

18th

Annual Report

2011 -2012

BHILWARA TEX-FIN LIMITED

Registered office

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

Tel. 011-28315036 Fax : 011-28315044



BHILWARA TEX-FIN LIMITED

NOTICE

Notice is hereby given that the **18th Annual General Meeting** of the members of the Company will be held on **Saturday, 29th day of September, 2012 at 10.00 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 2012 and Profit & Loss Account of the Company for the period from 1st April, 2011 to 31st March 2012 together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Sh. Satish Kumar Sharma, who retires by rotation and being eligible, offers himself for re-appointment as a Director of the Company.
3. 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 date of conclusion of the next Annual General Meeting on such remuneration as mutually agreed by the Board and the Statutory Auditors.”

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

**Place: New Delhi
Date: 27th August, 2012**

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

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 Monday, 24th September, 2012 to Saturday, 29th September, 2012 (both days inclusive) for the purpose of holding Annual General Meeting.
6. Information as required under clause 49 of the Listing Agreement in respect of Directors being re-appointed:
 - a) **Sh. Satish Kumar Sharma**

Sh. Satish Kumar Sharma is an Associate Member of The Institute of Company Secretaries of India. He also holds a masters degree in Economics and a bachelor's degree in law from Maharishi Dayanand University, Rohtak. He was working as an officer with Punjab National Bank. He has approximately 30 years of work experience in banking, finance,

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capital market, legal matters, corporate restructuring, managing NBFCs, mergers & acquisitions and handling compliances for listed and unlisted companies. He has in - depth knowledge in the field of legal and finance. He is fully conversant with the working of the NBFC & has extensive knowledge of the Financial Markets as well.

As per Section 255 & 256 of the Companies Act, 1956, the director who has longest in the office, is liable to retire by rotation and hence, he is liable to retire by rotation and he has offered himself for being re-appointed. As on date, his shareholding is NIL in the Company.

Apart from this Company, Sh. Satish Kumar Sharma is also Director on Board and member of Committees of the following Public Limited Companies or Subsidiary of Public Limited Companies:-

Name of the Public Companies / Subsidiaries of Public Companies in which he is a Director.	Name of Committees constituted in the respective Company	Chairman / Member
Pragati Vanijaya Limited	Audit Committee	Chairman
	Share Transfer & Shareholders`/Investors` Grievances Committee	Member
Spectrum Power Generation Limited	Audit Committee	Member
	Remuneration Committee	Member
	Share Transfer Committee	Member
Pinnacle Overseas Assets Limited	N.A.	N.A.

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DIRECTORS' REPORT

The Members,
BHILWARA TEX-FIN LIMITED

Your directors have pleasure in presenting their 18th Annual Report together with the Audited Statement of Accounts for the year ended on 31st March 2012.

1. FINANCIAL RESULTS

(Amount in Rupees)

Particulars		2011-12	2010 -11
	Income	62,86,452.00	4,136,653.00
Less:	Total Expenditure	57,43,226.00	3,929,132.00
	Net Profit/(Loss) before Tax & Depreciation (PBDT)	5,43,226.00	2,07,520.00
Less:	Depreciation	-	-
	Net Profit/(Loss) after Depreciation before Tax (PBT)	5,43,226.00	2,07,520.00
Less:	Provision for Income Tax-Current	1,03,512.00	38,474.00
	Provision for transfer to Special Reserve Fund	87,943.00	33,809.00
	Provision for Fringe Benefit Tax for earlier year	-	236.00
	Profit after Tax	3,51,771.00	1,35,001.00

(The Company has transferred Rs. 87,943/- 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, 2012.

3. DIRECTORS

During the year under review, Sh. Rajendra Prasad Baldwa tendered his resignation from the Board of Directors of the Company with effect from 22nd February, 2012. Further, Sh. Satish Kumar Sharma, Director of the Company who retires by rotation and being eligible, has offered himself for re-appointment. Your Directors recommend his re-appointment as Director of the Company.

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. CONSTITUTION OF AUDIT COMMITTEE

The Company, in order to comply with the provision of section 292A of the Companies Act, 1956 and the provision of the listing agreement, has constituted an Audit Committee of the Board of Directors of the Company.

6. AUDITORS REPORT

The Report of Auditors' on Annual Accounts of the Company for the year ended on 31st March, 2012 is self-explanatory. Hence, no explanation is required to be given.

7. APPOINTMENT OF STATUTORY AUDITORS

M/s Nagar Goel & Chawla, Chartered Accountants, New Delhi, retiring Statutory Auditors of the company retire at the conclusion of ensuing 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. Your directors recommend their re-appointment for the period commencing from the conclusion of ensuing Annual General Meeting till date of conclusion of the next Annual General Meeting of the Company.

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8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE 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.

9. 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.

10. 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, 2012, 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.

11. 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 integral part of this Annual Report.

12. 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.

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.

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

Place: New Delhi
Date: 27th August, 2012

Sd/-
Sanjay Hasija
Director

Sd/-
Satish Kumar Sharma
Director

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Corporate Governance Report for the year ended 31st March, 2012

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
Sh. Satish Kumar Sharma	Executive Director
Sh. Sanjay Hasija	Independent Director
Sh. Samai Singh	Independent Director
Sh. Vadake Chundayil Sreenivasan	Independent Director

Sh. 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.

2.2 Number of Board Meetings

The Board of director of the Company met 7 (Seven) times on i.e. 30th April 2011, 30th July 2011, 10th August 2011, 25th August 2011, 31st October, 2011, 31st January, 2012 and 23rd February, 2012 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 2011- 2012 and number of other Directorship / Committee Memberships / Chairmanships of each director is given below:

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NAME OF DIRECTOR	ATTENDANCE DETAILS		NUMBER OF OTHER COMPANIES IN WHICH DIRECTOR**	OTHER COMMITTEES OF WHICH HE IS	
	BOARD MEETING	AGM HELD ON 30-09-2011		CHAIRMAN	MEMBER
Sh. Rajendra Prasad Baldwa #	-	NO	1	--	--
Sh. Satish Kumar Sharma	7	Yes	3	1	4
Sh. Ajay Sachdeva*	1	NO	-	-	-
Sh. Baldev Singh Kashthwal*	3	NO	-	-	-
Sh. Sanjay Hasija	5	Yes	1	1	-
Sh. Samai Singh	1	NO	-	-	-
Sh. Vadake Chundayil Sreenivasan	4	Yes	-	-	-

resigned from the Board of Directors of the company w.e.f. 22nd February, 2012.

*expressed their desire not to offer themselves for reappointment as directors at last AGM held on 30th September, 2011.

** excluding directorship in Private Limited 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. The Audit Committee as on date comprises of the following Directors:

Sh. Sanjay Hasija	Chairman	Independent Director
Sh. Satish Kumar Sharma	Member	Executive director
Sh. Vadake Chundayil Sreenivasan	Member	Independent Director

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.

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During the year under review i.e. 2011-12, Audit Committee met 5 (Five) times. The attendance record of the members during these meetings is set down below:-

Date of Meeting	Sh. Satish Kumar Sharma	Sh. Ajay Sachdeva*	Sh. Baldev Singh Kashtwal *	Sh. Sanjay Hasija*	Sh. Vadake Chundayil Sreenivasan*
30-04-2011	YES	-	YES	-	-
30-07-2011	YES	-	YES	-	-
25-08-2011	YES	-	-	YES	YES
31-10-2011	YES	-	-	YES	YES
31-01-2012	YES	-	-	YES	YES

* Sh. Sanjay Hasija and Sh. Vadake Chundayil Sreenivasan have been inducted in the Committee in place of Sh. Ajay Sachdeva & Sh. Baldev Singh Kashtwal w.e.f. 10th August, 2011.

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.

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:

Sh. Sanjay Hasija	Chairman	Independent director
Sh. Satish Kumar Sharma	Member	Executive Director
Sh. Vadake Chundayil Sreenivasan	Member	Independent Director

During the year under review i.e. 2011-12, 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:

Date of Meeting	Sh. Satish Kumar Sharma	Sh. Ajay Sachdeva*	Sh. Baldev Singh Kashtwal*	Sh. Sanjay Hasija*	Sh. Vadake Chundayil Sreenivasan*
30-04-2011	YES	-	YES	-	-
30-07-2011	YES	-	YES	-	-
31-10-2011	YES	-	-	YES	YES
31-01-2012	YES	-	-	YES	YES

*Sh. Sanjay Hasija and Sh. Vadake Chundayil Sreenivasan have been inducted in the Committee in place of Sh. Ajay Sachdeva & Sh. Baldev Singh Kashtwal w.e.f. 10th August, 2011.

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

SR. No.	Particulars	Status	Remark
1.	Number of queries/complaints received from shareholders/ investors from April 01, 2011 to March 31, 2012 regarding non-receipt of dividend/ interest warrants, non-receipt of shares sent for transfer etc	NIL	
2.	Number of queries/complaints not attended	NIL	
3.	Number of request of Share Transfer / Transmission received during the year	NIL	
4.	Number of Share Transfer cases done during the year.	NIL	
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
2011	30 th September, 2011	11.30 A.M.	The Farm House of M/s Kapil Construction Private Limited, Kishangarh-Mehrauli Road, Near Maa Anandmai Ashram, New Delhi -110057.
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.

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:

SR. No.	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

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

BHILWARA TEX-FIN LIMITED

7. GENERAL SHAREHOLDERS INFORMATION

7.1 Annual General Meeting:

Day & Date of AGM : Saturday, 29th day of September, 2012.

Time : 10:00 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 - 1st April, 2012 to 31st March, 2013

(b) Results for the Quarter ended

30th June, 2012 - By the end of July, 2012.

30th September, 2012 - By the end of October, 2012.

31st December, 2012 - By the end of January, 2013

31st March, 2013 - By the end of April, 2013

(c) Annual General Meeting (Next Year) - September, 2013.

7.3 Date of Book closure:

From Monday, 24th September, 2012 to Saturday, 29th September, 2012 (both days inclusive).

7.4 Listing on Stock Exchanges:

a) BSE Limited, 25th Floor, P.J. Towers, Dalal Street, Mumbai - 400 001.

b) The Listing fees have been paid to the Stock Exchange for the financial year 2012-2013.

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.

Market Price data (as traded in the Bombay Stock Exchange Limited) during the year 2011-12:

Month	High (Rs.)	Low (Rs.)	Month	High (Rs.)	Low (Rs.)
April, 2011	Nil	Nil	October, 2011	Nil	Nil
May, 2011	Nil	Nil	November, 2011	Nil	Nil
June, 2011	Nil	Nil	December, 2011	Nil	Nil
July, 2011	25.70	24.45	January, 2012	Nil	Nil
August, 2011	Nil	Nil	February, 2012	Nil	Nil
September, 2011	Nil	Nil	March, 2012	Nil	Nil

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

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Normally all the transfer Share transfer requests (in physical form), on receipt by the Company were affected in approximately 30 (thirty) days. The demat requests received by RTA were processed in about 10 (ten) days from the date of receipt. However, there was no transfer of shares during the financial year 2011-2012.

7.7 Distribution of shareholding as on 31st March, 2012:

Category wise shareholding (in shares)	Number of Shareholders	% to total Shareholders	Number of Share held	% to total share capital
UPTO - 500	264	34.55	1,15,900	3.31
501-1000	227	29.71	2,04,500	5.84
1001-5000	240	31.41	6,09,700	17.40
5001-10000	10	1.31	99,000	2.83
10001-20000	5	0.66	88,200	2.52
20001-30000	8	1.05	2,25,300	6.43
30001-40000	1	0.13	39,600	1.13
40001-50000	4	0.53	1,98,000	5.65
50001-100000	3	0.39	2,11,600	6.04
Above 100000	2	0.26	17,10,900	48.85
Total	764	100.00	35,02,700	100.00

7.8 Shareholding details as on 31st March, 2012:

Category	No. of shares held	% to Total Shareholding
Promoters	1467800	41.905
Institutional Investors	NIL	NIL
Mutual Funds and UTI	NIL	NIL
Banks, Financial institutions, Insurance Companies (Central/State Govt. Institutions/ Non-Govt. Institutions)	NIL	NIL
FII's	NIL	NIL
Private Corporate Bodies	281300	8.031
Indian Public	1753200	50.053
NRIs	400	0.011
Clearing House	NIL	NIL
Clearing Member	NIL	NIL
TOTAL	35,02,700	100.00

7.9 Top 10 shareholders as on 31st March, 2012:

Sr. No.	Name	Shares	In %
1.	Sainik Mining And Allied Services Limited	1467800	41.90
2.	Archana Agarwal	243100	6.94
3.	Laxmi Synthics Packaging Private Limited	82700	2.36
4.	Chhotelal Parekh	69400	1.98
5.	Usha Jhaveri	59500	1.70
6.	Jamana Lal Laddha	49500	1.41
7.	Satyam Polytex Private Limited	49500	1.41
8.	Dhruva Capitals Limited	49500	1.41
9.	Doogar & Associates Securities Limited	49500	1.41
10.	Mangat Ram Wadhvani	39600	1.13

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.

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As on 31st March, 2012, 42.85% of the total paid up capital of the Company representing 15,00,900 Equity Shares of Rs 10/- each were held in dematerialised Form with NSDL & CDSL and remaining 57.15% representing 20,01,800 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- 283150
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: 27th August, 2012

Sd/-
Sanjay Hasija
Director

Sd/-
Satish Kumar Sharma
Director

BHILWARA TEX-FIN LIMITED

Management Discussion and Analysis Report

INDIAN ECONOMY: DEVELOPMENTS AND OUTLOOK OUTPUT

With recent global developments contributing to a significant rebalancing of portfolios as a result of rapidly changing risk perceptions and appetites, the Indian macroeconomic environment has looked turbulent during the past year. After a promising start to the decade in 2010-11, with achievements like maintaining GDP growth rate around 8%, bringing down fiscal deficit to 4.8% of GDP as well as containing current account deficit to 2.6%, the fiscal year 2011-12 has been challenging for the Indian Economy. The year started on a note of optimism through impressive growth in exports and high levels of foreign exchange inflows, only to moderate as the year progressed through continued monetary tightening in response to the untamed inflationary pressures. Gradually, high levels of inflation gave way to a slow-down in the growth. Additionally, as fiscal conditions worsened over the year, export numbers were revised in light of data discrepancies leading to a widening of trade deficit. In light of a perceivably weak macro-economic environment, a well-planned economic revival policy from the Government's part is required to get back the Indian Economy on the path to stable and prosperous growth.

GROWTH OUTLOOK

The return to the high growth path in 2011-12 materialised despite an uncertain global environment. Though the overall global outlook suggests some moderation in growth in both advanced and emerging economies in 2012, 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

Considering the size and nature of activities, the Company has adequate Internal Control System covering both accounting and administrative control. In addition, the internal audit is carried out periodically. The management is ensuring an effective internal control system so that the financial statements and reports give a true and fair view.

PERFORMANCE DURING THE YEAR

During the year under review, the Company earned a net profit of Rs.4,39,714/- as compared to the profit of Rs.1,69,046/- incurred during the previous year.

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

Place: New Delhi
Date: 27th August, 2012

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, 2011 to 31st March, 2012:-

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: 27th August, 2012

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 2012, 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: 27th August, 2012
Place: New Delhi

Sd/-
Satish Kumar Sharma
Executive Director

BHILWARA TEX-FIN LIMITED

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, 2012. 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 i.e. 30th April 2011, 30th July 2011, 10th August 2011, 25th August 2011, 31st October, 2011, 31st January, 2012 and 23rd February, 2012 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 Saturday, 24th September, 2011 to Friday, 30th September, 2011 (both days inclusive) during the financial year under review.
6. The Annual General Meeting for the financial year ended on 31st March, 2011 was held on 30th September, 2011 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.
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 three directors namely – 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 thereafter they are appointed as Directors by the members of the Company at their Annual General meeting held on 30th September, 2011 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.

BHILWARA TEX-FIN LIMITED

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.
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: 27.08.2012
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 under section 150 of the Act
2. Register of Index of members under section 151 of the Act.
3. Minutes Book of Board of Directors meeting under section 193 of the Act.
4. Minutes Book of the proceeding of the General Meeting under section 193 of the Act.
5. Register of particulars of contracts in which directors are interested under section 301 of the Act.
6. Register of Directors, Managing Directors, Manager and Secretary under section 303(1) of the Act.
7. Registers of Director's Shareholding under section 307 of the Act
8. Registers of Investment under section 372A of the Act.
9. Registers of Share application and allotment.
10. Share Transfers Book.

Annexure-“B”

The following forms and returns were filed by the Company with Registrar of Companies during the financial year ended 31st March, 2012

SR. No.	Form No./ Return	Filed Under section	For the period/ year	Date of Filing of the form / return	Whether filed within prescribe time “Yes” / “No”	If delay in filing whether requisite additional fee paid Yes / No
1	23AC & 23ACA	220	Financial Year ended 31/03/2011	11/10/2011	Yes	No
2	20B	159	Annual General Meeting held on 30/09/2011	23/11/2011	Yes	No
3	66	383A	Compliance Certificate for the Financial year ended 31.03.2011	04/10/2011	Yes	No
4	32	303(2)	Appointment of additional Directors we.f. 10 th August, 2011.	05/09/2011	Yes	No
5	32	303(2)	Regularization of additional directors and retirement of Directors at AGM	07/10/2011	Yes	No
6	32	303(2)	Resignation of Director w.e.f. 22 nd February, 2012.	28/02/2012	Yes	No

BHILWARA TEX-FIN LIMITED

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The members,
M/s Bhilwara Tex-Fin Limited

We have examined the compliance of conditions of Corporate Governance by M/s Bhilwara Tex-Fin Limited, for the year ended 31st March 2012 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 aspects with the conditions of corporate governance as stipulated in the listing agreement 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: 27.08.2012

BHILWARA TEX-FIN LIMITED

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 2012, 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.
4. 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.
5. 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 2012 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 2012;
 - 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: 27.08.2012

BHILWARA TEX-FIN LIMITED

ANNEXURE TO THE AUDITOR'S REPORT FOR THE YEAR ENDED 31ST MARCH 2012

Re: Bhilwara Tex-Fin Ltd.

- 1 (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.
- 2 (a) The Company does not own any inventory. Hence, this clause becomes in applicable.

(b) Not applicable in view of (a) above.

(a) Not applicable in view of (a) above.
- 3 (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
(d) Not applicable in view of (a) above
(e) During the year, company has not taken loans from party covered in the register maintained under section 301 of the Companies Act, 1956.
(f) Not applicable in view of (e) above
(g) Not applicable in view of (e) above
- 4 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.
5. (a) Not applicable.

(b) Not applicable.
6. 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.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. The Company is not required to maintain the cost records under clause (d) of sub section (1) of Section 209 of the Act.
9. (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 2012 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.
10. 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.
11. 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.

BHILWARA TEX-FIN LIMITED

12. The company has not granted loans and advances on the basis of security by the way of pledge of shares, debentures and other securities.
13. 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.
14. 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.
15. According to the information and explanation given to us, the Company has not provided guarantee of any type for loan taken by others.
16. According to the records of the company, the company has not obtained any term loan. Hence, comments under the clause are not called for.
17. 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.
18. The Company has not made any preferential allotment of shares to parties covered in the register maintained under section 301 of the Act.
19. The Company has not issued debenture of any type during the financial year.
20. The company has not raised any money by public issue during the financial year.
21. 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: 27.08.2012

BHILWARA TEX-FIN LIMITED

The Board of Directors
M/s 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 2012. 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
M.No: 087456

Place: New Delhi
Date: 27.08.2012

BHILWARA TEX-FIN LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

For Year Ended 31st March 2012

1. General :-

Bhilwara Tex-Fin Limited (“the Company”) was incorporated on November 16, 1994 and obtained the certificate for Commencement of Business on November 22, 1994 from Registrar of Companies under the provision of the Companies Act, 1956. The main objects of the company are to provide the fund based financial services etc. During the year under review, the Company engaged in business of investment & Financing.

2. Significant Accounting Policies and Notes to accounts

2.1 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

2.2 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.

2.3 INVESTMENTS

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

2.4 FIXED ASSETS

The company does not possess any Fixed Assets.

2.5 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.

2.6 Accounting policies are not specifically referred to otherwise are consistent and in accordance with generally accepted accounting principles.

2.7 Foreign Currency converted into Indian Rupee is N.A..

2.8 Contingent Liability is Nil. (Previous Year Nil).

BHILWARA TEX-FIN LIMITED

- 2.9 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.

In compliance of Sec. 45 IC of the Reserve Bank of India Act, 1934, the company has transferred a sum of Rs. 87,943/- 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.

- 2.10 Remuneration and perquisites to the directors is Rs. Nil.

- 2.11 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.

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

- 2.13 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.

- 2.14 Earning Per Share

Particulars	2011-2012	2010-2011
Profit /(Loss) After Taxation as per Profit & Loss Account	4,39,715	1,69,046
Number of Equity shares outstanding	35,02,700	35,02,700
Basic and Diluted Earnings per shares In rupees (Face value Rs. 10 per shares)	0.13	0.05

- 2.15 Previous years figures have been regrouped and rearranged wherever necessary.

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

- 2.17 Particulars in respect of the opening Stock, Purchases, Sales & Closing Stock

Particulars	2011-2012	2010-2011
Opening Stock of Shares	Nil	Nil
Purchases	Nil	Nil
Sales	Nil	Nil
Closing Stock	Nil	Nil

- 2.18 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
(CIF Value in Exports)

BHILWARA TEX-FIN LIMITED

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

(Amount in Rs)

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	6,50,00,000	5,00,00,000
	(d) Inter-corporate loans and borrowing	Nil	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Other Loans (Non Convertible Debenture-Application Money)	78,000	78,000
	* 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	7,33,63,972	(See Note Below)*
(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		Nil
	(b) Operating lease		Nil
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire		Nil
	(b) Repossessed Assets		Nil
	(iii) Other loans towards AFC activities		
	(a) Loans where assets have been repossessed		Nil
	(b) Loans other than (a) above		Nil
*The above amount represents Sundry Debtors outstanding for more than 6 months			

BHILWARA TEX-FIN LIMITED

(4)	<p>Break-up of Investments :</p> <p>Current Investments :</p> <p>1. Quoted</p> <p style="padding-left: 20px;">(i) Shares : (a) Equity Nil</p> <p style="padding-left: 40px;">(b) Preference Nil</p> <p style="padding-left: 20px;">(ii) Debentures and Bonds Nil</p> <p style="padding-left: 20px;">(iii) Units of mutual funds Nil</p> <p style="padding-left: 20px;">(iv) Government Securities Nil</p> <p style="padding-left: 20px;">(v) Others (please specify) Nil</p> <p>2. Unquoted :</p> <p style="padding-left: 20px;">(i) Shares :(a) Equity Nil</p> <p style="padding-left: 40px;">(b) Preference Nil</p> <p style="padding-left: 20px;">(ii) Debentures and Bonds Nil</p> <p style="padding-left: 20px;">(iii) Units of mutual funds Nil</p> <p style="padding-left: 20px;">(iv) Government Securities Nil</p> <p style="padding-left: 20px;">(v) Others (Please specify) Nil</p> <p>Long Term investments :</p> <p>1. Quoted :</p> <p style="padding-left: 20px;">(i) Share : (a) Equity Nil</p> <p style="padding-left: 40px;">(b) Preference Nil</p> <p style="padding-left: 20px;">(ii) Debentures and Bonds Nil</p> <p style="padding-left: 20px;">(iii) Units of mutual funds Nil</p> <p style="padding-left: 20px;">(iv) Government Securities Nil</p> <p style="padding-left: 20px;">(v) Others (Please specify) Nil</p> <p>2. Unquoted :</p> <p style="padding-left: 20px;">(i) Shares : (a) Equity 2,87,12,970</p> <p style="padding-left: 40px;">(b) Preference Nil</p> <p style="padding-left: 20px;">(ii) Debentures and Bonds Nil</p> <p style="padding-left: 20px;">(iii) Units of mutual funds Nil</p> <p style="padding-left: 20px;">(iv) Government Securities Nil</p> <p style="padding-left: 20px;">(v) Others (Please specify) Nil</p>			
(5)	<p>Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :</p> <p>Please see Note 2 below</p>			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1. Related Parties **			
	(a) Subsidiaries	Nil	Nil	Nil
	(b) Companies in the same group	Nil	Nil	Nil
	(c) Other related parties	Nil	Nil	Nil
	2. Other than related parties	Nil	7,33,63,972	7,33,63,972
	Total	Nil	7,33,63,972	7,33,63,972

BHILWARA TEX-FIN LIMITED

(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	Nil	Nil
	(c) Other related parties	Nil	Nil
	2. Other than related parties	2,87,12,970	2,87,12,970
	Total	2,87,12,970	2,87,12,970

** 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 as amended from time to time.*
- 2) *Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007 as amended from time to time.*
- 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.*

2.20 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/- per annum where employed throughout the year.

As per our Audit Report of even date attached
For NAGAR GOEL & CHAWLA
Chartered Accountants
Firm Regn. No.: 009933N

For and on behalf of Board
FOR BHILWARA TEX-FIN LIMITED

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

Sd/-
SATISH KUMAR SHARMA
(Director)

Sd/-
SANJAY HASIJA
(Director)

Place: New Delhi
Dated: 27/08/2012

BHILWARA TEX-FIN LIMITED

Balance sheet as at 31 March 2012

(Amount in Rs)

Particulars	Notes	As at	As at
		31 March 2012	31 March 2011
Equity and liabilities			
Shareholders' funds			
Share capital	3	35,027,000	35,027,000
Reserves and surplus	4	(2,375,378)	(2,815,093)
		32,651,622	32,211,907
Non-current liabilities			
Long term Borrowings	5	65,078,000	50,078,000
Other Longterm Liabilities	6	-	-
Long term provisions	7	151,492	47,981
		65,229,492	50,125,981
Current liabilities			
Other current liabilities	6	5,631,567	443,763
Short-term provisions	7	-	-
		5,631,567	443,763
Total		103,512,681	82,781,651
Assets			
Non-current assets			
Non-Current Investment	8	28,712,970	28,712,970
Long-term loans and advances	9	67,940,524	50,120,561
Other Non-Current Assets	10	651,500	651,500
		97,304,994	79,485,031
Current assets			
Current Investment	8	-	-
Cash and bank balances	11	343,716	2,918,248
Short-term loans and advances	9	5,863,972	378,371
		6,207,688	3,296,619
Total		103,512,681	82,781,651

As per our Report of even date attached

For NAGAR GOEL & CHAWLA

Chartered Accountants

FRN :-009933N

Sd/-

(Deepak Nagar)

Partner

M.No 087456

On Behalf of Board of Directors

FOR BHILWARA TEX-FIN LIMITED

Sd/-

Satish Kumar Sharma

Director

Sd/-

Sanjay Hasija

Director

Place : **New Delhi**

Date : 27/08/2012

BHILWARA TEX-FIN LIMITED

Statement of profit and loss for the year ended 31 March 2012

(Amount in Rs)

Particulars	Notes	Year Ended 31 March 2012	Year Ended 31 March 2011
Revenue			
Revenue from operations	12	6,172,603	3,994,521
Other Income	13	113,849	142,132
Total revenue		6,286,452	4,136,653
Expenses			
Employee benefit expenses	14	31,500	-
Finance costs	15	5,509,234	3,661,754
Other expenses	16	202,492	267,378
Total expenses		5,743,226	3,929,132
Profit before tax		543,226	207,520
Tax expense			
Less : Current tax		103,512	38,474
Less : Short Provision of FBT for earlier year		-	236
Less : Transfer to Special Reserve Fund		87,943	33,809
Profit for the year		351,772	135,001

Earnings per equity share

Basic	0.13	0.05
-------	------	------

As per our Report of even date attached

For NAGAR GOEL & CHAWLA

Chartered Accountants

FRN :-009933N

On Behalf of Board of Directors

FOR BHILWARA TEX-FIN LIMITED

Sd/-

(Deepak Nagar)

Partner

M.No 087456

Sd/-

Satish Kumar Sharma

Director

Sd/-

Sanjay Hasija

Director

Place : **New Delhi**

Date : 27/08/2012

BHILWARA TEX-FIN LIMITED

Cash Flow Statement

For the year ended 31.03.2012

(Amount in Rs)

PARTICULARS	As at 31/03/2012	As at 31/03/2011
A) CASH FROM OPERATING ACTIVITIES:-		
Net profit before tax and extraordinary items Adjustments	543,226	207,520
Operating profit before working capital changes-	543,226	207,520
Adjustments for changes in Working capital :-		
Decrease in Inventory		-
Decrease in Loans and Advances	(23,305,564)	(49,653,644)
Increase in Current Liab. & Provisions	5,187,804	172,443
Cash generated from operations-	(17,574,533)	(49,273,681)
Direct taxes paid	103,512	38,710
CASH FLOW BEFORE EXTRAORDINARY ITEMS:-	(17,678,045)	(49,312,391)
Extraordinary items	-	-
Net Cash used in operating activities (A)	(17,678,045)	(49,312,391)
B) CASH FROM INVESTING ACTIVITIES :		
Net Cash from investing activities (B)	-	-
C) CASH FLOW FROM FINANCING ACTIVITIES:		
Loans Received during the year	15,103,512	50,000,000
Net cash generated from financing activities (C)	15,103,512	50,000,000
Net increase/ decrease in cash and cash equivalents (A+B+C)	(2,574,533)	687,609
Cash and cash equivalents as at 31.03.2011 (Opening Balance)	2,918,248	2,230,640
Cash and cash equivalents as at 31.03.2012 (Closing Balance)	343,716	2,918,248

As per our Report of even date attached

For NAGAR GOEL & CHAWLA

Chartered Accountants

FRN :-009933N

Sd/-

(Deepak Nagar)

Partner

M.No 087456

On Behalf of Board of Directors

FOR BHILWARA TEX-FIN LIMITED

Sd/-

Satish Kumar Sharma

Director

Sd/-

Sanjay Hasija

Director

Place : New Delhi

Date : 27/08/2012

BHILWARA TEX-FIN LIMITED

Notes to the financial statements for the year ended 31 March 2012

(Amount in Rs)

	31 March 2012		31 March 2011	
	Number	Amount	Number	Amount
3 Share capital				
Authorised share capital				
Equity shares of Rs. 10 each	4,000,000	40,000,000	4,000,000	40,000,000
Issued, subscribed and fully paid up				
Equity shares of Rs. 10 each	3,502,700	35,027,000	3,502,700	35,027,000
Total issues, subscribed and fully paid up share capital	3,502,700	35,027,000	3,502,700	35,027,000

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares

	31 March 2012		31 March 2011	
	Number	Amount	Number	Amount
At the beginning of the year	3,502,700	35,027,000	3,502,700	35,027,000
Outstanding at the end of the year	3,502,700	35,027,000	3,502,700	35,027,000

b. Shares held by holding company

	31 March 2012		31 March 2011	
	Number	Amount	Number	Amount
Equity shares of Rs. 10 each	-	-	-	-
	-	-	-	-

c. Shares in the Company held by each shareholder holding more than 5% shares

	31 March 2012		31 March 2011	
	Number	%	Number	%
Equity shares of Rs. 10 each				
Archana Aggarwal	243,100	6.94%	243,100	6.94%
Sainik Mining and Allied Services Private Limited	1,467,800	41.90%	1,467,800	41.90%
Total	1,710,900	48.85%	1,710,900	48.85%

BHILWARA TEX-FIN LIMITED

Notes to the financial statements for the year ended 31 March 2012

(Amount in Rs)

4 Reserves and surplus

	31 March 2012	31 March 2011
a) General Reserve		
Balance as per last financial statements	176,099	176,099
Add : Transfer during the year	-	-
Total General Reserve	176,099	176,099
b) Special Reserve Fund		
Balance as per last financial statements	498,046	464,237
Add : Transfer during the year	87,943	33,809
Total General Reserve	585,989	498,046
c) Surplus in the statement of profit and loss		
Balance as per last financial statements	(3,489,238)	(3,624,239)
Add : Profit for the year	351,772	135,001
Net Surplus in the statement of profit and loss	(3,137,466)	(3,489,238)
Total Reserves and surplus	(2,375,378)	(2,815,093)
	31 March 2012	31 March 2011
5 Long term Borrowings		
Unsecured Borrowings		
ICD	65,000,000	50,000,000
R.P Baldwa	78,000	78,000
	65,078,000	50,078,000

BHILWARA TEX-FIN LIMITED

Notes to the financial statements for the year ended 31 March 2012

(Amount in Rs)

6	Other current liabilities	31 March 2012		31 March 2011	
		Loan Term	Short Term	Loan Term	Short Term
	TDS Payable AY 11-12	-	-	-	371,680
	TDS Payable AY 12-13	-	556,523	-	-
	Audit Fee Payable	-	50,562	-	49,635
	M/s Kalani & Co. (Jaipur)	-	22,448	-	22,448
	Haribhoomi	-	43,898	-	-
	Interest Payable on ICD	-	4,958,136	-	-
		-	5,631,567	-	443,763

7	Provisions Other Provisions	31 March 2012		31 March 2011	
		Long term	Short term	Long term	Short term
	Provision For Income Tax A.Y.2010-11	9,506	-	9,506	-
	Provision For Income Tax A.Y.2011-12	38,474	-	38,474	-
	Provision For Income Tax A.Y.2012-13	103,512	-	-	-
		151,492	-	47,981	-

8	Investment Other Investment	31 March 2012		31 March 2011	
		Non-Current	Current	Non-Current	Current
	1067 @ Rs 26910/- per share of Sainik Mining & Allied Services Limited	28,712,970	-	28,712,970	-
	Total Other Current Assets	28,712,970	-	28,712,970	-

9	Loans and advances	31 March 2012		31 March 2011	
		Long term	Short term	Long term	Short term
	Inter Corporate Deposits	67,500,000	-	50,000,000	-
	Interest Receivable	-	5,863,972	-	366,166
	Interest Receivable on FDR	-	-	-	12,205
	TDS & Advance Tax				
	AY 2009-10	40,330	-	40,330	-
	AY 2010-11	32,133	-	32,133	-
	AY 2011-12	48,098	-	48,098	-
	AY 2012-13	319,963	-	-	-
		67,940,524	5,863,972	50,120,561	378,371

BHILWARA TEX-FIN LIMITED

Notes to the financial statements for the year ended 31 March 2012

(Amount in Rs)

	31 March 2012		31 March 2011	
	Long term	Short term	Long term	Short term
10 Other Non Current Assets				
Long term Trade Receivables				
M/s S.L. Gupta	-	650,000	-	650,000
M/s Zuari Investment Security Deposit	-	1,500	-	1,500
Total Other Non Current Assets	-	651,500	-	651,500

a. Management believes that, the loans and advances have a value on realization in the ordinary course of business at least equal to the amount stated in the Balance Sheet and provisions for all the known liabilities have been made.

	31 March 2012	31 March 2011
	11 Cash and bank balances	
Cash and cash equivalents		
Cash on hand	35,656	28,375
Balances with banks		
- in current accounts		
-ICICI Bank Ltd	209,941	322,871
-Yes Bank Ltd	92,279	61,163
-Canra Bank, Bhilwara	5,839	5,839
FDR with Yes Bank	-	2,500,000
Total	343,716	2,918,248

	31 March 2012	31 March 2011
	12 Revenue from operations	
Income from Interest on Deposits	6,172,603	3,994,521
	6,172,603	3,994,521

	31 March 2012	31 March 2011
	13 Other Income	
Interest on FDR	113,315	81,521
Interest on Income Tax Refund	-	60,077
Dividend Income	534	534
	113,849	142,132

	31 March 2012	31 March 2011
	14 Employee benefit expense	
Salaries, wages and bonus	30,000	-
Staff Welfare	1,500	-
	31,500	-

	31 March 2012	31 March 2011
	15 Finance costs	
Interest expenses	5,509,041	3,661,644
Bank charges	193	110
	5,509,234	3,661,754

BHILWARA TEX-FIN LIMITED

	<u>31 March 2012</u>	<u>31 March 2011</u>
16 Other expenses		
Auditor Fees	56,180	55,150
Conveyance	-	21,520
Printing & Stationery	556	115
Advertisement	67,001	123,779
Listing Fee	38,054	32,539
Professional Charges	16,250	5,250
Sitting Fees	-	5,000
Postage & Courier Charges	2,125	5,059
Balance Written off	1	-
Rates Fee & Taxes	22,325	18,966
	<u>202,492</u>	<u>267,378</u>

	<u>31 March 2012</u>	<u>31 March 2011</u>
17 Payment of Auditors Includes:		
Statutory Audit Fee	35,000	50,000
Tax Audit fee	15,000	-
Company Law Matter	-	-
Service Tax	6,180	5,150
	<u>56,180</u>	<u>55,150</u>

18 Till the year ended March 31, 2011, the Company was using pre-revised Schedule VI to the Companies Act 1956, for preparation and presentation of its financial statements. During the year ended March 31, 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the Company. The Company has reclassified previous year figures to conform to this year's classification. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it significantly impacts presentation and disclosures made in the financial statements, particularly presentation of balance sheet.



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.	
* Client Id.	

Regd. Folio No.	
No. of shares held	

Name and Address of the Shareholders

I hereby record my presence at the 18th Annual General Meeting of the Company held on Saturday, the 29th September, 2012 at 10:00 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.	
* Client Id.	

Regd. Folio No.	
No. of shares held	

I/We _____
of _____ being Member/s of **Bhilwara Tex-fin Limited** hereby appoint _____ of _____ or failing him _____ as my/our proxy to vote for me/us and on my/our behalf at the 18th 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 Saturday, the 29th September, 2012 at 10.00 a.m. or at any adjournment thereof.

Affix a Rs.
1/- Revenue
Stamp

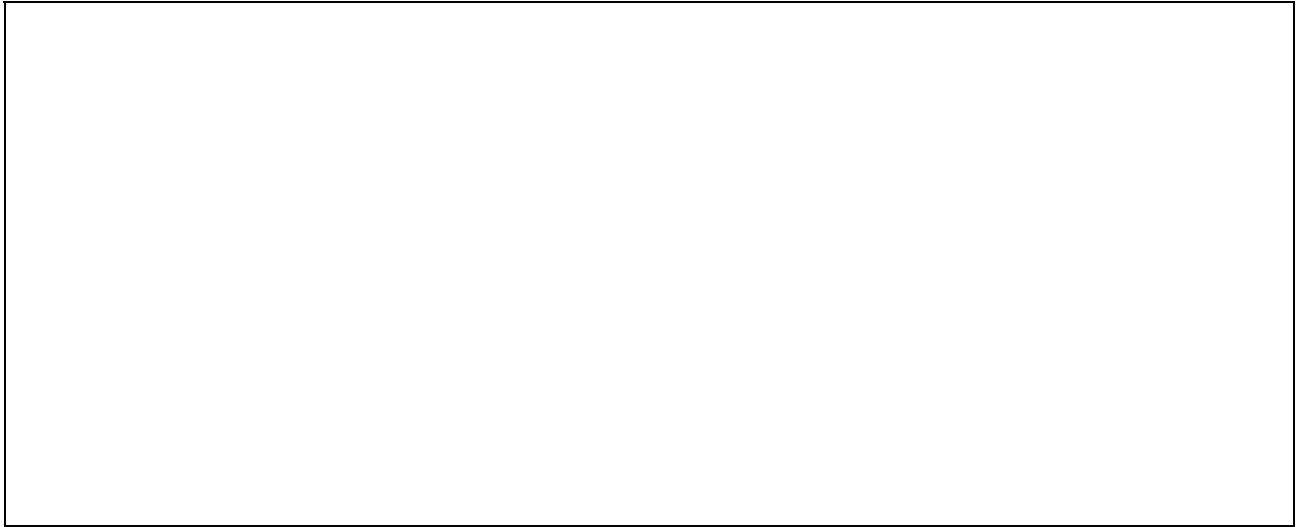
Notes :

- 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



If undelivered , please return to :

BHILWARA TEX-FIN LIMITED

129, Transport Centre, New Rohtak Road,

Punjabi Bagh, New Delhi-110035