

## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Annual General Meeting of the company will be held on 30<sup>th</sup> September 2009 at 10 a.m. at NO. 994, SATYAVEDU ROAD, SURAVARIKANDIGAI, SIRUPULLAI PET, GUMMIDIPOONDI, TAMILNADU-601201 for transacting the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the profit & loss account of the company for the financial year ended 31-3-2009 and the balance sheet as at 31-3-2009 together with the director's report and auditor's report thereon.
2. To appoint director in the place of director who retires by rotation.
3. To appoint auditors and fix their remuneration.

By Order of the Board  
For BHARAT TEXTILES AND PROFFING IND LTD

Date 30/06/09  
Chennai

sd/-  
Ajith Bhandari  
Director

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.

2. The Register of Members of the Company will remain closed on 30/09/2009 .

3.Shareholders / proxy holders are requested to bring their copy of the annual report with them at meeting and to produce at the entrance the attached admission slip duly completed and signed, for admission to the meeting hall.

4.Members desirous of getting any information about the accounts and operation of the company are requested to address their query to the company at the registered office of the company well in advance so that the same may reach at least seven days before the date of meeting to enable the management to keep the required information readily available at the meeting.

5.Member holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the Registrar & Transfer Agent or to their respective depository participants if the shares are held in electronic form.

6.Members are requested to affix their signature at the space provided on the attendance slip annexed to the proxy form and to hand over the slip at the entrance to the meeting.

Details of Directors seeking appointment and re-appointment at the forthcoming Annual general meeting of the company. Also refer to the explanatory statement to the notice for other appointees details.

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange.

Name of Director	Qualifications / Expertise in Specific Functional Areas	Director-Ship in Other Public Companies	Chairman/ Member of Committee
Anil Bhandari	Bcom , Marketing	NIL	NIL
Bhagchand Ranka	Admnistartion	NIL	NIL

## DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2009

Dear Shareholders,

### DIRECTOR'S REPORT

Your Directors have the pleasure in presenting the Annual Report and that of the Auditors together with the audited Balance Sheet as at 31<sup>st</sup> March 2009 and the Profit and Loss account for the year ended on that date.

### PERFORMANCE

The financial results for the year ended 31<sup>st</sup> March 2009 are as under:

	Rs. (In Lacs)	
	31.03.2009	31.03.2008
Total Income	420.48	955.61
(Loss ) / Profit before depreciation	41.40	569.83
Depreciation	37	40.15
Profit before Tax	4.4	529.83
Profit/Loss After Tax	74.80	52.41
Add Brought from previous year	-684.76	-1208.84
Balance Loss carried to Balance Sheet	-609.96	-684.76

### COURSE OF BUSINESS AND OUTLOOK

Another year has gone by. The company's performance was better then the last year t that encouraging. Your company had achieved a turnover of Rs.420.48 lacs as compared to a turnover of Rs.955.61 lacs .The company had a profit of Rs.4.40 lacs as compared to Rs.529.67 lacs in the previous year.It is to be noted that previous year financial data are not comparable as the company had One time settlement with IDBI during the previous year .

### FIXED DEPOSIT:

The company has not accepted any fixed deposit during the year.

### DIVIDEND

The Directors do not recommend any dividend for the financial year ended 31st March 2009.

### DIRECTORS

Mr.Anil Bhandari and Mr.Bhagchand Ranka, Directors retire by rotation and being eligible, offer for re-appointment.

## AUDITORS

The auditors of the Company M/s.SUNDARESAN AND SUBRAMANIAN, Chartered Accountants retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. Accordingly a resolution is being submitted to the members for their re-appointment and to fix their remuneration for the current year.

## STATUTORY DISCLOSURES:

The company had no employee covered by the provisions of section 217(2A) of the Companies Act, 1956. Particulars with respect to Conservation of Energy, as required under Part "a" of the above rules are given in Annexure A

## DIRECTORS' RESPONSIBILITY STATEMENT:

Directors hereby declare:

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) that the directors had selected such accounting policies and applied them consistently and made judgments 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;
- iii) 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 and other irregularities subject to the inherent limitations that should be recognized in weighing the assurance ;
- iv) That the directors had prepared the annual accounts on a going concern basis.

## EMPLOYEE RELATIONS

Employee relations throughout the company were harmonious. The board wishes to place on record its sincere appreciation of the devoted efforts of all employees in advancing the company's vision and strategy to deliver another record performance.

## CORPORATE GOVERNANCE:

Pursuant to clause 49 of the Listing Agreement, a report of compliance of corporate governance as on 31/03/2009 duly certified by the auditors of the company is annexed (Annexure – B)

## ACKNOWLEDGEMENTS

Your directors would like to express their grateful appreciation for the support and co operation of all stakeholders. At the very heart of our success and our ability to deliver quality service and satisfaction is the considerable skill and motivation of our employees. On behalf of all the company's stakeholders who benefit from the hard work of the employees, the Board would like to express its sincere appreciation and gratitude.

For and on behalf of the Board

Chennai  
Date: 26.06.2009

Sd/-  
Directors



## Annexure-A to the Directors' Report

**Annexure B****CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the year under report, Company has consumed energy detailed below: -

1.Electricity	Current Year	Previous Year
Purchased Units	323364	185549
Rate/unit Rs.	5.12	5.03
Total Cost Rs.	1655624	933311
Own Generated Diesel In ltrs.	6290	600
Total Cost Rs.	224725	18426
Units generated with Diesel	16050	1315
Total Unit consumed	339414	186864
2.Coal:	NIL	NIL
3.Furnace Oil	NIL	NIL
4.Others	NIL	NIL
<b>B.Consumption per unit of Production:</b>		
Production In Meters	590558	387919
Electricity(units)	339414	186864
Electricity(units) per Meter	0.57	0.48
Furnace oil	--NIL--	
Coal	--NIL--	

B.Technology Absorption : NIL

With regard to foreign exchange earnings and outgo the position is as under : -

**Total Foreign Exchange (Rs.In Lacs)**

	2008-2009	2007-2008
(1) Used (including Import / traveling etc.)	1.13	NIL
(2) Earned	92.29	64.99

## MANAGEMENT DISCUSSION AND ANALYSIS

- I. **BHARAT TEXTILES AND PROOFING IND. LTD ( BTIL)** is in the business of Tarpaulines. Our Company's products are getting established. Today the company is catering to various corners of city and parts of India .
- II. **Performance Review**  
The company had achieved a turnover of Rs.4.20 crores and made a profit before tax of Rs.4.41 lakhs as compared to Rs.52.97 lakhs in the previous year.
- III. **Risks & Concerns**  
The main risk to which the company is exposed is competition from the various competitors. The company's plant was locked for quite some time in the past and thus the same has hampered the operations of the company . During the course of year the company has initiated the talk with Financial Institute which has resulted in one time settlement with them .With this , we believe will strengthen the company to weather any unforeseen volatility in its operations.
- IV. **Internal Control Systems**  
The company is planning further to strengthen its internal control systems and procedures commensurate with the size and nature of its business.

## CORPORATE GOVERNANCE REPORT

Corporate Governance refers to the manner, in which a company is directed, and laws and custom affecting that direction. It includes the manner in which company operates under various laws governing it, the bye laws established by itself for its operations and the distribution of rights and responsibilities primarily among directors and managers. The fundamental concern of corporate Governance is to ensure conditions whereby a company's directors and managers act in the interest of the company.

- I. **Board of Directors**  
The present company's board strength is 5 comprising of 2 executive director and 3 non-executive directors.
- II. **Board Meetings & Attendance of Directors**  
During the year 2007-09, 6 (six Board Meeting were held on the following dates (14/04/2008, 30/06/2008, 31/07/2008, 31/10/2008, 06/01/2008 & 27/03/2009).

### III. COMPOSITION AND CATEGORY OF DIRECTORS:

Name	Designation	Category	No.Of Meetings held during the tenor/ No. of Board Meetings attended during 2008-09	Whether attended last AGM	No. of director-ships in public companies	No. of committee memberships/ (chairman-ship) in public companies
1. Mr.Ajeet Kumar	Whole Time Director	Promoter and executive Director	6/6	Yes	Nil	Nil
2. Mr.Anil Bhandari Ugam Chand Bhandari	Director	Promoter and executive	6/6	Yes	Nil	Nil
3. Mr.Chinna Nadar Shenbagamoorthy	Director	Independent and Non-executive Director	6/6	Yes	Nil	Nil
4. Mr.Ragunathmall Samarathmall	Director	Independent and Non-executive Director	6/6	Yes	Nil	Nil
5. Mr.Bhagchand Ranka	Director	Independent and Non-executive Director	6/6	Yes	Nil	Nil

### IV. DIRECTOS SEEKING REAPPOINTMENT

The required information regarding the details of directors who are seeking appointment or reappointment is set out in the notes to the notice.

### V. DISCLOSURE OF DIRECTOR'S INTERESTS IN TRANSACTION WITH THE COMPANY

None of the non-executive directors had any pecuniary relationship or transaction with the company pursuant to the provisions of Clause 49 VII (D) of the Listing Agreement other than sitting fees .