

17th

Annual Report

2010 -2011

BHILWARA TEX-FIN LIMITED

Registered Office

129, Transport Centre, New Rohtak Road, Punjabi Bagh, New
Delhi-110035.



BHILWARA TEX-FIN LIMITED

NOTICE

Notice is hereby given that the **17th Annual General Meeting** of the Company shall be held on **Friday, 30th day of September, 2011 at 11.30 a.m.** at the Farm House of M/s Kapil Construction Private Limited, Kishangarh-Mehrauli Road, Near Maa Anandmai Ashram, New Delhi -110057 to transact the following businesses:

Ordinary Business:

1. To consider and adopt the Balance Sheet of the Company as at 31st March 2011 and Profit & Loss Account of the Company for the period from 1st April, 2010 to 31st March 2011 together with the Directors' Report and Auditors' Report thereon.

2. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT Mr. Baldev Singh Kashtwal, who retires by rotation at the ensuing Annual General Meeting has expressed his desire not to offer himself for reappointment as Director and the resulting vacancy be not filled up at the meeting.”

3. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT Mr. Ajay Sachdeva, who retires by rotation at the ensuing Annual General Meeting, has expressed his desire not to offer himself for reappointment as Director and the resulting vacancy be not filled at the meeting.”

4. **To appoint Statutory Auditors and to fix their remuneration and to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution in this regard:**

“RESOLVED THAT M/s Nagar Goel & Chawla, Chartered Accountants, New Delhi, retiring Statutory Auditors of the Company, being eligible for re-appointment and offer themselves for re-appointment, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office as such from the date of conclusion of the ensuing Annual General Meeting till the date of conclusion of the next Annual General Meeting on such remuneration as mutually agreed by the Board and the Statutory Auditors.”

SPECIAL BUSINESS

5. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT Pursuant to the section 260 of the Companies Act, 1956, **Mr. Sanjay Hasija**, who was appointed as an Additional Director of the Company at the meeting of Board of Directors of the Company, held on 10th August, 2011 whose term expires on the Annual General Meeting scheduled to be held on 30th September, 2011 and for appointment of whom a Notice under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director has been received, be and is hereby appointed as a Director of the Company whose period of office will be liable to be determined by rotation.”

6. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT Pursuant to the section 260 of the Companies Act, 1956, **Mr. Samai Singh**, who was appointed as an Additional Director of the Company at the meeting of Board of Directors of the Company, held on 10th August, 2011 whose term expires on the Annual General Meeting scheduled to be held on 30th September, 2011 and for appointment of whom a Notice under Section 257 of the Companies Act, 1956

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proposing his candidature for the office of Director has been received, be and is hereby appointed as a Director of the Company whose period of office will be liable to be determined by rotation.”

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

“**RESOLVED THAT** Pursuant to the section 260 of the Companies Act, 1956, **Mr. Vadake Chundayil Sreenivasan**, who was appointed as an Additional Director of the Company at the meeting of Board of Directors of the Company, held on 10th August, 2011 whose term expires on the Annual General Meeting scheduled to be held on 30th September, 2011 and for appointment of whom a Notice under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director has been received, be and is hereby appointed as a Director of the Company whose period of office will be liable to be determined by rotation.”

**By order and on behalf of the Board
Bhilwara Tex-Fin Limited**

Sd/-

**(Satish Kumar Sharma)
Director**

**Place: New Delhi
Date: 25th August, 2011**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL, IF ANY, INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2. PROXIES IN ORDER TO THE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THEN 48 HOURS BEFORE THE MEETING. A BLANK PROXY FORM IS ENCLOSED HEREWITH.**
3. Annual report has been sent to all members and members are requested to bring their copy of the Report to the meeting along with duly filled attendance slip (to be handed over at the entrance). No copy of Annual Report shall be distributed at the meeting as an endeavor of the Company to reduce operational cost.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board Resolution / Power of Attorney authorising their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Book of the Company shall remain closed from **Saturday, 24th September, 2011 to Friday, 30th September, 2011** (both days inclusive) for the purpose of Annual General Meeting.
- 6. Explanatory statement pursuant to section 173(2) of the Companies Act, 1956 is given below:**

Item No. 2

Since **Mr. Baldev Singh Kashtwal**, Director retiring by rotation has not offered himself for re-appointment and it is decided not to fill up the vacancy at the ensuing meeting, the above resolution in terms of Section 256 of the Companies Act, 1956 and Clause 150 the Articles of Association of the Company, is proposed.

None of the Directors of the Company, except **Mr. Baldev Singh Kashtwal** is interested or concerned in passing of the said Ordinary Resolution. The Board of Directors of your Company commends the resolution for approval.

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Item No. 3

Since **Mr. Ajay Sachdeva**, Director retiring by rotation has not offered himself for re-appointment and it is decided not to fill the vacancy at the meeting, the above resolution in terms of Section 256 of the Companies Act, 1956 and Clause 150 of the Articles of Association of the Company, is proposed.

None of the Directors of the Company, except **Mr. Ajay Sachdeva** is interested or concerned in passing of the said Ordinary Resolution. The Board of Directors of your Company commends the resolution for approval.

Item No. 5

Pursuant to the section 260 of the Companies Act, 1956, **Mr. Sanjay Hasija** was appointed as an Additional Director of the Company w.e.f. 10th August, 2011 whose directorship will expire on the date of the ensuing Annual General Meeting of the Company. He being eligible, has offered himself to be appointed as Director of the Company whose office will be liable to be retired by rotation. A notice under Section 257 of the Companies Act, 1956 has been received by the Company from **Mr. Sanjay Hasija**, offering his candidature for the office of Director liable to retire by rotation. He will act as an Independent Director of the Company. You directors recommend the resolution for your approval.

None of the Directors is interested in the passing of this resolution except **Mr. Sanjay Hasija**.

Item No. 6

Pursuant to the section 260 of the Companies Act, 1956, **Mr. Samai Singh** was appointed as an Additional Director of the Company w.e.f. 10th August, 2011 whose directorship will expire on the date of the ensuing Annual General Meeting of the Company. He being eligible, has offered himself to be appointed as Director of the Company whose office will be liable to be retired by rotation. A notice under Section 257 of the Companies Act, 1956 has been received by the Company from **Mr. Samai Singh**, offering his candidature for the office of Director liable to retire by rotation. He will act as an Independent Director of the Company. You directors recommend the resolution for your approval.

None of the Directors is interested in the passing of this resolution except **Mr. Samai Singh**.

Item No. 7

Pursuant to the section 260 of the Companies Act, 1956, **Mr. Vadake Chundayil Sreenivasan** was appointed as an Additional Director of the Company w.e.f. 10th August, 2011 whose directorship will expire on the date of the ensuing Annual General Meeting of the Company. He being eligible, has offered himself to be appointed as Director of the Company whose office will be liable to be retired by rotation. A notice under Section 257 of the Companies Act, 1956 has been received by the Company from **Mr. Vadake Chundayil Sreenivasan**, offering his candidature for the office of Director liable to retire by rotation. He will act as an Independent Director of the Company. You directors recommend the resolution for your approval.

None of the Directors is interested in the passing of this resolution except **Mr. Vadake Chundayil Sreenivasan**.

**By order and on behalf of the Board
Bhilwara Tex-Fin Limited**

**Sd/-
(Satish Kumar Sharma)
Director**

**Place: New Delhi
Date: 25th August, 2011**

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DIRECTORS' REPORT

The Members,
BHILWARA TEX-FIN LIMITED

Your directors have pleasure in presenting their 17th Annual Report together with the Audited Statement of Accounts for the year ended on 31st March 2011.

1. FINANCIAL RESULTS

(Amount in Rupees)

Particulars		2010-11	2009 -10
	Income	4,136,653.00	2,15,821.00
Less:	Total Expenditure	3,929,132.00	3,02,800.59
	Net Profit/(Loss) before Tax & Depreciation (PBDT)	207,520.00	(86,979.59)
Less:	Depreciation	-	-
	Net Profit/(Loss) after Depreciation before Tax (PBT)	207,520.00	(86,979.59)
Less:	Provision for Income Tax-Current	37,449.00	9,506.39
	Provision for Income Tax- Deferred	-	-
	Provision for Fringe Benefit Tax	-	-
	Profit after Tax	170,071.00	(96,485.98)
Less:	Transfer to Special Reserve Fund	-	-
Add:	Balance brought forward from Previous Year	(3,624,239.00)	(35,27,752.74)
	Balance carried forward to the Balance Sheet	(3,488,418.00)	(36,24,238.72)

The Company has transferred Rs. 34,014/- to the Special Reserve Fund in Compliance of Section 45 IC of the Reserve Bank of India Act, 1934.

2. DIVIDEND

Your directors do not recommend any dividend for the financial year ended on 31st March, 2011.

3. DIRECTORS

Mr. Baldev Singh Kashtwal and Mr. Ajay Sachdeva, Directors of the Company who retires by rotation and have expressed their desire not to offer themselves for reappointment as Directors and the resulting vacancy be not filled at the ensuing Annual General Meeting.”

Further, **Mr. Sanjay Hasija, Mr. Samai Singh and Mr. Vadake Chundayil Sreenivasan** were appointed as Additional Directors of the Company w.e.f. 10th August, 2011 and their office will expire on the date of the Annual General Meeting of the Company scheduled to be held on 30th September, 2011. They being eligible, have offered themselves to be appointed as Directors of the Company and they will be liable to be retired by rotation. The notices under Section 257 of the Companies Act, 1956 have been received by the Company from them offering their candidatures for the office of Directors liable to retire by rotation. They will act as an Independent Directors of the Company. Your directors recommend their appointment.

4. PUBLIC DEPOSITS

The Company has not invited or accepted any public deposits within the meaning of Section 58A & 58AA of the Companies Act, 1956 and section 45-I(bb) of the Reserve Bank of India Act, 1934 during the year under review. The Company does not hold any public deposit as on date and will not accept the same in future without the prior approval of Reserve Bank of India.

5. AUDITORS REPORT

The Report of Auditors' on Annual Accounts of the Company for the year ended on 31st March, 2011 is self explanatory. Hence, no explanation is required to be given.

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6. APPOINTMENT OF STATUTORY AUDITORS

M/s Nagar Goel & Chawla, Chartered Accountants, New Delhi, retiring Statutory Auditors of the company retire at the conclusion of this annual general meeting and being eligible, have offered themselves for re-appointment. The Company has received a certificate from them pursuant to Section 224(1B) of the Companies Act 1956, confirming their eligibility for re-appointment. You directors recommend their re-appointment for the period commencing from the conclusion of ensuing Annual General Meeting till the conclusion of the next Annual General Meeting of the Company.

7. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EARNINGS AND OUTGO

The provisions of Section 217(1) (e) of the Companies Act, 1956 is not applicable to our Company. Hence, Statement detailing the particulars required under the said Section read with the Companies (Disclosures of particulars in the report of Board of Directors) Rules, 1988 are not being furnished. There was no foreign exchange earnings and outgo in the Company during the financial year.

8. PARTICULARS OF EMPLOYEE U/S 217 (2A) OF THE COMPANIES ACT, 1956

None of the employees of the Company has drawn salary in excess of the limits prescribed in the Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) Rules, 1975 and hence no such list is being provided.

9. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to requirement under Section 217(2AA) of the Companies (Amendment) Act, 2000 with respect to Directors Responsibility Statement, it is hereby confirmed:

- a) That in the preparation of the Annual Accounts for the financial year ended on 31st March, 2011, the applicable Accounting Standards had been followed along with proper explanation relating to the material departures.
- b) That the Directors had selected such Accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial year and of the profit or loss of the Company for that period.
- c) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the Assets of the Company and for preventing and detecting fraud or other irregularities.
- d) That the Directors had prepared the Annual Accounts on a going concern basis.

10. CORPORATE GOVERNANCE REPORT

A detailed report on Corporate Governance prepared in accordance with the Clause 49 of the Listing Agreement is annexed herewith and is forming part of this Annual Report.

11. SECRETARIAL COMPLIANCE CERTIFICATE:

The Secretarial Compliance Certificate, pursuant to proviso to sub-section (1) of section 383A of the Companies Act, 1956, is obtained from Practicing Company Secretary and the same is annexed herewith.

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12. LISTING OF SHARES

Presently the Equity Shares of the Company are listed at Bombay Stock Exchange. Listing fees for the financial year 2011-12 has been paid by the Company to the Stock Exchange. However, the Company has got delisted its securities voluntarily from two other Stock Exchanges i.e. namely - Delhi Stock Exchange Limited and Jaipur Stock Exchange Limited vide their letter No.DSE/List/8226/14952 dated 21st June, 2011 and JSEL/2010/500 dated 4th March, 2010 respectively.

13. ACKNOWLEDGEMENT

Your directors would like to place their grateful appreciation for the assistance and co-operation received from the Company's bankers during the year under review. The directors also acknowledge with appreciation the support and co-operation rendered by various Govt. agencies and Departments. Your Directors would also wish to place on record their deep sense of appreciation for the continued support of all the investors of the Company.

By Order of the Board of Directors
Bhilwara Tex-Fin Limited

Place: New Delhi
Date: 25th August, 2011

Sd/-
Sanjay Hasija
Director

Sd/-
Satish Kumar Sharma
Director

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Corporate Governance Report for the year ended 31st March, 2011

“Corporate Governance is about working ethically and finding a balance between economic and social goals. It includes the ability to function profitably while obeying laws, rules and regulations.”

1. Board’s Philosophy on Corporate Governance

Effective Corporate Governance requires a clear understanding of the respective roles of the Board and senior management, and their relationship with others in the corporate structure; relationship of the Board and the Management with stakeholders should be characterized by candour; their relationship with employees should be characterized by fairness; their relationship with the communities in which they operate should be characterized by good citizenship; and their relationship with the government should be characterized by a commitment to compliance.

We believe that sound corporate governance is critical to enhance and retain stakeholders’ trust. Accordingly, we always seek to ensure that we attain our performance rules with integrity. Board exercises its fiduciary responsibilities in the widest sense of the term.

Our corporate governance philosophy is based on the following principles:

- Satisfy the spirit of the law and not just the letter of the law. Corporate governance standards should go beyond the law.
- Be transparent and maintain a high degree of disclosure levels.
- Make a clear distinction between personal conveniences and corporate resources.
- Management is the trustee of the shareholder’s capital and not the owner.

2. Board of Directors

2.1 Composition of the Board of Directors

The Board of Directors provides strategic direction and the thrust to the operations of the Company and accountable at all time to the shareholders of the Company. The Company has a professionally constituted Board of Directors. The composition of the Board of Directors as on date is as follows:

NAME OF DIRECTOR	CATEGORY
Mr. Rajendra Prasad Baldwa	Promoter - Executive Director
Mr. Satish Kumar Sharma	Non-Independent - Executive Director
Mr. Sanjay Hasija*	Independent Non-Executive Director
Mr. Samai Singh*	Independent Non-Executive Director
Mr. Vadake Chundayil Sreenivasan*	Independent Non-Executive Director
Mr. Ajay Sachdeva	Independent Non-Executive Director
Mr. Baldev Singh Kashthwal	Independent Non-Executive Director

* appointed as additional directors at the Board of Director of the company w.e.f. 10th August, 2011.

Mr. Satish Kumar Sharma, Director of the Company acts as Chairman at the Board Meetings and at the General Meetings of the Company. He is also the Compliance Officer of the Company.

None of the Director of the Company is member in more than ten Committees and they do not act as Chairman of more than five Committees across all Companies in which they are directors.

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2.2 Number of Board Meetings

As against the requirement of holding one meeting every three months and at least four such meeting in every year under section 285 of the Companies Act, 1956, the Board of director of the Company met **7 (Seven)** times on i.e. **30th April 2010, 31st July 2010, 4th September 2010, 29th October 2010, 10th November 2010, 31st January 2011 and 31st March 2011** during the year under review. The time gap between two meetings was not more than four months as stipulated in clause 49 of the listing agreement.

2.3 Attendance record of Directors at Board Meeting and Annual General Meeting and number of other Directorships / Committee memberships / Chairmanships.

Attendance of each Director at Board Meetings and at the last Annual General Meeting held during the year 2010-2011 and number of other Directorship / Committee Memberships / Chairmanships of each director is given below:

NAME OF DIRECTOR	ATTENDANCE DETAILS		NUMBER OF OTHER COMPANIES IN WHICH DIRECTOR**	OTHER COMMITTES OF WHICH	
	BOARD MEETING	AGM HELD ON 30-09-2010		CHAIRMAN	MEMBER
Mr. Rajendra Prasad Baldwa	NIL	No	2	--	--
Mr. Satish Kumar Sharma	7	Yes	3	2	2
Mr. Ajay Sachdeva	6	Yes	-	-	-
Mr. Baldev Singh Kashthwal	6	Yes	-	-	-
Mr. Sanjay Hasija*	N.A.	N.A.	2	1	3
Mr. Samai Singh*	N.A.	N.A.	-	-	-
Mr. Vadake Chundayil Sreenivasan*	N.A.	N.A.	-	-	-

* appointed as additional directors at the Board of Director of the company w.e.f.10th August, 2011.

**Excluding directorship in Private Limited Companies and Foreign Companies.

2.4 The Board has access to the following information/records:

- Annual operating plans and budgets;
- Quarterly results;
- Minutes of the meetings of the Share transfer and shareholders'/investors' grievances Committee;
- Any other items/events of materially important nature.

3. Committees of the Board

The Board of Directors has constituted various committees of the Board to ensure focused attention on the various aspects of the Company's working. The Company has the following Committees of the Board.

3.1 Audit Committee

The Constitution of the Audit Committee meets with the requirements of section 292A of the Companies Act, 1956 as well as the Listing Agreement. All the members of the committee are financially literate members. Mr. Baldev Singh Kashthwal acts as the Chairman of the Committee who has in-depth knowledge of Accounts, Finance & Banking. However, Audit Committee was re-constituted w.e.f. 10th August, 2011 and Mr. Sanjay Hasija was inducted as Chairman of the Audit Committee in place of Mr. Baldev Singh Kashthwal and Mr. Vadake Chundayil Sreenivasan was inducted as member in place of Mr. Ajay Sachdeva in Audit Committee. The Audit Committee as on date comprises of the following Directors:

Mr. Sanjay Hasija	Chairman	Independent - Non Executive Director
Mr. Satish Kumar Sharma	Member	Non Independent - Executive director
Mr. Vadake Chundayil Sreenivasan	Member	Independent - Non Executive Director

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The representatives of the Internal Auditors and Statutory Auditors attend the meeting of the Committee as and when invited.

The Audit Committee is responsible for the effective supervision of the financial reporting process to ensure proper disclosure of financial statements, their credibility, and compliance with the Accounting Standards, Stock Exchanges and other legal requirements, reviewing with internal and external audit and internal control systems, assessing their adequacy ensuring compliance with internal controls, reviewing findings of internal audit, reviewing the company's financial and risk management policies and ensuring follow up action on significant findings, and reviewing quarterly, half yearly and yearly annual accounts.

During the year under review i.e. 2010-11, Audit Committee met 5 (Five) times. The attendance record of the members during these meetings is set down below:-

Date of Meeting	Mr. Satish Kumar Sharma	Mr. Ajay Sachdeva	Mr. Baldev Singh Kashtwal	Mr. Sanjay Hasija*	Mr. Vadake Chundayil Sreenivasan*
30-04-2010	YES	YES	YES	N.A.	N.A.
31-07-2010	YES	YES	YES	N.A.	N.A.
04-09-2010	YES	YES	YES	N.A.	N.A.
29-10-2010	YES	YES	YES	N.A.	N.A.
31-01-2011	YES	YES	YES	N.A.	N.A.

* appointed as additional directors in the Board of Directors of the Company w.e.f. 10th August, 2011.

The Report of the Chairman as well as the minutes of the Audit Committee is circulated to all the Board Members for their consideration.

3.2 Remuneration Committee

The Company does not have Remuneration committee as contemplated under the Listing Agreement, as the Company is not paying any remuneration to its Directors.

3.3 Share Transfer & Shareholder's/Investor's Grievance Committee

The constitution of Share Transfer & Shareholders' Investors' Grievances Committee meets with the requirements of the Listing Agreement. However, Share Transfer & Shareholders' Investors' Grievances Committee was reconstituted w.e.f. 10th August, 2011 and Mr. Sanjay Hasija was inducted as Chairman of the Share Transfer & Shareholders' Investors' Grievances in place of Mr. Ajay Sachdeva and Mr. Vadake Chundayil Sreenivasan was inducted as member in place of Mr. Baldev Singh Kashtwal in such committee.

The **Share Transfer & Shareholders' Investors' Grievances Committee** has been constituted to look into approval/rejection of transfer/transmission, issue of duplicate certificates, review & redressal of shareholders' and investors' grievances/complaints. The Committee as on date comprising of the following members:

Mr. Sanjay Hasija	Chairman	Independent - Non Executive director
Mr. Satish Kumar Sharma	Member	Non Independent - Executive Director
Mr. Vadake Chundayil Sreenivasan	Member	Independent - Non Executive Director

During the year under review i.e. 2010-11, the Share Transfer & Shareholder's / Investor's Grievance Committee met 4 (Four) times. The attendance record of the members during these meetings is summarized as under:

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Date of Meeting	Mr. Satish Kumar Sharma	Mr. Ajay Sachdeva	Mr. Baldev Singh Kashtwal	Mr. Sanjay Hasiya*	Mr. Vadake Chundayil Sreenivasan*
23-04-2010	YES	YES	YES	N.A.	N.A.
31-07-2010	YES	YES	YES	N.A.	N.A.
29-10-2010	YES	YES	YES	N.A.	N.A.
31-01-2011	YES	YES	YES	N.A.	N.A.

* appointed as additional directors in the Board of Directors of the Company w.e.f. 10th August, 2011.

The details of queries/ complaints received from shares holders, status thereof etc. are summarised as under during the year under review:

Sl.	Particulars	Status	Remark
1.	Number of queries/complaints received from shareholders/ investors from April 01, 2010 to March 31, 2011 regarding non-receipt of dividend/ interest warrants, non-receipt of shares sent for transfer etc	NIL	
2.	Number of queries/complaints not attended	N.A.	
3.	Number of request of Share Transfer / Transmission received during the year	4	
4.	Number of Share Transfer cases done during the year.	4	
5.	Number of Share Transfer pending during the year.	NIL	

4. General Body Meetings

4.1 Particulars of last three Annual General Meetings:

Year	Date of Meeting	Time	Venue
2010	30 th September, 2010	11.30 A.M.	129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi -110035.
2009	30 th September, 2009	11.30 A.M.	129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi -110035.
2008	30 th September, 2008	11.30 A.M.	129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi -110035.

4.2 Details of Special Resolution, if any passed during the year under review: The following table summarizes the details of **Special Resolution** passed or not during the last three years:

Sl..	Particulars	Status	Remark
1.	Whether any special resolutions were passed at the last three Annual General Meeting	None	
2.	Whether special resolutions were put through postal ballot at the last three Annual General Meeting	None	
3.	Persons who conducted the postal ballot	N.A.	
4.	Procedure for postal ballot	N.A.	

5. Disclosures

- 1) There is no materially significant related party transactions i.e. transactions of the Company of material nature with its Promoters, Directors or the Management, their subsidiaries/relatives that may have potential conflict with the interests of the Company at large.
- 2) There were no cases of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchanges, or the Securities and Exchange Board of India or any other statutory body/ authority, on any matter related to capital markets during the last three years

6. Means of Communication

Half Yearly Report sent to each Shareholder : No

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Which Newspaper normally published in	:	1) The Pioneer (English) 2) Dainik Haribhoomi (Hindi)
Any website, where published	:	No
Whether the website displays official news releases	:	No
Presentations made to institutional investors and analysts	:	No
Management Discussion and Analysis Report	:	Forms part of Annual Report

7. GENERAL SHAREHOLDERS INFORMATION

7.1 Annual General Meeting:

Day & Date of AGM	: Friday, 30th day of September, 2011.
Time	: 11:30 a.m.
Venue	: At the Farm House of M/s Kapil Construction Private Limited, Kishangarh - Mehrauli Road, Near Maa Anandmai Ashram, New Delhi – 110057

7.2 Financial Calendar (Tentative):

(a) Financial Year	-	1 st April, 2011 to 31 st March, 2012
(b) Results for the Quarter ended		
30 th June, 2011	-	By the end of July, 2011.
30 th September, 2011	-	By the end of October, 2011.
31 st December, 2011	-	By the end of January, 2012
31 st March, 2012	-	By the end of April, 2012
(c) Annual General Meeting (Next Year)	-	September 2012.

7.3 Date of Book closure:

From **Saturday, 24th day of September, 2011** to **Friday, 30th day of September, 2011**(both days inclusive)

7.4 Listing on Stock Exchanges:

- **The Bombay Stock Exchange Limited,**
25th Floor, P.J. Towers, Dalal Street, Mumbai - 400 001.

The Listing fees have been paid to the above Stock Exchanges for the year 2011-2012.

Note:

The Company has got voluntarily delisted its securities from two other Stock Exchanges namely - Delhi Stock Exchange Limited and Jaipur Stock Exchange Limited vide their letter No.DSE/List/8226/14952 dated 21st June, 2011 and JSEL/2010/500 dated 4th March, 2010 respectively.

7.5 Market Price data (Highs and Lows) during the financial year:

The Company's shares are listed at Bombay Stock Exchange. Stock Exchange Code of the Company is 530879.

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Market Price data (as traded in the Bombay Stock Exchange Limited) during the year 2010-11:

Month	High (Rs.)	Low (Rs.)	Month	High (Rs.)	Low (Rs.)
April, 2010	30.10	24.75	October, 2010	Nil	Nil
May, 2010	28.60	28.60	November, 2010	Nil	Nil
June, 2010	Nil	Nil	December, 2010	Nil	Nil
July, 2010	Nil	Nil	January, 2011	Nil	Nil
August, 2010	27.00	27.00	February, 2011	Nil	Nil
September, 2010	Nil	Nil	March, 2011	27.00	27.00

7.6 Share Transfer System:

Request for share transfer/transmission is attended in house as well as RTA office at the following Addresses:

At the office of the RTA	Share Transfer Office of the Company
Indus Portfolio Private Limited. G – 65, Bali Nagar, New Delhi – 110 015 Tel. No: 011- 47671200 Fax. No: 91-11-25449863 e-mail: bharat.b@indusinvest.com	129, Transport Center, Rohtak Road, Punjabi Bagh, New Delhi-110035. Tel. No. – 011- 28315036 Fax. No. - 011- 28315044 E-mail: info@sainik.org 'or' legal.secretarial@sainikmining.com

Share transfer requests (in physical form), on receipt by the Company are affected in approximately 30 (thirty) days. The demat requests received by RTA are processed in about 10(ten) days from the date of receipt.

7.7 Distribution of shareholding as on 31st March, 2011:

Category wise shareholding (in shares)	Number of Shareholders	% to total Shareholders	Number of Share held	% to total share capital
UPTO - 500	263	34.47	115700	3.30
501-1000	227	29.75	204600	5.84
1001-5000	240	31.45	609800	17.40
5001-10000	10	1.31	99000	2.82
10001-20000	5	0.66	88200	2.51
20001-30000	8	1.05	225300	6.43
30001-40000	1	0.13	39600	1.13
40001-50000	4	0.52	198000	5.65
50001-100000	3	0.39	211600	6.04
Above 100000	2	0.26	1710900	48.88
Total	763	100.00	35,02,700	100.00

BHILWARA TEX-FIN LIMITED

7.8 Shareholding details as on 31st March, 2011:

Category	No. of shares held	% to Total Shareholding
Promoters	14,67,800	41.90
Institutional Investors	-	-
Mutual Funds and UTI	-	-
Banks, Financial Institutions, Insurance Companies (Central/State Institution / Non- Govt. institutions)	-	-
FII's	-	-
Private Corporate Bodies	2,81,300	8.03
Indian Public	17,53,200	50.06
NRI's/OBC	400	0.01
Total	35,02,700	100%

7.9 Top 10 shareholders as on 31st March, 2011:

Sl.	Folio No.	Name	Shares	In %
1.	5349	SAINIK MINING & ALLIED SERVICES LIMITED	14,67,800	41.90
2.	388	ARCHANA AGARWAL	2,43,100	06.94
3.	1118	LAXMI SYNTHETICS PACKAGING PVT. LIMITED	82,700	02.36
4.	404	CHHOTELAL PAREKH	69,400	01.98
5.	395	USHA JHAVERI	59,500	01.70
6.	451	DHRUV CAPITAL LTD.	49,500	01.41
7.	718	SATYAM POLYTEX PVT. LTD.	49,500	01.41
8.	904	JAMANA LAL LADDHA	49,500	01.41
9.	181	DOOGAR & ASSOC. SECURITIES LTD. IMAGE SECURITIES LIMITED	49,500	01.41
10.	403	MANGAT RAM WADHWANI	39,600	01.13
TOTAL			21,60,100	61.66

7.10 - Dematerialization of Securities and Details thereof:

The International Securities Identification Number (ISIN) allotted for the Company by NSDL and CDSL is **INE345H01016**. In case a member wants his shares to be dematerialized, he may send the shares along with the request through his depository participant (DP) to the Registrars, M/s Indus Portfolio Private Limited.

The Company's Registrar and Transfer Agent promptly intimate the DPs in the event of any deficiency and the shareholders are also kept informed. Pending demat requests in the records of the Depositories, if any are continually reviewed and appropriate action initiated.

As on **31st March, 2011**, 42.80% of the total paid up capital of the Company representing **14,99,300** Equity Shares of Rs 10/- each were held in dematerialised Form with NSDL & CDSL and remaining 57.20% representing 20,03,400 Equity Shares of Rs. 10/- each were held in physical form.

7.11 Address for Correspondence

At the Registered office of the Company:

Bhilwara Tex- Fin Limited

129, Transport Centre, Punjabi Bagh, Rohtak Road,
New Delhi-110035.

Tel. No: 011-28315036

Fax.No:011- 28315044

E-mail: info@sainik.org 'or' legal.secretarial@sainikmining.com

For and on behalf of Board of Directors
Bhilwara Tex-Fin Limited

Place: New Delhi
Date: 25th August, 2011

Sd/-
Sanjay Hasija
Director

Sd/-
Satish Kumar Sharma
Director

BHILWARA TEX-FIN LIMITED

Management Discussion and Analysis Report

INDIAN ECONOMY: DEVELOPMENTS AND OUTLOOK OUTPUT

The robust GDP growth in the first half of 2010-11 suggests that the economy has returned to its earlier high growth path, satisfactory *Kharif* production and higher *Rabi* sowing point to stronger contribution of the agriculture sector to overall GDP growth in 2010-11. Industrial production has exhibited near double digit growth but the significant volatility adds uncertainty to the outlook. Lead indicators of the services sector show sustained buoyancy. In certain sectors, particularly non-cereal food items, however, the supply response to market signals in the form of higher prices has been weak, thereby exerting upward pressures on inflation. Core infrastructure sector has grown slower than both the overall GDP and the industrial sector, suggesting that it remains a constraint to higher growth. Capacity utilization levels have generally remained steady.

GROWTH OUTLOOK

The return to the high growth path in 2010-11 materialized despite an uncertain global environment. Though the overall global outlook suggests some moderation in growth in both advanced and emerging economies in 2011, downside risks to India's growth momentum have receded considerably. The inflation outlook, which is being conditioned by both demand side and supply side factors, suggests slow paced moderation in inflation, with the possibility of rigidity at above the comfort level in the near-term.

OPPORTUNITIES AND THREATS

Growth of GDP and Financing industry has a correlation. Demand will be driven by Government's ambitious plans for infrastructure development and its stimulus for enhancing rural income and affordable housing. Strong demand from housing sector is also anticipated arising out of increasing urbanization and higher disposable income of middle class. Though Indian economy has strong fundamentals, it has also witnessed impact of slowdown on growth. If demand growth is hampered due to loss of impetus to implement infrastructure development programmes and/ or escalating inflationary pressures, the oversupply could potentially become a significant issue.

RISKS AND CONCERN

Bhilwara Tex-Fin Limited is exposed to risks such as liquidity risk, interest rate risk, forex risk, credit risk and operational risk which are inherent in the financial intermediation business. The risk management process of the Company will proactively manage the uncertainty and volatility in the net interest income of the Company by prescribing maximum exposure limits.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company has internal audit system which is effective and commensurate with the size of its operations. Adequate records and documents are maintained as required by law from time to time. Internal audits and checks are regularly conducted and internal auditor's recommendations are considered for improving systems and procedures.

PERFORMANCE DURING THE YEAR

During the year under review, the Company earned a net profit of Rs.1,70,071/- as compared to the Loss of Rs.96,486/- incurred during the previous year..

HUMAN RESOURCES

The Board values and appreciates the contribution and commitment of the employees towards performance of your Company during the year. To create the leadership bench and for sustainable competitive advantage, the company inducted / promoted employees during the year.

For and on behalf of Board of Directors
Bhilwara Tex-Fin Limited

Place: New Delhi
Date: 25th August, 2011

Sd/-
Sanjay Hasija
Director

Sd/-
Satish Kumar Sharma
Director

BHILWARA TEX-FIN LIMITED

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT:

This is to certify that all the Members of the Board of Directors and Senior Management (i.e. one level below the Executive Directors i.e. Vice President level) of the Company, have confirmed compliance with the Company's Code of Conduct during year 1st April, 2010 to 31st March, 2011:-

The Company's Code requires every member of the Board and Senior Management to:

- Fulfill the functions of their office with integrity as well as professionalism and exercise the powers attached thereto, with due care and diligence.
- Act in the best interests of, and fulfill their fiduciary obligations to the Company's shareholders, whilst also considering the interests of other stakeholders.
- Take informed business decisions based on independent judgment and in the best interests of the Company, not influenced by personal interest or gain.
- Respect the confidentiality of information and use utmost discretion whilst deciding its disclosure or dissemination, ensuring that no personal advantage or detriment to the Company results from the same.
- Make available to, and share information with fellow Directors / Executives when considered expedient in the best interests of the Company.
- Protect and use the Company's assets for legitimate business purposes and be alert to situations that could lead to loss or misuse of these assets.
- Minimize any situation or action that can create conflict of interests of the Company vis-à-vis personal interest or interests of associated persons, and make adequate disclosures, where necessary.
- Act in a manner that will protect the Company's reputation.
- Encourage reporting of behavior, which is contrary to the Company's 'Values', and ensure that the person reporting such violation is not aggrieved in any manner.
- Comply, in letter and spirit, with all applicable laws, rules and regulations, and also honour the philosophy of 'good faith', guided by one's sense of right and wrong.
- Abide by the relevant terms of the Insider Trading Code formulated by the Company, and any other Code that may be formulated from time to time, as applicable.
- Adhere to the terms of the powers delegated by the Board.
- Whilst entering into contracts with Service Providers and Consultants, protect the arrangement for disclosure or dissemination of confidential information.
- Establish processes and systems for storage, retrieval and dissemination of documents, both in physical and electronic form, so that the obligations of this Code of Conduct are fulfilled.
- Raise concerns, if any, on the above issues, at a Board Meeting.

For and on behalf of Board of Directors
Bhilwara Tex-Fin Limited

Place: New Delhi
Date: 25th August, 2011

Sd/-
Sanjay Hasija
Director

Sd/-
Satish Kumar Sharma
Director

BHILWARA TEX-FIN LIMITED

Chief Executive Officer and Chief Financial Officer's Certificate on Corporate Governance:

To
The Board of Directors
Bhilwara Tex-Fin Limited

CERTIFICATE

We have reviewed the financial results and the cash flow Statement of Bhilwara Tex-Fin Limited for the financial year ended as at 31st March 2011, and certifies that:

- (a) These results and statements, to the best of our knowledge and belief:
 - (i) do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) present, a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and have evaluated the effectiveness of the internal control systems of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls of which we are aware, and the steps taken and proposed to be taken to rectify these deficiencies.
- (d) We have also intimated to the Auditors and the Audit Committee that there were no:
 - (i) Significant changes in the internal controls with respect to financial reporting during the year under review.
 - (ii) Significant changes in accounting policies during the year under review.
- (e) To the best of our knowledge and belief, there are no instances of significant fraud involving either the management or employees having a significant role in the Company's internal control systems with respect to financial reporting.

Dated: 25th August, 2011
Place: New Delhi

Sd/-
Satish Kumar Sharma
Finance Director/ CEO

BHILWARA TEX-FIN LIMITED

Registration No. :- L74899DL1994PLC128577

Nominal Capital :- Rs. 40,000,000/-

COMPLIANCE CERTIFICATE

To,
The Members,
BHILWARA TEX-FIN LIMITED
129, Transport Centre,
Rohtak Road, Punjabi Bagh,
New Delhi- 110035

I have examined the registers, records, books and papers of **M/s Bhilwara Tex-Fin Limited** as required to be maintained under the Companies Act, 1956, and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2011. In my opinion and to the best of my information and according to the examinations carried out by me and the explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:-

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this Certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this Certificate, with the Registrar of Companies within the time prescribed under the Act and the rules made thereunder.
3. The Company being a Public Limited Company, comment regarding maximum members, acceptance of public deposits is not required.
4. The Board of Directors duly met 7 times on 30.04.2010, 31.07.2010, 04.09.2010, 29.10.2010, 10.11.2010, 31.01.2011 and 31.03.2011 in respect of which, proper notices were given and the proceedings were properly recorded and signed including the circular/resolutions passed, if any, in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members & Share Transfer Book from Friday, 24th September, 2010 to Thursday, 30th September, 2010 (both days inclusive) during the financial year under review.
6. The Annual General Meeting for the financial year ended on 31st March, 2010 was held on 30th September, 2010 after giving due notice to the members of the Company and the resolutions passed there at were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra- Ordinary General Meeting was held during the financial year under review.

BHILWARA TEX-FIN LIMITED

8. According to the information and explanation given to us, the Company has not given any loan as covered under the provision of Section 295 of the Act during the year under scrutiny.
9. According to the information and explanation given to us, the Company has duly complied with the provisions of Section 297 of the Act in respect of contracts specified in that section during the year under review.
10. The Company has made necessary entries required to be made in the registers maintained under Section 301 of the Act during the financial year under review.
11. As there were no instances falling with in the preview of section 314 of the Act, the Company has not require to obtain any approvals from the board of directors, members or Central Government as the case may be.
12. The Company has not issued any duplicate share certificates during the financial year under review.
13. (i) There was no fresh allotment of securities during the year under review.
(ii) The company has delivered all the certificates on lodgment thereof for transfer in accordance with the provision of the Act.
(iii) The Company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year under review.
(iv) The Company was not required to post dividend warrants to any member of the Company as no dividend was declared during the financial year under review.
(v) The Company was not required to transfer any amount to Investor Education and Protection Fund since there was no unpaid dividend, application money due for refund, matured deposits, matured debenture and the interest accrued thereon.
(vi) That the Company has duly complied with the requirements of Section 217 of the Companies Act, 1956 during the year under review.
14. The Board of Directors of the Company is duly constituted and there was no appointment of additional directors, alternate directors and directors to fill casual vacancies during the financial year under review.
15. The Company has not appointed any Managing Director/ Whole time director/ Manager during the financial year under review.
16. The Company has not appointed any sole-selling agent during the financial year under review.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/ or such authorities prescribed under the various provisions of the Act during the financial year under review.
18. The Directors have disclosed their interest in other firms/ Companies to the Board of Directors pursuant to the provision of the Act during the financial year under review.

BHILWARA TEX-FIN LIMITED

19. The Company has not issued any Shares, Debentures or other securities during the financial year under review.
20. The Company has not bought back any shares during the financial year under review.
21. There was no redemption of preference shares during the financial year under review.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares, bonus shares pending registration of transfer of shares or debentures etc.
23. The Company has not invited / accepted any deposits falling within the purview of Section 58A & 58AA of the Companies Act, 1956 during the financial year under review.
24. According to the information and explanation given to us, the Company has borrowed amount from other bodies corporate and complied with the necessary provisions during the financial year ended under review.
25. According to information and explanation given to us, the Company has made loans and investment to other Bodies corporate in compliance with the provisions of the Act and has made necessary entries in the books during the year under review.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year under review.
31. There were no prosecution initiated against or show cause notices received by the Company and no fines and penalties or any other punishment was imposed on the Company during the financial year for the offences under the Act.
32. The Company has not received any money as security from its employees during the financial year as per provisions of section 417 (1) of the Act.
33. According to the information and explanations given to me, the provisions of Employee's Provident Fund do not apply to the Company.

Date: 25.08.2011

Place: Noida

Sd/-

PAYAL SHARMA

Company Secretaries

C.P. No. 8116

BHILWARA TEX-FIN LIMITED

Annexure A: Registers as maintained by the Company

1. Register of Members u/s 150.
2. Minutes Book of Board of Directors meeting.
3. Minutes Book of the proceeding of the General Meeting
4. Registers of particulars of contracts in which directors are interested u/s 301
5. Registers of Directors, Managing Directors, Manager and Secretary u/s 303
6. Registers of Directors Share holding u/s 307
7. Registers of Share Transfers.
8. Registers of Investment
9. Registers of Share Application and Allotment.

Annexure B: Forms and Returns as filed by the Company with Registrar of Companies during the financial year ended 31st March, 2011

S. N.	Form No/ Return	Filed u/s	For	Date of Filling	Whether filed within prescribe time Yes/ No	If delay in filing whether requisite additional fee paid Yes/ No
1	23 AC & 23ACA	220	Financial Year ended 31/03/2010 AGM- 30/09/2010	28/10/2010	Yes	No
2	20B	159	Annual General Meeting held on 30/09/2010	17/11/2010	Yes	No
3	66	383A	Compliance Certificate for theyear ended 31.03.2010	25/10/2010	Yes	No
4	23B	224(1A)	For the financial year 2010-11	28/10/2010	Yes	No

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of Bhilwara Tex-Fin Limited

We have examined the compliance of conditions of Corporate Governance by Bhilwara Tex-Fin Limited, for the year ended 31st March, 2011 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material respects with the conditions of corporate governance as stipulated in the above mentioned Listing Agreements entered into by the said Company with the stock exchanges.

We certify that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the shareholders/ investors' Grievance Committee.

We further certify 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 Nagar Goel & Chawla

Chartered Accountants

Firm Regn.No: 009933N

Sd/-

(Deepak Nagar)

Partner

M.No: 087456

Place: New Delhi

Date: 25.08.2011

AUDITOR'S REPORT

The Members,

Bhilwara Tex-Fin Limited

1. We have audited the attached Balance Sheet of **M/s Bhilwara Tex-Fin Limited** as at 31st March 2011, the Profit & Loss Account and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An Audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order 2003, as amended by the companies (Auditor's Report) (Amendment) Order, 2004 (together the 'Order') issued by the Central Govt. of India in terms of the section (4A) of section 227 of the Companies Act, 1956, of India (the 'Act') and on the basis of such checks of the books and records of the company as we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
4. Subject to above and further to our comment in the Annexure referred to above, we report that:
 - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii) In our opinion, proper books of account as required by law have been kept by the company as far as appears from our examination of those books.
 - iii) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
 - iv) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting standard referred to in sub-section 3(C) of section 211 of Companies Act, 1956.
 - v) On the basis of the written representations received from the Directors, and taken on the records by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2011 from being appointed as a Director in the terms of Clause (g) of Sub-section (1) of Section 274 of the companies Act, 1956.
 - vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - a) in the case of the balance sheet, of the state of affairs of the company as at 31st March 2011;
 - b) in the case of the profit and loss account, of the Profit for the year ended on that date.
 - c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For Nagar Goel & Chawla

Chartered Accountants

Firm Regn.No: 009933N

Sd/-

(Deepak Nagar)

Partner

M.No: 087456

Place: New Delhi

Date: 25.08.2011

ANNEXURE TO THE AUDITOR'S REPORT FOR THE YEAR ENDED 31ST MARCH 2011

Re: Bhilwara Tex-Fin Ltd.

- I. (a) The Company does not own any fixed assets. Hence, this clause becomes in applicable.
(b) Not applicable in view of (a) above.
(c) Not applicable in view of (b) above.
- II. (a) The Company does not own any inventory. Hence, this clause becomes in applicable.
(b) Not applicable in view of (a) above.
- III. Not applicable in view of (a) above.

(a) The company has not given loans to any parties covered in the register maintained under section 301 of the Companies' Act, 1956.
(b) Not applicable in view of (a) above.
(c) Not applicable in view of (a) above
Not applicable in view of (a) above
(d) During the year, company has not taken loans from party covered in the register maintained under section 301 of the Companies Act, 1956.
(e) Not applicable in view of (e) above
(f) Not applicable in view of (e) above
- IV. In our opinion and according to the information and explanation given to us there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regards to the sale of shares. During the courses of our audit, no major weakness has been noticed in the internal controls.
- V. (a) Not applicable.
(b) Not applicable.
- VI. The company has not accepted any deposits from the public within the meaning of section 58A and 58AA of the companies Act, 1956 and Companies (Acceptance of Deposits) Rules, 1975
- VII. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- VIII. The Company is not required to maintain the cost records under clause (d) of sub section (1) of Section 209 of the Act.
- IX. (a) According to the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess and other statutory dues applicable to it.
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty and excise duty were outstanding, as at 31st March 2010 for a period of more than six months from the date they became payable.
(c) According to the records of the company, there are no dues of sales tax, income tax, custom tax / wealth tax, excise duty / cess which have not been deposited on account of any dispute.
- X. In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth. The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- XI. In our opinion, and according to the information and explanations given to us, the Company has not availed any loan or credit from financial institution or banks.
- XII. The company has not granted loans and advances on the basis of security by the way of pledge of shares, debentures and other securities.
- XIII. In our opinion, and to the best of our information and according to the explanations provided by the management, we are of the opinion that the company is neither a Chit Fund nor a nidhi / mutual benefit society. Hence, in our opinion, the requirements of Clause 4 (xiii) of the order do not apply to the company.

- XIV. The company is maintaining proper records for all transaction related to dealing or trading in shares, securities, debentures and other investments. Timely entries have also been made in the said record. The shares, debentures and other securities have been held by the company in its own name except to the extent exemption u/s 49 of the Act.
- XV. According to the information and explanation given to us, the Company has not provided guarantee of any type for loan taken by others.
- XVI. According to the records of the company, the company has not obtained any term loan. Hence, comments under the clause are not called for.
- XVII. According to the information and explanation given to us, the fund raised by the company on long term basis has not been applied for short term purpose.
- XVIII. The Company has not made any preferential allotment of shares to parties covered in the register maintained under section 301 of the Act.
- XIX. The Company has not issued debenture of any type during the financial year.
- XX. The company has not raised any money by public issue during the financial year.
- XXI. Based on our examination of the books and records of the company and according to the information and explanation given to us, no fraud on or by the company has been noticed.

For Nagar Goel & Chawla
Chartered Accountants
Firm Regn.No: 009933N

Sd/-
(Deepak Nagar)
Partner
M.No: 087456

Place: New Delhi
Date: 25.08.2011

BHILWARA TEX-FIN LIMITED
BALANCE SHEET AS ON 31ST MARCH, 2011

(Amount in Rs.)

	SCHEDULE	As at 31st March 2011	As at 31st March 2010
<u>SOURCES OF FUNDS</u>			
Shareholders Funds			
Share Capital	1	35,027,000	35,027,000
Reserves & Surplus	2	674,145	640,336
Loan Funds			
Unsecured Loan	3	50,078,000	78,000
TOTAL		85,779,145	35,745,336
<u>APPLICATION OF FUNDS</u>			
Investment	4	28,712,970	28,712,970
Current Assets, Loans & Advances	5	54,068,681	3,727,428
Less: Current Liabilities & Provisions	6	491,744	319,300
Net Current Assets		53,576,937	3,408,127
Profit & Loss Account		3,489,238	3,624,239
Total		85,779,145	35,745,336
Significant Accounting Policies and Notes to Accounts	10		

In terms of our Audit Report of Even Date
FOR NAGAR GOEL & CHAWLA
Chartered Accountants
Firm Regn. No 009933N

On Behalf of Board of Directors
FOR BHILWARA TEX-FIN LIMITED

Sd/-
DEEPAK NAGAR
Partner
Mem. No 087456
Place : New Delhi
Date : 25.08.2011

Sd/-
SATISH KUMAR SHARMA
Director

Sd/-
SANJAY HASIJA
Director

BHILWARA TEX-FIN LIMITED**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011****(Amount in Rs.)**

	SCHEDULE	For the year ended 31st March 2011	For the year ended 31st March 2010
<u>INCOME</u>			
Interest, Commission and Dividend	7	4,136,653	215,821
Total		4,136,653	215,821
<u>EXPENDITURE</u>			
Administrative Expenses	8	3,929,022	302,277
Financial Expenses	9	110	524
Total		3,929,132	302,801
Profit (Loss) Before Taxation		207,520	(86,980)
Less: Provision for Income Tax- Current		38,474	9,506
Profit (Loss) After Taxation		169,046	(96,486)
Add: Balance in Profit & Loss Appropriation A/c brought forward from previous year		(3,624,239)	(3,527,753)
Less : Transfer to Special Reserve		33,809	-
Less : Short Provision of FBT of earlier Years		236	-
Balance Carried to Balance Sheet		(3,489,238)	(3,624,239)
Earning Per Share		0.05	Nil

In terms of our Audit Report of Even Date
FOR NAGAR GOEL & CHAWLA
Chartered Accountants
Firm Regn. No 009933N

On Behalf of Board of Directors
FOR BHILWARA TEX-FIN LIMITED

Sd/-
DEEPAK NAGAR
Partner
Mem. No 087456

Sd/-
SATISH KUMAR SHARMA
Director

Sd/-
SANJAY HASIJA
Director

Place : New Delhi
Date : 25.08.2011

BHILWARA TEX-FIN LIMITED
AS AT 31ST MARCH 2011

(Amount in Rs.)

	As at 31st March 2011	As at 31st March 2010
SCHEDULE 1		
<u>SHARE CAPITAL</u>		
<u>Authorised Capital</u>		
40,00,000 Equity Shares of Rs. 10/- each	<u><u>40,000,000</u></u>	<u><u>40,000,000</u></u>
<u>Issued, Subscribed & Paid Up Capital</u>		
35,02,700 equity shares of Rs. 10 /- each (Previous Year 35,02,700 equity shares of Rs. 10/- Each)	<u><u>35,027,000</u></u>	<u><u>35,027,000</u></u>
Total	<u><u>35,027,000</u></u>	<u><u>35,027,000</u></u>
SCHEDULE 2		
<u>RESERVES & SURPLUS</u>		
General Reserve	176,099	176,099
Special Reserve Fund	498,046	464,237
Total	<u><u>674,145</u></u>	<u><u>640,336</u></u>
SCHEDULE 3		
<u>UNSECURED LOANS</u>		
Shri R.P.Baldwa	78,000	78,000
Sainik Finance & Industries Limited	50,000,000	
Total	<u><u>50,078,000</u></u>	<u><u>78,000</u></u>

BHILWARA TEX-FIN LIMITED
AS AT 31ST MARCH 2011

(Amount in Rs.)

	As at 31st March 2011	As at 31st March 2010
--	--------------------------	--------------------------

SCHEDULE 4

INVESTMENT

Long Term Investment in Unquoted Securities

1067 @ Rs 26910/- per share of Sainik Mining & Allied Services Limited	28,712,970	28,712,970
Total	28,712,970	28,712,970

SCHEDULE 5

CURRENT ASSETS, LOANS & ADVANCES

(Unsecured but Considered Good)

More than Six Month Old	651,500	
Less than Six Month Old	-	651,500
ii) Cash in hand	28,375	11,994
iii) Balance with Scheduled banks:		
In Current Account -	389,873	2,218,646
iv) FDR with Yes Bank Limited	2,512,205	-
Total A	3,581,954	2,882,140

B. LOANS & ADVANCES

(Unsecured but Considered Good)

ICD Given-Sainik Mining & Allied Services Limited	50,366,166	-
<u>Advance Income Tax & TDS:</u>		
AY 2007-08	-	531,069
AY 2008-09	-	238,695
AY 2009-10	40,330	40,330
AY 2010-11	32,133	32,133
AY 2011-12	48,098	
<u>Fringe Benefit Tax</u>		
AY 2007-08	-	3,061
Total B	50,486,727	845,288
Total A+B	54,068,681	3,727,428

SCHEDULE 6

CURRENT LIABILITIES & PROVISIONS

A. Current Liabilities

Sundry Creditors	22,448	22,448
<u>Expenses Payable</u>		
Audit Fees Payable	49,635	49,635
TDS Payable	371,680	5,515
Total A	443,763	77,598

B. Provisions

Provision for Income Tax

A.Y. 2007-08	-	229,371
A.Y. 2010-11	9,506	9,506
A.Y. 2011-12	38,474	-
<u>Provision for Fringe Benefit Tax</u>		
A.Y. 2007-08	-	2,825
Total B	47,981	241,702
Total A+B	491,744	319,300

BHILWARA TEX-FIN LIMITED
YEAR ENDED 31ST MARCH 2011

(Amount in Rs.)

	As at 31st March 2011	As at 31st March 2010
SCHEDULE 7		
<u>INTEREST, COMMISSION & DIVIDEND</u>		
Interest income		
- on bank deposits [Gross of tax deducted at source Rs. 8,152/- (previous year Nil)]	81,521	-
- on income tax refund	60,077	-
- from others [Gross of tax deducted at source Rs. 39,946/- (previous year Rs.32,133/-)]	3,994,521	215,287
Dividend Income	534	534
Total	4,136,653	215,821

SCHEDULE 8

ADMINISTRATIVE EXPENSES

Sitting Fees	5,000	-
Travelling & Conveyance	21,520	-
Printing & Stationary	115	140
Postage & Telegram	5,059	5,505
Advertisement	123,779	117,745
Misc. Expenses	-	325
Auditors Remuneration	55,150	55,150
Rate Fees & taxes	18,966	14,734
Listing Fees	32,539	42,836
Legal & Professional Expenses	5,250	12,750
Interest Paid	3,661,644	53,092
Total	3,929,022	302,277

SCHEDULE 9

FINANCIAL EXPENSES

Bank Charges	110	524
Total	110	524

BHILWARA TEX-FIN LIMITED
YEAR ENDED 31ST MARCH 2011

(Amount in Rs.)

	For the Year ended 31st March, 2011	For the Year ended 31st March, 2010
SCHEDULE 7		
<u>INTEREST, COMMISSION & DIVIDEND</u>		
Interest income		
- on bank deposits [Gross of tax deducted at source Rs. 8,152/- (previous year Nil)]	81,521	-
- on income tax refund	60,077	-
- from others [Gross of tax deducted at source Rs. 39,946/- (previous year Rs.32,133/-)]	3,994,521	215,287
Dividend Income	534	534
Total	<u>4,136,653</u>	<u>215,821</u>

SCHEDULE 8

ADMINISTRATIVE EXPENSES

Sitting Fees	5,000	-
Travelling & Conveyance	21,520	-
Printing & Stationary	115	140
Postage & Telegram	5,059	5,505
Advertisement	123,779	117,745
Misc. Expenses	-	325
Auditors Remuneration	55,150	55,150
Rate Fees & taxes	18,966	14,734
Listing Fees	32,539	42,836
Legal & Professional Expenses	5,250	12,750
Interest Paid	3,661,644	53,092
Total	<u>3,929,022</u>	<u>302,277</u>

SCHEDULE 9

FINANCIAL EXPENSES

Bank Charges	110	524
Total	<u>110</u>	<u>524</u>

BHILWARA TEX-FIN LIMITED

SCHEDULE – 10

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

(Forming Part of Balance Sheet as at 31st March, 2011)

A. SIGNIFICANT ACCOUNTING POLICIES

1. SYSTEM OF ACCOUNTING

The financial statement are prepared under the historical cost convention on an accrual basis and are in accordance with the requirement of the companies Act, 1956

2. REVENUE RECOGNITION

- a) Interest income is recognized on accrual basis except in case of nonperforming assets where it is recognized upon realization as per RBI Guidelines.
- b) Penal interest is recognized as income on realization.
- c) Dividend income is accounted on an accrual basis when the company's right to receive the dividend is established.

3. INVESTMENTS

Investment is long term in nature and is valued at cost.

4. FIXED ASSETS

The company does not possess any Fixed Assets.

5. TAXATION

Income Taxes are accounted for in accordance with Accounting Standard 22 on "Accounting for Taxes on Income" (AS-22) issued by the Institute of Chartered Accountants of India. Tax expenses comprise both current and deferred tax.

Current Tax is determined as the amount of tax payable in respect of taxable income for the period using the applicable tax rates and tax laws. Deferred tax assets and liabilities are recognized, subject to consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income, that originate in one period and are capable of reversal in one or more subsequent periods and are measured using tax rates enacted or substantively enacted as at the Balance Sheet date. The carrying amount of deferred tax assets and liabilities are reviewed at each Balance Sheet date.

B. NOTES TO ACCOUNTS

1. Foreign Currency converted into Indian Rupee is Nil.
2. Contingent Liability is Nil. (Previous Year Nil).
3. Debit balances of debtors are subjected to confirmation and reconciliation form respective parties. The final adjustment, if any, in the account of parties shall be known only after confirmation / reconciliation, the amount of which could not be ascertained.
4. In compliance of Sec. 45 IC of the Reserve Bank of India Act, 1934, the company has transferred a sum of Rs. 33,809/- to Special reserve Fund. The reserve fund so created is available for utilization for specified purposes as may be prescribed by the Reserve Bank from time to time.
5. Auditors' Remuneration:

Particulars	2010-2011	2009-2010
i) Audit Fee	50,000/-	50,000/-
ii) Service Tax	5,150/-	5,150/-
Total	55,150/-	55,150/-

6. Remuneration and perquisites to the directors is Rs. Nil.
7. There are certain parties to whom advances in the nature of loans have been given by the company. As per management, principal and interest thereon is recoverable at a later date as per stipulations made with respective parties. As such, interest income is accounted for on yearly basis, but their recovery is deferred to a later date.

BHILWARA TEX-FIN LIMITED

8. There is no related party transaction as in accordance with Accounting Standard 18 issued by the institute of Chartered Accountants of India.

9. Segment Reporting

The Company operates in one segment only namely Finance & Investment and related consultancy. Therefore, information about segment reporting in line with AS – 17 of ICAI has not been given.

10. Earning Per Share

Particulars	2010-2011	2009-2010
Profit /(Loss) After Taxation as per Profit & Loss Account (Rs)	1,69,046	(96,486)
Number of Equity shares outstanding	35,02,700	35,02,700
Basic and Diluted Earnings per shares (Rs.) (Face value Rs.10 per shares)	0.05	-

11. Previous years figures have been regrouped and rearranged wherever necessary.

12. Additional information pursuant to the provision of paragraphs 3, 4C & 4D of part II of schedule VI of the companies Act, 1956.

a) Particulars in respect of the opening Stock, Purchases, Sales & Closing Stock

Particulars	2010-2011	2009-2010
Opening Stock of Shares	Nil	Nil
Purchases	Nil	Nil
Sales	Nil	Nil
Closing Stock	Nil	Nil

- b) CIF Value of Import of Raw Materials Components, Spare parts & Capital goods: Nil
 c) Expenditure in Foreign Currency : Nil
 d) Remittance in Foreign Currency : Nil
 e) Earning in Foreign currency : Nil

13. Schedule in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

(in Lakhs)

Particulars			
Liabilities side :			
(1)	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :	Amount out- standing-	Amount overdue
		_____	_____
	(a) Debentures : Secured	Nil	Nil
	: Unsecured	Nil	Nil
	(other than falling within the meaning of public deposits*)	Nil	Nil
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans	Nil	Nil
	(d) Inter-corporate loans and borrowing	500	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Other Loans (Non Convertible Debenture- Application Money)	.78	0.78
	* Please see Note 1 below		
Assets side :			
		Amount outstanding	
(2)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:		
	(a) Secured	Nil	
	(b) Unsecured	510.18	
		(See Note Below)*	

BHILWARA TEX-FIN LIMITED

(3)	Break up of Leased Assets and stock on hire and other Assets counting towards AFC activities.				
	(i) Lease assets including lease rentals under sundry debtors : (a) Financial lease (b) Operating lease (ii) Stock on hire including hire charges under sundry debtors: (a) Assets on hire (b) Repossessed Assets (iii) Other loans towards AFC activities (a) Loans where assets have been repossessed (b) Loans other than (a) above	Nil Nil Nil Nil Nil Nil			
*The above amount represents Sundry Debtors outstanding for more than 6 months					
(4)	Break-up of Investments : Current Investments : 1. Quoted (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (please specify) 2. Unquoted : (i) Shares :(a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (Please specify) Long Term investments : 1. Quoted : (i) Share : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (Please specify) 2. Unquoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (Please specify)	Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil 287.13 Nil Nil Nil Nil Nil			
(5)	Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances : Please see Note 2 below				
	Category	Amount net of provisions			
		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">Secured</td> <td style="width: 33%; text-align: center;">Unsecured</td> <td style="width: 33%; text-align: center;">Total</td> </tr> </table>	Secured	Unsecured	Total
Secured	Unsecured	Total			
	1. Related Parties **				
	(a) Subsidiaries	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">Nil</td> <td style="width: 33%; text-align: center;">Nil</td> <td style="width: 33%; text-align: center;">Nil</td> </tr> </table>	Nil	Nil	Nil
Nil	Nil	Nil			

BHILWARA TEX-FIN LIMITED

	(b) Companies in the same group	Nil	Nil	Nil
	(c) Other related parties	Nil	Nil	Nil
	2. Other than related parties	Nil	510.18	6.51
	Total	Nil	510.18	6.51
(6)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): Please see note 3 below			
	Category	Market Value / Break up or fair value or NAV		Book Value (Net of Provisions)
	1. Related Parties **			
	(a) Subsidiaries	Nil		Nil
	(b) Companies in the same group	287.13		287.13
	(c) Other related parties	Nil		Nil
	2. Other than related parties	Nil		Nil
	Total	287.13		287.13

** As per Accounting Standard of ICAI (Please see Note 3)

(7)	Other information		
	Particulars		Amount
	(i)	Gross Non-Performing Assets	
		(a) Related parties	Nil
		Other than related parties	Nil
	(ii)	Net Non-Performing Assets	
		(a) Related parties	Nil
		(b) Other than related parties	Nil
	(iii)	Assets acquired in satisfaction of debt	Nil

Notes:

- 1) As defined in Paragraph 2(1) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- 2) Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007.
- 3) All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (4) above.
14. None of the employees of the company was in receipt of remuneration exceeding Rs. 5,00,000/- per month where employed for part of the year or Rs.60,00,000/- p.a. where employed throughout the year.
15. The Requirements of Accounting Standard (AS29) – “Provisions, Contingent Liabilities and Contingent Assets” have been compiled while compiling the accounts.
16. Balance Sheet abstract & general business profile of the company pursuant to Part IV of Schedule VI of Companies Act, 1956 are given in the annexure attached to the notes to accounts

BHILWARA TEX-FIN LIMITED

Balance Sheet Abstract and Company's General Business Profile

i) Registration Details

Registration No.	09037
State Code	55
Balance Sheet Date	31/03/2011

ii) Capital Raised During the year (Amount in Rs. Thousand)

Public Issue	Nil
Nil	Nil
Bonus Share	Nil
Nil	Nil

iii) Position of Mobilisation and Deployment of funds (Amount in Rs. Thousand)

Total Liabilities	Total Assets
85779	85779

SOURCE OF FUNDS

Paid Up Capital	Reserve & Surplus
35027	674
Secured Loans	Unsecured Loans
Nil	50078
Deferred Tax Liability	Nil

APPLICATION OF FUNDS

Net Fixed Assets	Investments
NIL	28713
Net Current Assets	Misc. Expenditure
53577	NIL
Accumulated Losses	3488

iv) Performance of Company (Amount in Rs. Thousand)

Turnover	Total Expenditure
4136	3929
Profit /(Loss) Before Tax	Profit /(Loss) After Tax
208	170
Earning Per share in Rs.	Dividend Rate %
0.05	Nil

v) Generic Name of Three Principal Product/Services of Company (As per Monetary terms): NA

17. Schedule 1 to 10 Annexed herewith forms integral part of Balance Sheet and Profit & Loss Accounts.

As per our Audit Report of Even Date Attached
For NAGAR GOEL & CHAWLA
Chartered Accountants
Firm Regn. No.: 009933N

On behalf of Board of Directors
FOR BHILWARA TEX-FIN LIMITED

Sd/-
DEEPAK NAGAR
(Partner)
M.No 087456

Sd/-
SATISH KR SHARMA
(Director)

Sd/-
SANJAY HASIJA
(Director)

Place: New Delhi
Dated:25/08/2011

BHILWARA TEX-FIN LIMITED**Cash Flow Statement**

For the year ended 31.03.2011

(Amount in Rs.)

PARTICULARS	Current Years (Rs.)	Previous Year's (Rs.)
A) CASH FROM OPERATING ACTIVITIES:-		
Net profit before tax and extraordinary items Adjustments for :-	207,520	(86,980)
Operating profit before working capital changes-	207,520	(86,980)
Adjustments for changes in Working capital :-		
Decrease in Inventory		-
Decrease in Loans and Advances	(49,641,439)	(22,020)
Increase in Current Liab. & Provisions	172,443	(580,404)
Cash generated from operations-	(49,261,476)	(689,403)
Direct taxes paid	38,710	9,506
CASH FLOW BEFORE EXTRAORDINARY ITEMS:-	(49,300,186)	(698,910)
Extraordinary items	-	-
Net Cash used in operating activities (A)	(49,300,186)	(698,910)
B) CASH FROM INVESTING ACTIVITIES :		
Net Cash from investing activities (B)	-	-
C) CASH FLOW FROM FINANCING ACTIVITIES:		
Short Term Loans Repaid	50,000,000	-
Net cash generated from financing activities (C)	50,000,000	-
Net increase/ decrease in cash and cash equivalents (A+B+C)	699,814	(698,910)
Cash and cash equivalents as at 31.03.2010 (Opening Balance)	2,230,640	2,929,549
Cash and cash equivalents as at 31.03.2011 (Closing Balance)	2,930,454	2,230,640

FOR NAGAR GOEL & CHAWLA**Chartered Accountants**

Firm Regn. No 009933N

On Behalf of Board of Directors

FOR BHILWARA TEX-FIN LIMITED

Sd/-

DEEPAK NAGAR**Partner**

Mem. No 087456

Sd/-

SATISH KUMAR SHARMA**Director**

Sd/-

SANJAY HASIJA**Director**

Place : New Delhi

Date : 25.08.2011

To,

The Board of Directors

Bhilwara Tex-fin Limited

New Delhi

We have examined the above cash flow statement of Bhilwara Tex-Fin Limited for the year ended 31st March 2011. The statement has been prepared by the company in accordance with the requirement of the listing agreement under Clause 32 with Stock Exchanges and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the company covered by our report of even date to the members of the company.

FOR NAGAR GOEL & CHAWLA**Chartered Accountants**

Firm Regn. No 009933N

Sd/-

DEEPAK NAGAR**Partner**

Mem. No 087456

Bhilwara Tex-Fin Limited

Registered Office : 129, Transport Centre, New Rohtak Road, Punjabi Bagh, New Delhi-110035 Phone No. : 011-28315036,
Fax No. : 011-28315044

ATTENDANCE SLIP

**PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING
VENUE**

* DP. Id.	
-----------	--

Regd. Folio No.	
-----------------	--

* Client Id.	
--------------	--

No. of shares held	
--------------------	--

Name and Address of the Shareholders

I hereby record my presence at the 17th Annual General Meeting of the Company held on Friday, the 30th September, 2011 at 11:30 a.m. at the Farm House of M/s Kapil Constructions Private Limited, Kishangarh- Mehrauli Road, Near Maa Anandmai Ashram, New Delhi-110 057

Signature of the shareholder/ proxy

-----TEAR HERE-----

Bhilwara Tex-Fin Limited

Registered Office : 129, Transport Centre, New Rohtak Road, Punjabi Bagh, New Delhi-110035 Phone No. : 011-28315036,
Fax No. : 011-28315044

PROXY FORM

* DP. Id.	
-----------	--

Regd. Folio No.	
-----------------	--

* Client Id.	
--------------	--

No. of shares held	
--------------------	--

I/We

_____ of _____ being
Member/s of **Bhilwara Tex-Fin Limited** hereby appoint _____ of
_____ or _____ failing
him _____ of _____ as
my/our proxy to vote for me/us and on my/our behalf at the 17th Annual General Meeting of the Company held at Farm
House of M/s Kapil Constructions Private Limited, Kishangarh-Mehrauli Road, Near Maa Anandmai Ashram, New Delhi-
110 057 on Friday, the 30th September, 2011 at 11:30 a.m. or at any adjournment thereof.

Affix a Re. 1/ Revenue Stamp

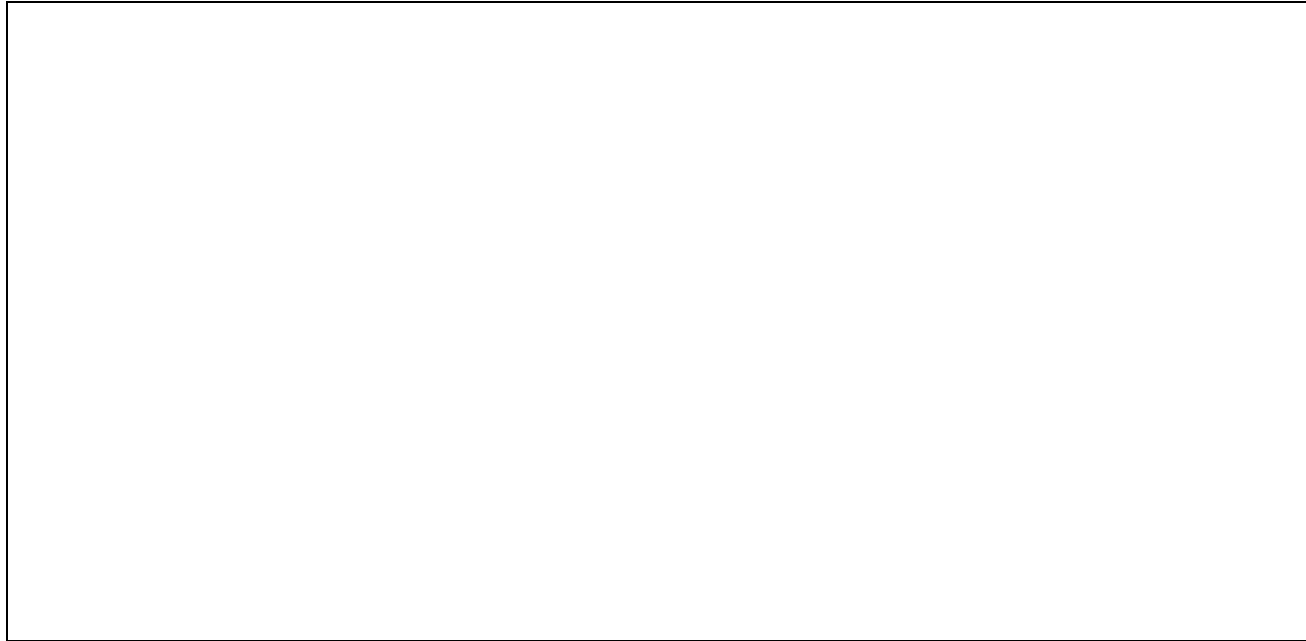
Notes :

- 1 The Proxy need not be a member of the Company.
- 2 The proxy form duly signed across revenue stamp should be deposited at the Registered Office of the Company at 129, Transport Centre, New Rohtak Road, Punjabi Bagh, New Delhi - 110035 not later than 48 hours before the time of the meeting.

*** Applicable for holders of shares in electronic form**

Book Post

To,



If undelivered, please return to :

129, Transport Centre, New Rohtak Road,
Punjabi Bagh, New Delhi-110035.