

21st Annual General Meeting (AGM) of Bhilwara Tex-Fin Limited

Details of E-voting and Poll

Date of AGM	30 th September, 2015
Total No. of Shareholders on Record Date: (being the cut-off date of determining shareholders entitled to e-voting - 25 th September, 2015)	795
No. of Shareholders present in meeting either in person or through proxy	10
Promoter and Promoter Group:	1
Public:	9
Mode of Voting	E-voting / poll

Agenda wise

Ordinary Business:

Item No. 1 Ordinary Resolution

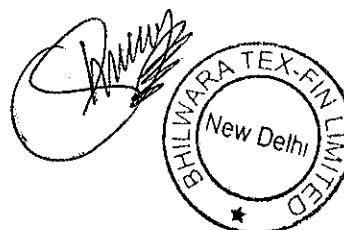
Adoption of the Annual Financial Statement of the Company for the financial year ended 31st March, 2015, including the audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the reports of the Board of the Directors and Auditors thereon.

Promoter/Public	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	1467800	1467800			-		
	Poll	-	-					
	Total	1467800	1467800	100%	1467800	-	100%	-
Public – Institutional holders	-							
	-							
Public- others	E-voting	9	9		9	-	-	
	Poll	70	70		70	-	-	
	Total	79	79	100%	79	-	100%	-

Item No. 2 Ordinary Resolution

Appointment of the Director in place of Mr. Satish Kumar Sharma, who retires by rotation and, being eligible, offers himself for re-appointment

Promoter/Public	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	1467800	1467800			-		
	Poll	-	-					
	Total	1467800	1467800	100%	1467800	-	100%	-



Public – Institutional holders	-							
	-							
Public- others	E-voting	9	9		9			
	Poll	70	70		70			
	Total	79	79	100%	79	-	100%	-

Item No. 3 Ordinary Resolution

Ratification of the appointment of Statutory Auditors and fixation of their remuneration

Promoter/Public	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour	No. of votes against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter and promoter group	E-voting	1467800	1467800			-		
	Poll	-	-					
	Total	1467800	1467800	100%	1467800	-	100%	-
Public – Institutional holders	-							
	-							
Public- others	E-voting	9	9		9			
	Poll	70	70		70			
	Total	79	79	100%	79	-	100%	-

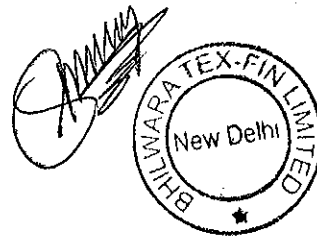
Special Business:

Item No. 4 Ordinary Resolution

Appointment of Mrs. Seema Kumari as an Independent Woman Director of the Company

Promoter/Public	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour	No. of votes against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter and promoter group	E-voting	1467800	1467800			-		
	Poll	-	-					
	Total	1467800	1467800	100%	1467800	-	100%	-
Public – Institutional holders	-							
	-							
Public- others	E-voting	9	9		9			
	Poll	70	70		70			
	Total	79	79	100%	79	-	100%	-

All the resolutions with respect to the agenda items were passed by requisite majority. The resolutions as approved by the Members of the Company, in terms of notice dated 28th August 2015, will form part of the minutes of Annual General Meeting.



Scrutinizer's Report

(Pursuant to section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014

The Chairman,
Bhilwara Tex-Fin Limited

21st Annual General Meeting of the Members of Bhilwara Tex-Fin Limited held on Wednesday, 30th September 2015 at 10.30 A.M. at M/s Kapil Constructions Private Limited, Kishangarh - Mehrauli Road, Near Maa Anandmai Ashram, New Delhi-110 057

Dear Sir,

I, Rajesh Gulati, Practicing Chartered Accountant, appointed by the Board of Directors of M/s Bhilwara Tex-Fin Limited (the Company) to act as the scrutinizer in terms of section 108 of the Companies Act, 2013 and Rule 20(3) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the electronic voting process in respect of resolutions proposed at the 21st Annual General Meeting of the Company, do hereby submit my report as follows:

1. The e-voting service was provided by National Securities Depository Limited (NSDL)
2. Voting rights were reckoned on the paid-up value of shares registered in the names of the members as on 25th September, 2015
3. The period of e-voting started on Saturday, 26th September, 2015 (9.00 a.m. IST) and ended on Tuesday, 29th September, 2015 (6.00 p.m. IST).
4. The votes cast were unblocked on Wednesday, 30th September, 2015 in the presence of 2 witnesses, Mr. Rituraj Bhatnagar and Mr. Naresh Chandra Sharma, both of whom are not in the employment of the Company.
5. Based on the reports generated from NSDL's e-voting website www.evoting.nsdl.com the results of the e-voting are as under:

Ordinary Business:**Item No. 1 Ordinary Resolution**

Adoption of the Annual Financial Statement of the Company for the financial year ended 31st March, 2015, including the audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the reports of the Board of the Directors and Auditors thereon.

	No. of members who voted	No. of shares for which votes cast	No. of valid vote cast	% of votes to total no. of valid votes cast
Voted in favour of the resolution	7	1467809	1467809	100%
Voted against the resolution	NIL	NIL	NIL	NIL
Invalid votes	NIL	NIL	NIL	NIL



Item No. 2 Ordinary Resolution

Appointment of the Director in place of Mr. Satish Kumar Sharma, who retires by rotation and, being eligible, offers himself for re-appointment

	No. of members who voted	No. of shares for which votes cast	No. of valid vote cast	% of votes to total no. of valid votes cast
Voted in favour of the resolution	7	1467809	1467809	100%
Voted against the resolution	NIL	NIL	NIL	NIL
Invalid votes	NIL	NIL	NIL	NIL

Item No. 3 Ordinary Resolution

Ratification of the appointment of Statutory Auditors and fixation of their remuneration

	No. of members who voted	No. of shares for which votes cast	No. of valid vote cast	% of votes to total no. of valid votes cast
Voted in favour of the resolution	7	1467809	1467809	100%
Voted against the resolution	NIL	NIL	NIL	NIL
Invalid votes	NIL	NIL	NIL	NIL

Special Business:

Item No. 4 Ordinary Resolution

Appointment of Mrs. Seema Kumari as an Independent Woman Director of the Company

	No. of members who voted	No. of shares for which votes cast	No. of valid vote cast	% of votes to total no. of valid votes cast
Voted in favour of the resolution	7	1467809	1467809	100%
Voted against the resolution	NIL	NIL	NIL	NIL
Invalid votes	NIL	NIL	NIL	NIL

Yours faithfully,
Place: Delhi
Date: 01st October 2015




Rajesh Gulati
(Scrutinizer)

We, the undersigned, have witnessed that the votes were unblocked from NSDL's e-voting website www.evoting.nsdl.com in our presence on Wednesday, September 30, 2015.

Witness:

Rituraj Bhatnagar



Naresh Chandra Sharma

FORM No. MGT-13

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 2(2) of the Companies (Management and Administration) Rules, 2014]

The Chairman,
Bhilwara Tex-Fin Limited

21st Annual General Meeting of the Members of Bhilwara Tex-Fin Limited held on Wednesday, 30th September 2015 at 10.30 A.M. at M/s Kapil Constructions Private Limited, Kishangarh - Mehrauli Road, Near Maa Anandmai Ashram, New Delhi-110 057

Dear Sir,

I, Rajesh Gulati, Practicing Chartered Accountant, appointed for the purpose of the poll taken on the blow mentioned resolution(s) at the 21st Annual General Meeting of the Members of Bhilwara Tex-Fin Limited held on Wednesday, 30th September 2015 at 10.30 A.M. at M/s Kapil Constructions Private Limited, Kishangarh - Mehrauli Road, Near Maa Anandmai Ashram, New Delhi-110 057, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two (2) -ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Bank and the authorizations / proxies lodged with the Bank.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Ordinary Business:

Item No. 1 Ordinary Resolution

Adoption of the Annual Financial Statement of the Company for the financial year ended 31st March, 2015, including the audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the reports of the Board of the Directors and Auditors thereon.

	No. of members who voted	No. of shares for which votes cast	No. of valid vote cast	% of votes to total no. of valid votes cast
Voted in favour of the resolution	3	70	70	100%



Voted against the resolution	NIL	NIL	NIL	NIL
Invalid votes	NIL	NIL	NIL	NIL

Item No. 2 Ordinary Resolution

Appointment of the Director in place of Mr. Satish Kumar Sharma, who retires by rotation and, being eligible, offers himself for re-appointment

	No. of members who voted	No. of shares for which votes cast	No. of valid vote cast	% of votes to total no. of valid votes cast
Voted in favour of the resolution	3	70	70	100%
Voted against the resolution	NIL	NIL	NIL	NIL
Invalid votes	NIL	NIL	NIL	NIL

Item No. 3 Ordinary Resolution

Ratification of the appointment of Statutory Auditors and fixation of their remuneration

	No. of members who voted	No. of shares for which votes cast	No. of valid vote cast	% of votes to total no. of valid votes cast
Voted in favour of the resolution	3	70	70	100%
Voted against the resolution	NIL	NIL	NIL	NIL
Invalid votes	NIL	NIL	NIL	NIL

Special Business:

Item No. 4 Ordinary Resolution

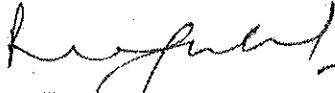
Appointment of Mrs. Seema Kumari as an Independent Woman Director of the Company

	No. of members who voted	No. of shares for which votes cast	No. of valid vote cast	% of votes to total no. of valid votes cast
Voted in favour of the resolution	3	70	70	100%
Voted against the resolution	NIL	NIL	NIL	NIL
Invalid votes	NIL	NIL	NIL	NIL



The poll papers and all other relevant records were sealed and handed over to the Director(s) authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,




(Rajesh Gulati)
M. No. 89046
Place: New Delhi
Dated: 01st October, 2015



Witness:



Rituraj Bhatnagar



Naresh Chandra Sharma