

BHILWARA TEX-FIN LIMITED

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

E-mail: legal.secretarial@sainikmining.com Website: www.bhilwaratexfin.com

Telephone No - 011- 28315036; Fax No - 011-28315044 CIN: L74899DL1994PLC128577

Ref. No... B.T.F.L./B.S.E -2017-18-16

Dated... 10/08/2017

To,
BSE Limited
Phiroze JeeJeebhoy Towers,
Dalal Street
Mumbai

Dear Sir/ Madam,

Sub: Submission of outcome of voting results of Postal Ballot

Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Consolidated Scrutinizer's Report (Remote E- Voting Results and Ballot Forms) (Bhilwara Tex - Fin Limited- Stock Code: BSE- 530879)

With reference to the above, please find enclosed herewith results and voting pattern for the resolutions passed by way of Postal Ballot vide notice dated 3rd July, 2017 in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Consolidated Scrutinizer's Report (Remote E-voting Results and Ballot Form).



Please take note that the said resolutions were passed with requisite majority.

Kindly take the same on your record

Thanking you,

Yours truly,

For Bhilwara Tex-Fin Limited



(Satish Kumar Sharma)

Director

BHILWARA TEX-FIN LIMITED
CIN-L74899DL1994PLC128577

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

Results under Regulation 44(3) of SEBI (Listing obligations and Disclosure Requirements)
Regulations, 2015 Results of Postal Ballot

Date of EGM/AGM/Date of declaration of results of postal ballot	10 th August, 2017
Total No. of Shareholders on Record Date: (being the cut-off date of determining shareholders entitled to e-voting/ postal ballot – Friday, July 7, 2017)	809
No. of shareholders voted (including remote e-voting)	28
Promoter and Promoter Group:	1
Public (including others):	27
No. of shareholders present in the meeting either in person or through proxy Promoter and Promoter Group: Public:	Not applicable
No. of shareholders attended through video conferencing Promoter and Promoter Group: Public:	Not applicable



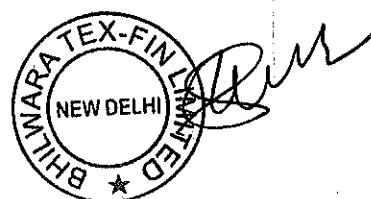
Resolution wise Results

1. Resolution	Approval for change name of the Company and with consequential alteration to memorandum of association and articles of association of the Company
Resolution required (Ordinary / Special)	Special
Whether promoter / promoter group are interested in the agenda / resolution	No

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			-		
	Postal Ballot	-	-					
	Total	1467800	1467800	100%	1467800	-	100%	-
Public – Institutional holders	-							
Public- others	E-voting	764516	764516					
	Postal Ballot	-	-					
	Total	764516	764516	100%	764516		100%	-

2.Resolution	Approval for regularization / appointment of Sh. Rahul RameshKumar Jain as Independent Director
Resolution required (Ordinary / Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution	No

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			-		
	Postal Ballot	-	-					
	Total	1467800	1467800	100%	1467800	-	100%	-
Public – Institutional holders	-							
Public- others	E-voting	764516	764516					
	Postal Ballot	-	-					
	Total	764516	764516	100%	764516		100%	-



Scrutinizer's Report

(Pursuant to section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

The Chairman/ Company Secretary,
Bhilwara Tex-Fin Limited
Registered office: 129 Transport Centre, Rohtak Road,
Punjabi Bagh, New Delhi- 110035

Sub. : Results of Postal Ballot conducted in respect of the Resolutions as included in Postal Ballot Notice dated 3rd July, 2017.

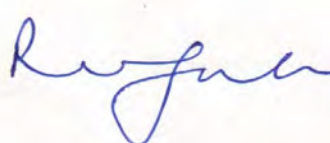

Dear Sir,

I, Rajesh Gulati, Practicing Chartered Accountant, appointed by the Board of Directors of your Company i.e. M/s Bhilwara Tex-Fin Limited at its Board Meeting held on 3rd July, 2017 to act as the scrutinizer for Postal Ballot & E-voting held pursuant to provision of section 110 & section 108 of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014, for the purpose of passing Special Resolution under section 13 & 14 of the Act read with rules made thereunder for seeking approval for change name of the Company and with consequential alteration to memorandum of association and articles of association of the Company and for the purpose of passing ordinary resolution under section Sections 149, 150, 152 read with Schedule IV and other applicable provisions of Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to regularise the appointment of Mr. Rahul Ramesh Kumar Jain (DIN-07541089) as an Independent Director of the Company for a term upto five consecutive years, as contained in Notice of Postal Ballot Notice dated 3rd July, 2017.

The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to postal ballot and e-voting. My responsibility as a Scrutinizer for the Postal Ballot process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the Resolutions stated above.

1. I, do hereby submit my report as follows:

- a) The Company has made necessary arrangement for conducting postal ballot and e-voting process in a fair and transparent manner. The Company has engaged National Securities Depository Limited (NSDL) to provide e-voting facility to the Equity shareholders of the Company.
- b) The shareholders of the Company had option to vote on resolution either through the Postal Ballot form physically or through the e-voting facility.
- c) On 10th July, 2017, the Company has completed the dispatch of Postal Ballot Forms alongwith other necessary papers and has sent email through National Securities Depository Limited (NSDL) alongwith the details of User ID and password, registered with depositories or the Company, to the members whose name(s) appeared on Register of members / list of beneficiaries as on 7th July, 2017.
- d) All postal Ballot forms & e-voting received not later than Wednesday, 9th day of August, 2017 upto 5.00 P.M., the last date and time fixed by the Board of Director of the Company for receipt of the forms & e-voting, were considered for the scrutiny.

- e) The Postal Ballot forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot forms.
- f) Particular of all the postal ballot forms & e-voting received from the shareholders have been entered in a Register separately maintained for the purpose.

2. The results of the Postal Ballot & E-voting conducted are as under:

1. Resolution			Approval for change name of the Company and with consequential alteration to memorandum of association and articles of association of the Company					
Resolution required (Ordinary / Special)			Special					
Whether promoter / promoter group are interested in the agenda / resolution			No					
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			-		
	Postal Ballot	-	-					
	Total	1467800	1467800	100%	1467800	-	100%	-
Public - Institutional holders	-							
Public- others	E-voting	764516	764516					
	Postal Ballot	-	-					
	Total	764516	764516	100%	764516		100%	-

2. Resolution			Approval for regularization / appointment of Sh. Rahul Ramesh Kumar Jain as Independent Director					
Resolution required (Ordinary / Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution			No					
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			-		
	Postal Ballot	-	-					
	Total	1467800	1467800	100%	1467800	-	100%	-
Public - Institutional holders	-							
Public- others	E-voting	764516	764516					
	Postal Ballot	-	-					
	Total	764516	764516	100%	764516		100%	-

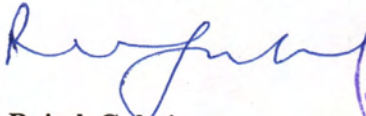
Rajendra

S. MR & ASSOCIATES
NEW DELHI
Chartered Accountants

3. Based on the above facts, the special resolution for seeking approval for change name of the Company and with consequential alteration to memorandum of association and articles of association of the Company and the ordinary resolution for seeking Approval for regularization / appointment of Sh. Rahul Ramesh Kumar Jain as Independent Director containing in the Postal Ballot Notice dated 3rd July 2017 may be considered as passed with requisite majority by the shareholders of the Company by way of Postal Ballot & E-voting.
4. I have handed over the Postal Ballot Forms and other related papers/ registers and record for safe custody to the Company Secretary authority by the Board to superwise the Postal Ballot process.

Thanking You,
Yours faithfully,

**For SMR & Associates
Chartered Accountants**



**Rajesh Gulati
Prop.
Membership No.89046
Place: Delhi
Date: 10th August, 2017**