

# BHILWARA TEX-FIN LIMITED

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

E-mail: [info@sainik.org](mailto:info@sainik.org) Website: [www.bhilwaratexfin.com](http://www.bhilwaratexfin.com) Telephone No - 011- 28315036; Fax No - 011-28315044

CIN: L74899DL1994PLC128577

Ref No BTFL/BSE-2014-15-22

Date: 01.10.2014

To

The Manager (Listing)  
**BSE Limited,**  
Floor 25, P.J. Towers,  
Dalal Street  
Mumbai- 400 001

**Sub: Disclosure of voting results pursuant to Clause 35 A and 35 B of the Listing Agreement**  
**Ref: Bhilwara Tex-fin Limited ("the Company")**

Dear Sir,

Please find enclosed herewith the disclosure of the voting results in the Annual General Meeting of the Company pursuant to clause 35 A and 35 B of the Listing Agreement.

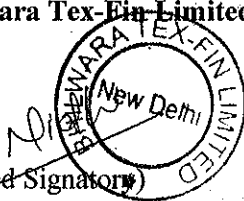
This is for your information and record.

Thanking You,

Yours Sincerely,

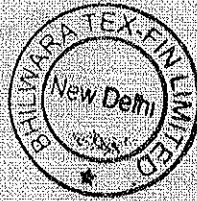
For Bhilwara Tex-Fin Limited

(Authorised Signatory)



Annual General Meeting (AGM) of M/s Bhilwara Tex- Fin Limited -details of E-voting and Poll

<b>Date of AGM</b>	30 <sup>th</sup> September, 2014
<b>Total No. of Shareholders on Record Date:</b> (being the cut-off date of determining shareholders entitled to e-voting- 29 <sup>th</sup> August 2014)	783
<b>No. of Shareholders present in meeting either in person or through proxy</b>	27
<b>Promoter and Promoter Group:</b>	1
<b>Public:</b>	26
<b>Mode of Voting</b>	E-voting / poll



**Agenda wise**

**Ordinary Business:**

**Item No. 1 Ordinary Resolution**

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014, the Profit & Loss Account of the company for the period commencing from 1<sup>st</sup> April, 2013 to 31<sup>st</sup> March, 2014 together with the report of the Board of 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	1874.58					
	Poll	NIL	NIL					
	Total	1467800	1874.58	0.13%	1874.58	NIL	100%	NIL
Public - Institutional holders								
Others	E-voting							
	Poll	369900	369900					
	Total	369900	369900	100%	369900	NIL	100%	NIL



**Item No. 2 Ordinary Resolution**

To appoint a Director in place of Sh. 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	1874.58					
	Poll	NIL	NIL					
	Total	1467800	1874.58	0.13%	1874.58	NIL	100%	NIL
Public - Institutional holders								
Public - others	E-voting							
	Poll	369900	369900					
	Total	369900	369900	100%	369900	NIL	100%	NIL

**Item No. 3 Ordinary Resolution**

Appoint Statutory Auditors and to fix their remuneration

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	1874.58					
	Poll	NIL	NIL					
	Total	1467800	1874.58	0.13%	1874.58	NIL	100%	NIL
Institutional holders								
Public - others	E-voting							
	Poll	369900	369900					
	Total	369900	369900	100%	369900	NIL	100%	NIL



**Business:**

**No. 4 Ordinary Resolution**

**Appointment of Sh. Samai Singh as an Independent Director of the Company**

Category	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
and promoter	E-voting	1467800	1874.58					
	Poll	NIL	NIL					
	Total	1467800	1874.58	0.13%	1874.58	NIL	100%	NIL
Institutional holders								
Public	E-voting							
	Poll	369900	369900					
	Total	369900	369900	100%	369900	NIL	100%	NIL

**Ordinary Resolution**

**Appointment of Sh. VadakeChundayilSreenivasan, as an Independent Director of the Company**

Category	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
and promoter	E-voting	1467800	1874.58					
	Poll	NIL	NIL					
	Total	1467800	1874.58	0.13%	1874.58	NIL	100%	NIL
Institutional holders								
Public	E-voting							
	Poll	369900	369900					
	Total	369900	369900	100%	369900	NIL	100%	NIL

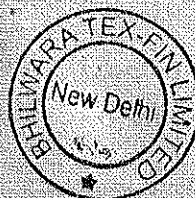


**Item No. 6 Ordinary Resolution**

**Appointment of Sh. Sanjay Hasija, as an Independent Director of the Company**

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	187458					
	Poll	NIL	NIL					
	Total	1467800	187458	0.13%	187458	NIL	100%	NIL
Public - Institutional holders		-	-	-	-	-	-	-
Public - others	E-voting	-	-					
	Poll	369900	369900					
	Total	369900	369900	100%	369900	NIL	100%	NIL

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 21<sup>st</sup> August 2014, 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,  
BhilwaraTex-Fin Limited

20<sup>th</sup> Annual General Meeting of the members of M/s BhilwaraTex-Fin Limited scheduled to be held on Tuesday, 30<sup>th</sup> day of September, 2014 at 10.30 a.m. at the Farm House of M/s Kapil Construction Private Limited, Kishangarh - Mehrauli Road, Near MaaAnandmal Ashram, New Delhi -110057

Dear Sir,

I, Rajesh Gulati, Practicing Chartered Accountant, appointed by the Board of Directors of M/s BhilwaraTex-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 20<sup>th</sup> Annual General Meeting of the Company, do hereby submit my report as follows:

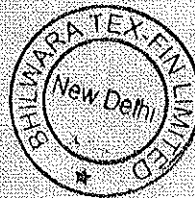
1. The e-voting service was provided by National Securities Depository Limited (NSDL)
2. Voting rights were reckoned on the paid-up value of shares registered in the names of the members as on 29<sup>th</sup> August, 2014
3. The period of e-voting started on Tuesday, 23<sup>rd</sup> September, 2014 (9.00 a.m. IST) and ended on Thursday, 25<sup>th</sup> September, 2014 (6.00 p.m. IST).
4. The votes cast were unblocked on Saturday 27<sup>th</sup> September, 2014 in the presence of 2 witnesses, Mr. Rituraj Bhatnagar and Mr. Jagdish Upadhyay, 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](http://www.evoting.nsdl.com) the results of the e-voting are as under:

#### Ordinary Business:

##### Item No. 1 Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014, the Profit & Loss Account of the Company for the period commencing from 1<sup>st</sup> April, 2013 to 31<sup>st</sup> March, 2014 together with the report of the Board of directors and Auditors thereon.

	No. of members who voted	No. of shares for which votes cast	No. of vote cast	% of votes to total no. of valid votes cast
Voted in favour of the resolution	1	1467800	1874.58	100%
Voted against the resolution	NIL	NIL		NIL
Invalid votes	NIL	NIL		NIL



Item No. 2 Ordinary Resolution

To appoint a Director in place of Sh. 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 vote cast	% of votes to total no. of valid votes cast
Voted in favour of the resolution	1	1467800	1874.58	100%
Voted against the resolution	NIL	NIL		NIL
Invalid votes	NIL	NIL		NIL

Item No. 3 Ordinary Resolution

To appoint Statutory Auditors and to fix their remuneration

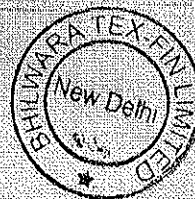
	No. of members who voted	No. of shares for which votes cast	No. of vote cast	% of votes to total no. of valid votes cast
Voted in favour of the resolution	1	1467800	1874.58	100%
Voted against the resolution	NIL	NIL		NIL
Invalid votes	NIL	NIL		NIL

**Special Business:**

Item No. 4 Ordinary Resolution

Appointment of Sh. Samai Singh as an Independent Director of the Company

	No. of members who voted	No. of shares for which votes cast	No. of vote cast	% of votes to total no. of valid votes cast
Voted in favour of the resolution	1	1467800	1874.58	100%
Voted against the resolution	NIL	NIL		NIL
Invalid votes	NIL	NIL		NIL





**Item No. 5 Ordinary Resolution**

Appointment of Sh. VadakeChundayilSreenivasan as an Independent Director of the Company


	No. of members who voted	No. of shares for which votes cast	No. of vote cast	% of votes to total no. of valid votes cast
Voted in favour of the resolution	1	1467800	1874.58	100%
Voted against the resolution	NIL	NIL		NIL
Invalid votes	NIL	NIL		NIL

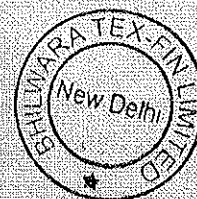
**Item No. 6 Ordinary Resolution**

Appointment of Sh. Sanjay Hasijaas an Independent Director of the Company

	No. of members who voted	No. of shares for which votes cast	No. of vote cast	% of votes to total no. of valid votes cast
Voted in favour of the resolution	1	1467800	1874.58	100%
Voted against the resolution	NIL	NIL		NIL
Invalid votes	NIL	NIL		NIL

Thanking you,  
Yours faithfully,  
For SMR & Associates,  
Chartered Accountant

  
(Rajesh Gulati)  
M. No. 89046  
Place: New Delhi



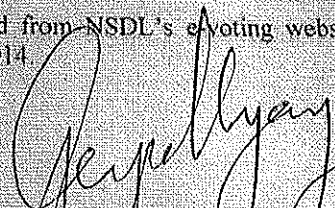
Place: Delhi

Date: 27<sup>th</sup> September 2014

We, the undersigned, have witnessed that the votes were unblocked from NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in our presence on Saturday, 27<sup>th</sup> September, 2014.

Witness:

Ritunjay Bhatnagar

  
Jagdish Upadhyay