

The background of the entire page is an abstract design. It features a series of overlapping circles of various sizes and shades of gray. Some circles are solid, while others are filled with a pattern of small dots. The overall effect is a textured, modern aesthetic.

# **23rd Annual Report 2016-2017**

**BHILWARA TEX-FIN LIMITED**

## BHILWARA TEX-FIN LIMITED

---

### Board of Directors

Mr. Satish Kumar Sharma	:	00536970
Mr. Rahul Rameshkumar Jain	:	07541089
Mr. Samai Singh	:	00235036
Mrs. Seema Kumari	:	07158452

### DIN No.

### KEY MANAGERIAL PERSONNEL (KMP)

Mr. Himmat Singh Bedla	:	Chief Executive Officer
Mr. Sukomal Bhunya	:	Chief Financial Officer
Ms. Archana Aggarwal	:	Company Secretary

### Audit Committee

Mr. Rahul Rameshkumar Jain  
Mr. Satish Kumar Sharma  
Mrs. Seema Kumari

### NOMINATION AND REMUNERATION COMMITTEE

Mr. Rahul Rameshkumar Jain  
Mr. Samai Singh  
Mrs. Seema Kumari

### STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Rahul Rameshkumar Jain  
Mr. Satish Kumar Sharma  
Mrs. Seema Kumari

### STATUTORY AUDITOR

M/s. Nagar Goel & Chawla,  
Chartered Accountants  
New Delhi

### SECRETARIAL AUDITORS

M/s Naveen Garg & Associates  
Company Secretaries  
New Delhi

### INTERNAL AUDITORS

M/s. Divyank Khullar & Associates  
Chartered Accountants  
New Delhi

### SHARE TRANSFER AGENT

Indus Portfolio Private Limited

CONTENTS	
Particulars	Page No.
Notice	1
Directors' Report	9
Auditors' Report	44
Balance Sheet	48
Profit & Loss Statement	49
Cash Flow Statement	50
Notes	51

# **BHILWARA TEX-FIN LIMITED**

---

## **NOTICE**

Notice is hereby given that the **23<sup>rd</sup> Annual General Meeting** of the members of **M/s Bhilwara Tex-Fin Limited** will be held on **Thursday, 28th day of September, 2017 at 11.00 a.m.** at the Farm House of M/s Kapil Constructions Private Limited, Anandgram (Near Rajokari), Church Road Extension, Mata Amritanandmayi Math, Abdul Gaffar Khan Marg, New Delhi -110 070 to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt the Annual Financial Statements of the Company for the financial year ended 31st March, 2017, including the audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Satish Kumar Sharma, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration:

**"RESOLVED THAT** pursuant to Section 139, 141, 142, 143 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder as amended from time to time pursuant to the recommendations of the audit committee of the Board of Directors, Divyank Khullar & Associates, Chartered Accountants (Firm Regn No.:- 025755N) be and is hereby appointed as Statutory Auditors of the Company in place of M/s Nagar Goel & Chawla, Chartered Accountants, retiring auditors of the Company, to hold office from the date of conclusion of the 23rd AGM of the Company till the date of conclusion of 28th Annual General Meeting to be held for the financial year ending on 31st March 2022 subject to ratification of their appointment at every Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year 2017-18 as may be agreed upon between the auditors and the Board of Directors."

### **Special Business:**

#### **4. Re-Appointment of Mr. Samai Singh as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Samai Singh (having DIN 00235036), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 29th September, 2017 or date of ensuing Annual General meeting whichever is earlier."

5. To consider and if thought fit, to pass with or without modifications, the following resolution as Special resolution thereof:

**"RESOLVED THAT** pursuant to provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof) and pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, all material related part transactions entered between the Company and Sainik Mining and Allied Services Limited (SMASL) during the financial year 2016-17 on the terms & conditions as briefly mentioned in the explanatory statement to this resolution be and is hereby ratified and approved.

## BHILWARA TEX-FIN LIMITED

---

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to all acts, deeds and things which was done and documents executed in connection with such material related party transaction."

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

**"RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him / her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the shareholders / members be and is hereby accorded to charge from the member / shareholders such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution."

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

Place: New Delhi  
Date: 10th August, 2017

(**Satish Kumar Sharma**)  
Director  
(DIN: 00536970)

### Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- The instrument appointing the proxy, in order to be effective, must be deposited at the company's registered office, duly completed and signed, not less than forty-eight hours before the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (Ten) percent of the total share capital of the Company. Provided that a member holding more than 10 (Ten) percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.
- Proxies submitted on behalf of the companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable.
- The proxy form and attendance slip are annexed herewith.
- Members/ proxies should bring the Attendance Slip sent herewith, duly filled in, for attending the AGM.
- The relevant details as required under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of persons seeking appointment / re-appointment as Directors under item No. 2 and item no. 4 of the Notice are also annexed herewith.
- All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and Bank Holidays between 11.00 a.m. and 1.00 p.m. up to the date of the AGM.
- The Register of Members and Transfer Books of the Company will be closed from Friday, 22nd September, 2017 to Thursday, 28th September, 2017, (both days inclusive) for the purpose of holding Annual General Meeting of the Company.

## BHILWARA TEX-FIN LIMITED

---

9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agent - M/s Indus Portfolio Private Limited, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company's Registrars and Transfer Agent.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or the Company's Registrars and Transfer Agent for assistance in this regard.
11. SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail ID's with the Indus Portfolio Private Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form. Members who wish to register their email ID can download the 'Green Initiative' form from the Company's website i.e. [www.bhilwaratexfin.com](http://www.bhilwaratexfin.com)
12. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email IDs with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to [cs.anamika@indusinvest.com](mailto:cs.anamika@indusinvest.com) or [legal.secretarial@sainikmining.com](mailto:legal.secretarial@sainikmining.com) mentioning your Folio/DP ID & Client ID.
13. Pursuant to Section 72 of the Companies Act, 2013, the members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
14. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or the Company's Registrars and Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
15. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
16. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
17. In compliance with the provisions of section 108 of the Company Act, 2013 and the Rules 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules 2015, and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.
18. In terms of requirements of Secretarial Standard - 2 on "General Meeting" issued by the Institute of Company Secretaries of India and approved and notified by Central Government of India, a route MAP for the location of the aforesaid General meeting is annexed herewith.



## BHILWARA TEX-FIN LIMITED

---

19. The instructions for e-voting are as under:

**A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company / Depositories):**

- i. Open the e-mail and also open PDF file namely "Bhilwara Tex-Fin e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
- iii. Click on Shareholder - Login.
- iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
- vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
- viii. Select "EVEN" (E-Voting Event Number) of M/s Bhilwara Tex-Fin Limited. Now you are ready for e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [r.gulati64@gmail.com](mailto:r.gulati64@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual-Shareholders, available at downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company / Depositories):**

- i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

**C. Other Instructions:**

- i. The e-voting period commences on Saturday, 23rd September, 2017 (9.00 a.m. IST) and ends on Wednesday, 27th September, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, 22nd September, 2017.
- iii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 22nd September, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Company/ RTA.

## BHILWARA TEX-FIN LIMITED

---

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990

- iv. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper. A person may participate in the AGM even after exercising his/her vote through remote e-voting but shall not be allowed to vote again at the AGM
- v. Mr. Rajesh Gulati, Practicing Chartered Accountant (Membership No. 89046), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- vi. The Facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e- voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may only cast their vote at the AGM through ballot paper.
- vii. The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- viii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the results of the voting forthwith.
- ix. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Rajesh Gulati, Practicing Chartered Accountant, (Membership No. 89046), at the Registered Office of the Company not later than Wednesday, 27th September, 2017 (5.00 p.m. IST).
- x. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [info@sainik.org](mailto:info@sainik.org) or [legal.secretarial@sainikmining.com](mailto:legal.secretarial@sainikmining.com) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Wednesday, 27th September, 2017 (5.00 p.m. IST).
- xi. Ballot Form received after this date will be treated as invalid.
- xii. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- xiii. The results, along with the Scrutinizer's Report will be placed on the Company's website [www.bhilwaratexfin.com](http://www.bhilwaratexfin.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and communicated to the BSE Limited, where the shares of the Company are listed.

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

Date: 10th August, 2017  
Place: New Delhi

**Satish Kumar Sharma**  
Director  
(DIN: 00536970)

**Rahul Rameshkumar Jain**  
Director  
(DIN: 07541089)

## BHILWARA TEX-FIN LIMITED

### ANNEXURE TO ITEMS 2 AND 4 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

#### Brief Profile of Director being appointed / re-appointed:

<b>Name</b>	<b>Mr. Satish Kumar Sharma</b>			<b>Mr. Samai Singh</b>		
<b>DIN</b>	00536970			00235036		
<b>Age</b>	61 years			61 years		
<b>Date of Appointment</b>	01/04/2005			30/09/2014		
<b>Qualification</b>	CAIIB, ACS, LL.B, SMP (IIM-C)			He is ex-army person and has bachelor's degree in arts.		
<b>Expertise in specific functional area</b>	Mr. Satish Kumar Sharma is expertized in legal and regulatory matters secretarial matters. He holds a masters degree in economics and a bachelor's degree in law from Maharishi Dayanand University, Rohtak. He is a certified member of the Indian Institute of Bankers and an associate member of the Institute of Company Secretaries of India. He has approximately 38 years of work experience in banking, finance, capital market, legal matters, corporate restructuring, managing NBFCs, mergers & acquisitions and handling compliances for listed and unlisted companies.			He has experience in transport loading, mining, finance, stock broking etc.		
Directorships held in other companies (excluding foreign companies and section 8 companies)	<ul style="list-style-type: none"> <li>Pragati Vanijaya Limited</li> <li>SKS Fin-Man Consultants Private Limited</li> <li>S3H Reality Private Limited</li> </ul>			<ul style="list-style-type: none"> <li>Sainik Finance &amp; Industries Limited</li> <li>Khushi Coal Transport Private Limited</li> <li>Guru Ratan Singh Ventures Private Limited</li> </ul>		
<b>Memberships/ Chairmanships of committees of other Public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)</b>	<b>Committee</b>	<b>Chairman/ Member</b>	<b>Company</b>	<b>Committee</b>	<b>Chairman/ Member</b>	<b>Company</b>
	Audit Committee	Chairman	Pragati Vanijaya Limited	Stakeholder Relationship Committee	Member	Sainik Finance & Industries Limited
	Stakeholder Relationship Committee	Member	Pragati Vanijaya Limited	Audit Committee	Member	Sainik Finance & Industries Limited
<b>Shareholding in the Company</b>	Nil			Nil		
<b>Relationship with any Director(s) of the Company</b>	He is not related to any Director or Key Managerial Personnel of the Company.			He is not related to any director or Key managerial personnel of the Company.		



## **BHILWARA TEX-FIN LIMITED**

---

### **Explanatory Statement as required pursuant to section 102 of the Companies Act, 2013:**

#### **Item No. 4:**

##### **Re-Appointment of Mr. Samai Singh as an Independent Director of the Company**

The Board informed that in order to comply with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of section 149 of the Companies Act, 2013, the Company has appointed 2 independent directors in Company namely i.e. Smt. Seema Kumari and Mr. Samai Singh. First term of Mr. Samai Singh as independent director will expire 29th September, 2017. An independent directors who shall hold office for a term up to five consecutive years on the Board of a Company, shall be eligible for reappointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report. However, no independent director shall hold office for more than two consecutive terms but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director. The provision of retirement by rotation as defined in the sub-section (6) and (7) of section 152 of the Companies Act 2013 shall not apply to such independent directors.

The Nomination and Remuneration Committee, on the basis of the report of performance evaluation of Independent Directors has recommended reappointed of Mr. Samai Singh for second terms of 5 years. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by Mr. Samai Singh during their tenure, the continued association of Mr. Samai Singh. He is art graduate. He is retired officer of India Army and has in depth knowledge in investment & finance business, in transport, loading, mining, finance, stock broking,

Therefore, Mr. Samai Singh, Independent Director of the Company who was appointed as non -executive independent director and whose term will expire on 29th September, 2017 shall be reappointed as independent directors under the provisions of the Companies Act, 2013. He being eligible has offered himself to be appointed as independent director of the Company for second term of 5 years under the provisions of the Companies Act 2013. He has given declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from one of the members signifying his intention to propose his appointment as an Independent Director of the Company.

The Board of Directors is also of the opinion that Mr. Samai Singh fulfils all the conditions specified in the Companies Act, 2013 as well as SEBI (LODR) Regulations, 2015 and is recommended to appoint him as a Independent Director of the Company.

#### **Item No. 5**

The Company is Non-Banking Finance Company registered with Reserve Bank of India and engaged in investment and finance business. The Company has given intercorporate loan and also provided / availed services to / from related parties during the financial year 2016 -17. The Audit Committee at their meeting held on 26.05.2016 has approved such related party transactions as these are in ordinary course of business and on an arm's length basis.

Even though the provisions of Companies Act, 2013 read with rules made thereunder regarding related party transactions are not attracted to such transactions as these are in ordinary course of business and on an arm's length basis, but some transactions were material related party transaction by virtue of SEBI (LODR) Regulations, 2015. Therefore, the approval of the shareholders is being sought in compliance of SEBI (LODR) Regulations, 2015 to ratify such material related transactions.

## BHILWARA TEX-FIN LIMITED

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder:

Name of Related Party	Name of Director or key Managerial Person who is related, if any and nature of relationship	Nature, Material Terms, Monetary Value and Particulars of the Contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution
Sainik Mining And Allied Services Limited (SMASL)	Having Interest Significate	Inter- Corporate Loan / finance of Rs.2,40,00,000/- given / provided to SMASL at interest @15% p.a. for a period of one year.	Loan repayable on demand and interest is to be charged @15% p.a.
		Received of refund of Inter Corporate Loan of Rs.62,42,57,903/- given to SMASL	
		Interest of Rs. 6,61,95,160/- received from SMASL.	

None of the Director or Key managerial personal of the Company and their relatives, are concerned or interested, financially or otherwise, in this Resolution. The Board recommends this Resolution for your approval.

### Item No. 6

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting.

Accordingly, the Board recommends the passing of the Special Resolution at Item No. 6 of the accompanying Notice for member's approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

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

Place: New Delhi  
Date: 10th August, 2017

<b>Satish Kumar Sharma</b> Director (DIN: 00536970)	<b>Rahul Rameshkumar Jain</b> Director (DIN: 07541089)
---	--