated Damages (Net)		
	Provision For Incentive/Warranty/Liquidated Damages (Net)		
	(Profit)/Loss on Sale of Long Term Investments (Net)		
	Reclassification Effect of Change in Opening/ Closing Inventory		
	Provision for Other Current assets		
	Fair value gain on financial instrument at fair value through OCI		
	Sundry balance written back (Net)		(0.16)
	Exchange Rate Fluctuation (Net)	(2.58)	(4.74)
	<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>106.15</b>	<b>69.66</b>
	<b>ADJUSTMENTS FOR WORKING CAPITAL CHANGES :</b>		
	Inventories	(5.93)	(78.27)
	Trade Receivables	249.58	(189.58)
	Short Long term Loans and Advances	191.70	19.02
	Short Term Borrowings	(289.85)	2.32
	Short Term Provisions	-	3.83
	Trade Payables	110.47	118.32
	Other Current Liabilities	(9.43)	20.71
	Cash Generated from Operations	352.70	(103.65)
	Sundry balance written back (Net)		0.16
	Exchange Rate Fluctuation (Net)	2.58	4.74
	Excess Provision Written Back		-
	<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>355.28</b>	<b>(29.10)</b>
<b>B)</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Loan (given)/ returned	-	(25.40)
	Purchase of Fixed Assets including Capital Work in Progress	(1.92)	(0.98)
	Sale of Fixed Assets	-	-
	Sale of Non Current Investments	-	-
	Increase in the Value of Investment on Account of Fair Value	-	-
	Interest Received	23.01	22.93
	Dividend Received	-	-
	<b>NET CASH USED IN INVESTING ACTIVITY</b>	<b>21.10</b>	<b>(3.45)</b>
<b>C)</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Net Decrease/ (Increase) in Long Term Loans and Advances	(188.62)	-
	Interest Income	-	-
	Interest Paid	(117.97)	(83.21)
	Loan Taken		152.69
	Dividend Paid (Inclusive of Dividend Distribution Tax)		-
	<b>NET CASH USED IN FINANCING ACTIVITY</b>	<b>(306.59)</b>	<b>69.48</b>
	<b>NET CHANGES IN CASH &amp; CASH EQUIVALENTS(A+B+C)</b>	<b>69.78</b>	<b>36.93</b>
	<b>OPENING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>	<b>72.64</b>	<b>35.71</b>
	<b>CLOSING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>	<b>142.42</b>	<b>72.64</b>



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O.P. TULSYAN & CO.		Continuation Sheet	
<b>Shri Bholanath Carpets Limited</b>			
<b>Formally Known BIL Continental Limited</b>			
<b>SCHEDULE FORMING PARTS OF THE BALANCE SHEET AND PROFIT &amp; LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2022</b>			
<b>Note: 16</b>			
<b>Notes forming part of the financial statements</b>			
<b>1 Significant accounting policies</b>			
<b>A Basis of accounting and preparation of financial statements</b>			
a	The Financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention on the assumption of going concern concept and in accordance with accounting standards as specified by the Institute of Chartered Accountants of India. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.		
b	All assets and liabilities have been classified as current or non-current as per company's normal operating cycle and other criteria set out in Revised Schedule VI of Companies Act, 1956. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of classification of current or non-current assets and liabilities.		
<b>B Use of estimates</b>			
	The preparation of the financial statements, in conformity with the generally accepted accounting principles, requires management to make estimates and assumptions that are considered in the reported amounts of assets and liabilities on the date of the financial statements, disclosure of contingent liabilities and reported amounts of revenues and expenses for the year. Estimates are based on historical experience, where applicable and other assumptions that management believes are reasonable under the circumstances. Actual results could vary from these estimates and any such differences are dealt with in the period in which the results are known / materialize.		
<b>C Inventories</b>			
	The inventories of all textiles items traded and dealt with by the Company are valued at cost. Cost of these inventories comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location.		
<b>D Prior Period items and Extraordinary items :</b>			
	Prior period items and extraordinary items are separately classified, identified and dealt with as required under Accounting Standard 5 on 'Net Profit or Loss for the Period, Prior Period items and changes in Accounting Policies' as notified under the Companies (Accounting Standards) Rules, 2006		
<b>E Cash and cash equivalents</b>			
	Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.		

**ANNUAL REPORT 2021-22**

O.P. TULSYAN & CO.		Continuation Sheet					
		(2)					
<b>G</b>	<b>Revenue recognition</b>						
a	Sale of Goods						
	Revenue from sale of products net of returns, is recognised on despatch or appropriation of goods in accordance with the terms of sale. Sales are recognised when substantial risks and reward of ownership in the goods are transferred to the buyer, upon supply of goods, and are recognised net of trade discount , rebates , excise duty and vat on goods manufactured.						
b	Sale of Services						
	Revenue from services is recognised in accordance with the specific terms of contract on performance.						
c	Other Operating Revenue						
i	Other operating revenues comprise of income from ancillary activities incidental to the operations of the Company and is recognised when the right to receive the income is established as per the terms of the contract						
ii	Sundry creditors not to be paid as decided by the management is written off and accounted as misc. income.						
<b>H</b>	<b>Tangible fixed assets, Depreciation and Impairment</b>						
a	Fixed Asset is shown at Cost less accumulated depreciation. All direct cost relating to acquisition of assets is capilised upto the date the assets are ready for their intended use. Depreciation / amortisation is provided on a pro-rata basis from the month the assets are put to use during the financial year. In respect of assets sold or disposed off during the year, depreciation / amortisation is provided upto the month of sale or disposal of the assets.						
b	Depreciation is provided on a pro-rata basis on the straight line method over the estimated useful lives of the assets at the rates prescribed as per part 'C' Schedule II of the Companies Act, 2013.						
c	The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount exceeds the recoverable amount.						
<b>I</b>	<b>Investments</b>						
	Long-term and Short Term Investments (excluding investment properties), are carried individually at cost at which the same is purchased Cost of investments include acquisition charges such as brokerage, fees and duties and other charges Long term investments are carried individually at cost. However, provision for diminution is made to recognise a decline, if any, other than temporary, in the carrying value of the investment. Current investments are carried individually at lower of cost and fair value.						
<b>J</b>	<b>Employee benefits</b>						
	Short term benefits are recognised as an expense at the undiscounted amount in the profit and loss account of the year in which the related services is rendered. There are no post employment and long term benefits payable to the employees.						
<b>K</b>	<b>Borrowing costs</b>						
	Borrowing costs attributable to the acquisition, construction or production of qualifying assets, are added to the cost of those assets, upto the date when the assets are ready for their intended use. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.						

## ANNUAL REPORT 2021-22

O.P. TULSYAN & CO.		Continuation Sheet	
		(3)	
<b>L</b>	<b>Segment reporting</b>		
	The Company's primary segment is identified as business segment based on nature of product, risks, returns and the internal business reporting system and secondary segment is identified based on geographical location of the customers as per Accounting Standard – 17. The Company is principally engaged in a single business segment.		
<b>M</b>	<b>Earnings per share</b>		
	The Company reports basic earnings per share (EPS) in accordance with Accounting Standard AS- 20 on 'Earnings per Share'. Basic EPS is computed by dividing the net profit or loss for the year 'by the weighted average number of equity shares outstanding during the year.		
<b>N</b>	<b>Taxes on income</b>		
	Income tax expenses comprise current and deferred taxes. Current tax is determined on income for the year chargeable to tax in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws and after considering credit for Minimum Alternate Tax (MAT) available under the said Act. MAT paid in accordance with the tax laws which gives future economic benefits in the form of adjustments to future tax liability, is considered as an asset if there is convincing evidence that the future economic benefit associated with it will flow to the Company resulting in payment of normal income tax.		
	Deferred tax is recognised on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversing in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax assets are recognised for timing differences other than unabsorbed depreciation and carry forward losses only to the extent that there is a reasonable certainty that there will be sufficient future taxable income to realise the assets. Deferred tax asset pertaining to unabsorbed depreciation and carry forward of losses are recognised only to the extent there is a virtual certainty of its realisation.		
<b>O</b>	<b>Provisions and contingencies</b>		
	A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements. Provision for product warranties is made for contractual obligations in accordance with the policy in force and is estimated for the unexpired period.		
<b>P</b>	<b>Foreign Currency Translations</b>		
	Foreign Currency Transactions are accounted for the exchange rates prevailing at the date of transaction. Gains and losses resulting from settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit and loss. No provision for Exchange Fluctuation on monetary assets and liabilities denominated in foreign currencies as the year end has been made on the basis of exchange rates prevailing existed at the balance sheet date. Non monetary items has been carried at historical cost and any gains or losses, if any are recognised at exchange rate prevailing at the date of transaction.		
<b>Q</b>	<b>Miscellaneous Expenditure :</b>		
	Preliminary, Public Issue, Rights Issue Expenses and Expenses on Private Placement of shares are amortized as prescribed under the provisions of Income Tax Act 1961 at present it is amortised over a period of 5 years.		
<b>2 A.</b>	As per Accounting Standard 18, the disclosures of transactions with the related parties are given below		
	<b>Sl. No</b>	<b>Nature of Transactions</b>	<b>KMP</b>
			<b>Others</b>
	1	Directors Remuneration	-
	2	Sale	28,824,000.00
	2	Purchase	128,647,000.00
	3	payment Made	-
	4	Payment received	-
<b>3</b>	<b>Earnings in Foreign Exchange :</b>		
	<b>Particulars</b>	<b>As at 31.03.2022</b>	<b>As at 31.03.2021</b>
		NIL	

**ANNUAL REPORT 2021-22**

O.P. TULSYAN & CO.		Continuation Sheet	
(4)			
<b>4 Sundry Debtors, Loans and Advances :</b>			
i) In the opinion of Management and to the best of their knowledge and belief the value of realization of Loans, Advances and Current Assets in ordinary course of Business will not be less than the amount for which they are stated in the Balance Sheet.			
ii) Sundry Debtors represent the debt outstanding on sale of textile and madeups and is considered good. The Company holds no other securities other than the personal security of the debtors. The Balances of Sundry debtors are subject to confirmations from the parties.			
iii) Sundry Debtors and Loans and Advances shown under the head Current Assets includes the amounts due from concerns which are under same management or in which some of the Directors are interested as Directors/Trustees, which amounts Rs.NIL			
<b>5 Expenditure in Foreign Currency :</b>			
<b>Particulars</b>		<b>31.03.2022 (Rs.)</b>	<b>As at 31.03.2021</b>
a)	CIF Value of Imports		
	(I) Machinery and Equipment	NIL	NIL
	(ii) Stores and Spares	NIL	NIL
	(iii) Other Consumables	NIL	NIL
b)	Investments	NIL	NIL
c)	Expenditure (Capital)	NIL	NIL
6 The previous financial year's figures have been reworked, regrouped and reclassified to the extent to the extent possible, wherever necessary to conform to current year presentation.			
7 The Company is a Small and Medium Sized Company (SME) as defined in the General Instructions in respect of Accounting Standard notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a small and medium sized company.			
<b>Signature to the Schedules "1" to "7"</b>			
(As per our report of even date attached)			
<b>For O.P. TULSYAN &amp; CO.</b>		<b>Shri Bholanath Carpets Limited</b>	
<b>CHARTERED ACCOUNTANTS</b>			
<b>sd/-</b>		<b>sd/-</b>	<b>sd/-</b>
<b>CAS N Garg</b>	<b>Place: Varanasi</b>	<b>Vivek Baranawal</b>	<b>Harish Baranwal</b>
<b>(Partner)</b>	<b>Dated: 30.05.2022</b>	<b>Director &amp; CFO</b>	<b>Director</b>
<b>M No: 052740</b>		<b>DIN: 02076746</b>	<b>DIN: 01722061</b>

## ANNUAL REPORT 2021-22

### SHRI BHOLANATH CARPETS LIMITED

CIN: L17226UP1973PLC003746 | Registered Office: G.T. Road, Kachhawan, Varanasi- 221313, U.P.  
ATTENDANCE SLIP

49<sup>th</sup> Annual General Meeting, \_\_\_\_\_ at \_\_\_\_\_

Regd. Folio No.		* DP ID:	
No. of Equity Shares held		* Client ID:	
Name of the Shareholder			
Name of Proxy			

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 49<sup>th</sup> Annual General Meeting of the Company on Friday, 30<sup>th</sup> September, 2022 at its Registered Office at G.T. Road, Kachhawan, Varanasi - 221313 at 11:00 A.M.

#### SIGNATURE OF THE MEMBER OR THE PROXY ATTENDING THE MEETING

\_\_\_\_\_

If Member, please sign here

If Proxy, please sign here

Note: This form should be signed and handed over at the Meeting Venue

#### Form No. MGT – 11 PROXY FORM

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

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

I/we being the member(s) holding \_\_\_\_\_ shares of the above mentioned company, hereby appoint the following as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 49<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 30<sup>th</sup> September, 2022 at 11.00 A.M. at its Registered Office at G.T. Road, Kachhawan, Varanasi- 221313 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Mr./Ms..... of ..... in the district of ..... or failing him / her
2. Mr./Ms..... of ..... in the district of ..... or failing him / her
3. Mr./Ms..... of ..... in the district of .....

Signed this ..... day of ....., 2022

.....  
Signature of the Member

Please Affix  
Re.1/-  
Revenue  
Stamp and  
sign  
Across

**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 Annual General Meeting.

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**Form No. MGT – 12  
Ballot Paper**

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

**CIN:** L17226UP1973PLC003746

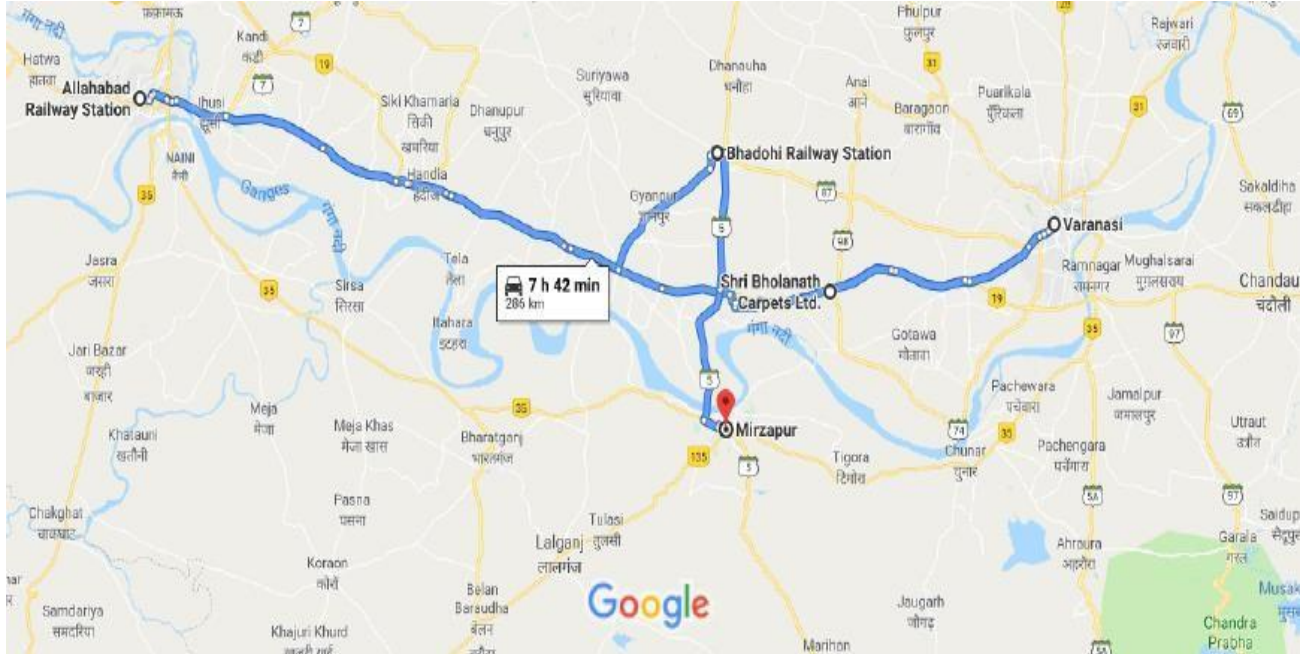
**Name of Company:** Shri Bholanath Carpets Limited

**Registered Office:** G.T. Road, Kachhawan, Varanasi – 221313,U.P.

<b>Poll Paper</b>				
<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>		
1	Name of the First Named Shareholder (In block letters)			
2	Postal Address			
3	Registered Folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4	Class of Share			
I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in following manner:				
<b>Sr. No.</b>	<b>Item No.</b>	<b>No. of Shares held by me</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>
1	To receive, consider and adopt the Audited Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon			
2	To appoint a Director in place of Mr. Vivek Baranwal (DIN: 02076746), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.			
3	To Regularize the appointment of Mr. Sunil Purnvasi Pal (DIN: 07858880) as an Independent Non- Executive Director			
<b>Place: Varanasi</b>		<b>(Signature of Shareholder)</b>		
<b>Date:</b>				

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**ROUTE MAP**



**Venue to 49<sup>th</sup> AGM** : G.T. Road, Kachhawan, Varanasi – 221313, U.P.  
**Land Mark:** Near to Reliance Petrol Pump

**By Couriered**

**If undelivered please return to:**

**REGISTERED OFFICE**  
 SHRI BHOLANATH CARPETS LIMITED  
 G.T. ROAD, KACHHAWAN,  
 VARANASI- 221313, U.P. Ph: 542-2620221  
 Email: [cs@bholanath.biz](mailto:cs@bholanath.biz)  
 Website: [www.bholanath.biz](http://www.bholanath.biz)