

NOTICE

NOTICE is hereby given that the 41st Annual General Meeting of the Members of BHIWANI VANASPATI LIMITED will be held on Friday, the 21st September, 2012 at 11.30 A.M. at Rasoi Court, 20 Sir R N Mukherjee Road, Kolkata 700 001 to transact the following business:

ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Profit and Loss Account for the financial year ended 31st March, 2012 and the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. M.K. Pasrija, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution.

“Resolved that Mrs. Suprava Rakshit who was appointed as Additional Directors of the Company with effect from 8th February, 2012 u/s 260 of the Companies Act, 1956 and who holds office upto the date of the ensuing Annual General Meeting and who is eligible for appointment and in respect of whom the Company had received a notice in writing from a member under section 257 of the Act proposing her candidature for the office of Directorship of the Company be and is hereby appointed as the Director of the Company liable to retire by rotation.”

5. To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution.

“Resolved that Mr. Sumit Sabharwal who was appointed as Additional Directors of the Company with effect from 8th February, 2012 u/s 260 of the Companies Act, 1956 and who holds office upto the date of the ensuing Annual General Meeting and who is eligible for appointment and in respect of whom the Company had received a notice in writing from a member under section 257 of the Act proposing his candidature for the office of Directorship of the Company be and is hereby appointed as the Director of the Company liable to retire by rotation.”

Registered Office:

Rasoi Court
20 Sir R N Mukherjee Road
Kolkata 700 001
Dated: 30th May, 2012

By Order of the Board

(M K PASRIJA)
DIRECTOR

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing Proxy, in order to be effective, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 14th September, 2012 to 21st September, 2012 (both days inclusive).
3. As a measure of economy, copies of the Annual Report & Accounts and Attendance slips will not be distributed at the Meeting. We therefore request the Member to bring their copies at the meeting.
4. Shareholders are requested to address their queries directly to the Registered Office of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item no 4 & 5

Mrs. Suprava Rakshit, B.Sc., aged 38 years with 12 years rich experience in Marketing field and Mr. Sumit Sabharwal, B Com, aged 36 years have varied experience in Portfolio Management and allied areas. The Management of your Company believed that the appointment of Mrs. Suprava Rakshit and Mr. Sumit Sabharwal will be beneficial and in the interest of the Company and its stakeholders.

Your Company had appointed Mrs. Suprava Rakshit and Mr. Sumit Sabharwal in the Board Meeting held on 08.02.2012 as an Additional Directors of the Company under Section 260 of the Companies Act, 1956. They shall hold office until the conclusion of the ensuing Annual General Meeting of the Company and are eligible for appointment as Director. The Company had received a Notice in writing along with the requisite deposit from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, proposing the candidature of Mrs. Suprava Rakshit and Mr. Sumit Sabharwal for the office of Directorship of the Company.

The Board commends the above resolution for your approval to be passed as an Ordinary Resolution. None of the Directors is, in anyway, concerned or interested in the said Resolution.

Registered Office:

Rasoi Court
20 Sir R N Mukherjee Road
Kolkata 700 001
Dated: 30th May, 2012

By Order of the Board

(M K PASRIJA)
DIRECTOR

DIRECTOR'S REPORT

TO THE MEMBERS

Your Directors present the 41st Annual Report and Audited Accounts of the Company for the year ended 31st March, 2012.

FINANCIAL RESULTS

	(Rs. In Lacs)	
	Year Ended 31.03.2012	Year Ended 31.03.2011
Total Sales (Including Other Income)	7.96	8.42
Profit/(Loss) before interest and Depreciation	2.62	3.00
Depreciation	0.04	0.04
Net Profit/(Loss) after Tax	2.58	2.96

YEAR UNDER REVIEW

Sales Including Other Total Income of your Company during the year under review amounted to Rs. 7.96 lacs as against Rs 8.42 lacs during the previous year.

The working of your Company was adversely affected for the Twentieth year in succession. Your Company had a net profit after tax of Rs 2.58 Lacs during the year under review.

DIVIDEND

In view of the continuing inadequate profit, your Directors could not recommend any dividend for the year. (previous year - nil).

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In accordance with the requirements of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in Report of Board of Directors) Rules, 1988 a statement showing particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is annexed hereto and form part of this Report.

DIRECTORS

Sri M.K. Pasrija, Director of the Company retires at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment.

The Board of Directors had appointed Mrs. Suprava Rakshit and Mr. Sumit Sabharwal as Additional Independent Directors with effect from 8th February 2012. They shall hold office till the conclusion of the ensuing Annual General Meeting of the Company and are eligible for appointment as Director. The Company had received a Notice in writing along with the requisite deposit from member pursuant

to provisions of Section 257 of the Companies Act, 1956, proposing the candidature of Mrs. Suprava Rakshit and Mr. Sumit Sabharwal for the office of Directorship.

Mr J Patel and Mr. M K Pandita had tendered their resignation on 21.12.2011 and 28.12.2011 respectively. The Board of Director conveyed their sincere appreciation to them for the valuable services as rendered for the growth of the Company during their tenureship.

LISTING

The Securities of your Company are Listed at Kolkata and Delhi Stock Exchange and the Listing fees in respect of all the exchanges have been paid up to date.

AUDITORS REPORT

The observations of the Auditors are suitably explained in various notes of the accounts.

SECRETARIAL COMPLIANCE REPORT

As required under Section 383A of the Companies Act, 1956, Secretarial Compliance Report for the financial year 2011-2012 is enclosed as part of Directors' Report.

PARTICULARS OF EMPLOYEES

During the year there were no employees in respect of whom information as per Sec.217(2A) of the Companies Act, 1956 is required to be given in the Director's Report.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956, your Directors state.

- i) That in the preparation of the annual accounts, the applicable accounting standards have been followed and wherever required, proper explanations relating to material departures have been given.
- ii) That your Directors have selected such accounting policies and applied them consistently and made adjustments 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 your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities.
- iv) That your Directors have prepared the annual accounts on a going concern basis.

AUDITORS

M/s Bharat D Sarawgee & Co, Chartered Accountants, Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

ACKNOWLEDGEMENTS

The Directors gratefully acknowledge the support given by all the employees, shareholders and bankers and they look forward for their continued support.

On behalf of the Board of Directors

Kolkata
Dated: 30th May, 2012

M K PASRIJA
DIRECTOR

INFORMATION AS REQUIRED UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF DIRECTORS REPORT FOR THE YEAR ENDED 31.03.2012.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION
& FOREIGN EXCHANGE EARNINGS & OUTGO.**

	Current Year	Previous Year
(A) POWER & FUEL CONSUMPTION		
1. ELECTRICITY		
(a) Purchased Units (in thousand)	NIL	NIL
Total amount (Rs./Lacs)	NIL	NIL
Rate / Unit (Rs.)	NIL	NIL
(b) Own Generation		
Through Diesel Generation		
Units (in thousand)	NIL	NIL
Unit (per litre of Diesel Oil)	NIL	NIL
Cost / unit (Rs.)	NIL	NIL
2. COAL		
Quantity (M.T.)	NIL	NIL
Total Cost (Rs./Lacs)	NIL	NIL
Average Rate (Rs.)	NIL	NIL
3. FURNACE OIL		
	NIL	NIL
4. OTHER / INTERNATIONAL GENERATION		
	NIL	NIL
(B) CONSUMPTION PER UNIT OR PRODUCTION		
Electricity (Units)	NIL	NIL
Furnace Oil (Units)	NIL	NIL
Coal (K.G.)	NIL	NIL

TECHNOLOGY ABSORPTION

During the year under review, Company's plant was closed and consequently the Company has not made use of any technology for its product. It's R & D activities were also inoperative.

FOREIGN EXCHANGE EARNINGS AND OUTGO

There was no foreign exchange earnings and outgo during the year under review.

SECRETARIAL COMPLIANCE CERTIFICATE

Authorized Capital Rs. 150 Lacs
Paid Up Capital Rs. 145.69 Lacs
CIN No: L15143WB1970PLC124721

To
The Members,
M/s. Bhiwani Vanaspati Limited
20 Sir R N Mukherjee Road
Kolkata 700 001

We have examined the registers, records, books and papers of M/s. Bhiwani Vanaspati Limited, (the company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2012 (financial year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents. We certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The company, being a public limited company, has the minimum prescribed paid up capital.
4. The Board of Directors duly met 4 times respectively on 30.05.2011, 13.08.2011, 11.11.2011 and 08.02.2012 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The company has closed its Register of Members from 15.09.2011 to 22.09.2011 and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31st March, 2011 was held on 22nd September, 2011 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting(s) was/were held during the financial year.
8. As per the information given to me the company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. The company has not entered into contracts falling within the purview of Section 297 of the Act.

10. The company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the company has not obtained any approvals from the Board of directors, Members or Central Government, as the case may be.
12. The company has not issued any duplicate certificates during the financial year.
13. The company has -
 - (i) Delivered all Certificates on allotment/transfer/transmission of securities, if any, during the financial year.
 - (ii) Not deposited any amount in a Separate Bank Account as no dividend was declared during the financial year.
 - (iii) Not posted warrants to any member of the company as no dividend was declared during the financial year.
 - (iv) Informed to us that there is no amount pending for transfer to the Investor Education and Protection Fund.
 - (v) Duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted and the appointment/ resignation of additional directors, alternate directors and directors to fill casual vacancy has been duly made during the financial year.
15. The company has not appointed any managing director/whole-time director/manager during the financial year.
16. The company has not appointed any sole selling agents during the financial year.
17. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the Act.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The company has not issued any shares during the financial year.
20. The company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.

23. As per the information and explanations given to me the company has not invited/accepted any deposits including any unsecured loan falling within the purview of Section 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975 during the financial year.
24. The Company has not made any borrowings as per Section 293(1)(d), during the financial year ended 31st March, 2011.
25. The company has made loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose during the financial year.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has not altered its articles of association during the financial year.
31. There was/were no prosecution initiated against or show cause notices received by the company, during the financial year, for offences under the Act.
32. The company has not received any money as security from its employees during the financial year.
33. The provisions in regard to the Provident Fund are not applicable to the Company during the financial year as per the information given to us.

Place: Kolkata
Date: 30th May, 2012

For MR & Associates
Company Secretaries
Partner
Mohan Ram Goenka
C.P.No.:2551

ANNEXURE - 'A'

Registers as maintained by the Company

1. Register of member u/s. 150
2. Index of member u/s. 151
3. Register of transfer
4. Register & Return u/s. 163
5. Register of directors, managing Director & Secretary u/s. 303
6. Register of Directors shareholding u/s. 307
7. Register of Directors Attendance
8. Minute Book of Directors & Members u/s.193
9. Register of Contracts u/s. 301
10. Register of Loans & Investments u/s. 372A

ANNEXURE - 'B'

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31st March, 2012.

Sl. No.	Form No/ Return	Filed u/s.	For	Filed on	Filed in Due Date	Additional Filling Fees Paid
(i)	Form No.20B	161	For 31.03.2011 held AGM on 22.09.2011	filed on 15.10.2011	Yes	No
(ii)	Form No.23AC/ 23ACA	220	For 31.03.2011 held AGM on 22.09.2011	filed on 23.11.2011	Yes	No
(iii)	Form No.66	383A	For 31.03.2011 held AGM on 22.09.2011	filed on 13.10.2011	Yes	No
(iv)	Form No. 32	260/303	For Appointment of Additional Director and Resignation of Director on 08.02.2012	filed on 13.02.2012	Yes	No

AUDITORS' REPORT

TO THE MEMBERS OF BHIWANI VANASPATI LIMITED

We have audited the attached Balance Sheet of **BHIWANI VANASPATI LIMITED**, as at 31st March, 2012 and also the Profit and Loss Account of the company and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies Auditor Report Amendment Order, 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, and on the basis of the information and explanations given to us and the books and records examined by us in the normal course of our audit and to the best of our knowledge and belief, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. Further to our comments in the Annexure referred to above, we report that :
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - (c) The Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
 - (d) In our opinion, the Balance Sheet as at 31st March, 2012 and Profit and Loss Account and Cash Flow Statement for the year ended on that date comply with the mandatory accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 to the extent applicable.
 - (e) On the basis of written representations received from the individual directors and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as director in terms of Clause (g) of Sub-section (1) of Section 274 of the Companies Act, 1956.

- (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts, including the Balance Sheet and the Profit & Loss, Cash Flow and read together with other notes on Schedule N thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
- (i) in the case of the Balance Sheet, of the state of affairs of the Company as on 31st March, 2012
 - (ii) in the case of the Profit and Loss Account, of the Profit of the Company for the year ended on that date and
 - (iii) in the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

For **BHARAT D. SARAWGEE & CO.**
Chartered Accountants.
ICAI Reg. No 326264E

Bharat D. Sarawgee
Partner
M. No.- F 61505

Place: Kolkata.
Dated: 30th May, 2012.

REFERRED TO IN POINT NO. 1 OF THE AUDITOR'S REPORT TO THE MEMBERS OF BHIWANI VANASPATI LIMITED ON ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2012.

1. The Company has maintained proper records showing full particulars including quantitative details and situations of fixed assets. We are informed that all the fixed assets have been physically verified by the management during the year and no material discrepancies have been noticed on such verification. No disposal of a substantial part of the fixed assets of the Company has taken place during the year.
2. The Company has not taken any unsecured loan from Companies, firms or other parties listed in the Register Maintained under Section 301 of the Companies Act, 1956 and the Company has not granted any unsecured loans to Companies, firms or other parties listed in the Register Maintained under Section 301 of the Companies Act, 1956.
3. The Company has adequate internal control procedures commensurate with the size of the Company and nature of its business. We have not come across any weaknesses in internal control.
4. The transactions that are required to be entered into the Register in pursuance of Section 301 of the Companies Act 1956 have been so entered.
5. According to the information and explanations given to us, the Company has not accepted any deposits from the public. Hence the provisions of Section 58A and 58AA of the Companies Act, 1956, Companies (Acceptance of Deposits) Rules, 1975 and directives issued by the Reserve Bank of India in this respect, are not applicable.
6. In our opinion and according to the explanation given to us, the Company has adequate internal audit system commensurate with its size and nature of its business.
7. The Company is regular in depositing undisputed statutory dues including provident Fund, Investor Education Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amount payable in respect of income tax, wealth tax, service tax, sales tax, custom duty, excise duty and cess were in arrears, as at 31st march, 2012 for a period of more than six months from the date they became payable.

According to the information and explanations given to us, there are no dues outstanding of income tax, wealth tax, service tax, sales tax, custom duty, excise duty and cess on account of dispute other than the following:

Name of Statute	Amount (in Rs)	Relating to the Asst. year	Forum where dispute is pending
SALES TAX	392600	1988-89	Sale Tax Tribunal Chandigarh
SALES TAX	528400	1989-90	Sale Tax Tribunal Chandigarh
SALES TAX	557560	1990-91	Sale Tax Tribunal Chandigarh
SALES TAX	441881	1991-92	Sale Tax Tribunal Chandigarh
SALES TAX	655077	1992-93	Sale Tax Tribunal Chandigarh
INCOME TAX	167980	2006-07	Income Tax Department, Kolkata

8. The accumulated losses of the Company as at 31st March, 2011 are more than fifty percent of its net worth. The company has not incurred a cash loss during the financial year ended on that date nor in the immediately preceding financial year.
9. The Company is not required to maintain any cost records under section 209(1)(d) of the Companies Act, 1956.
10. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
11. Proper records have been maintained of the transactions and contracts and timely entries have been made therein. The shares and securities and other investments are held by the company in its own name.
12. In our opinion and according to the information and explanations given to us, the nature and activities of the company does not attract any special statute applicable to chit fund and nidhi/ mutual benefit fund/societies.
13. The Company has not given any guarantee for loans taken by others from Banks or Financial Institutions.
14. The company has not raised any term loans, so the provisions are not applicable to the Company.
15. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no fund raised on short term basis have been used for long term investments. No long term funds have been used to finance short term requirement.
16. During the year, the Company has not issued and allotted any Equity shares to parties and companies covered in the register maintained under section 301 of the Act.
17. The Company has not raised any money during the reporting year through any public issue.
18. No fraud on or by the Company has been noticed or reported during the course of our audit.
19. The other provisions of the Order do not appear to be applicable for the year under report.

For **BHARAT D. SARAWGEE & CO.**
Chartered Accountants.
ICAI Reg. No 326264E

Bharat D. Sarawgee
Partner
M. No.- F 61505

Place: Kolkata.
Dated: 30th May, 2012.

Balance Sheet As At 31st March, 2012

Particulars	Note No.	As At March 31, 2012 Rs.	As At March 31, 2011 Rs.
EQUITY & LIABILITIES			
Shareholders' Funds			
Share Capital	2.1	14,569,000	14,569,000
Reserves & Surplus	2.2	(7,271,217)	(7,528,908)
Non-Current Liabilities			
Current Liabilities			
Trade payables	2.3	39,974	545,486
Short-term provisions	2.4	833,247	780,668
Total		8,171,004	8,366,246
ASSETS			
Non-Current Assets			
Fixed Assets :			
Tangible Assets	2.5	12,013	15,842
Non-current Investments	2.6	6,207,079	6,207,079
Current Assets			
Current Investments	2.7	1,109,483	-
Trade Receivables	2.8	452,500	655,000
Cash and cash equivalents	2.9	62,429	31,373
Short-term loans and advances	2.10	327,500	1,430,100
Other current assets	2.11	-	26,852
Total		8,171,004	8,366,246

Summary of Significant Accounting Policies 1

Notes on Financial Statements 2.1 to 2.28

The accompanying notes are an integrated part of the Financial Statements.

As per our Report of even date attached

For **Bharat D. Sarawgee & Co.**

Chartered Accountants

Bharat D.Sarawgee

Partner

Membership No. 061505

Trust House, 2nd Floor,

32-A-Chittaranjan Avenue,

Kolkata-700001

Date : May 30, 2012

For and on behalf of the Board

M. K. PASRIJA - DIRECTOR

SUPRAVARAKSHIT - DIRECTOR

SUMIT SABHARWAL - DIRECTOR

Statement of Profit and Loss for the year ended 31st March 2012

	Note No.	As At March 31, 2012 Rs.	As At March 31, 2011 Rs.
Revenue from Operations			
Other Operating Revenues	2.12	625,000	700,000
		625,000	700,000
Other Income	2.13	171,433	142,090
Total Revenue		796,433	842,090
Expenses :			
Employee benefits expenses	2.14	96,963	78,680
Depreciation & Amortization expenses	2.5	3,829	3,829
Other Expenses	2.15	437,950	463,042
Total Expenses		538,742	545,551
Profit before tax		257,691	296,539
Tax Expenses		-	-
Profit for the period		257,691	296,539
Earnings per equity share			
Basic and Diluted		0.18	0.20

Summary of Significant Accounting Policies 1

Notes on Financial Statements 2.1 to 2.28

The accompanying notes are an integrated part of the Financial Statements.

As per our Report of even date attached

For **Bharat D. Sarawgee & Co.**
Chartered Accountants

Bharat D.Sarawgee
Partner

Membership No. 061505
Trust House, 2nd Floor,
32-A-Chittaranjan Avenue,
Kolkata-700001
Date : May 30, 2012

For and on behalf of the Board

M. K. PASRIJA - DIRECTOR
SUPRAVARAKSHIT - DIRECTOR
SUMIT SABHARWAL - DIRECTOR

Cash Flow Statement for the year ended 31st March 2012

	Year Ended 31st March 2012	Year Ended 31st March 2011
A. Cash Flow from Operating Activities :		
Profit before tax	257,691	296,539
Non-cash adjustments to reconcile profit before tax to net cash flows		
Depreciation / Amortisation	3,829	3,829
Interest Income	(105,316)	(75,253)
Dividend Income	(66,117)	(66,837)
	(167,604)	(138,261)
Operating Profit before Working Capital Changes	90,087	158,278
Movement in working capital		
Increase / (Decrease) in Trade Payables	(505,512)	517,353
Increase / (Decrease) in Short Term Provisions	340	-
Increase / (Decrease) in Other Current Liabilities	-	(5,000)
Increase / (Decrease) in Trade Receivables	202,500	(160,000)
Increase / (Decrease) in Short Term Loans and Advances	1,102,600	(1,100,250)
	799,928	(747,897)
Cash Generated from / (used in) Operations	890,015	(589,619)
Direct Taxes Paid (net of refunds)	52,239	(617,695)
Cash Flow from Operating Activities (A)	942,254	(1,207,314)
B. Cash Flow from Investing Activities		
Sale of Investments	-	1,081,008
Purchase of Investments	(1,109,483)	(15,704)
Interest Received	132,168	48,401
Dividend Received	66,117	66,837
Net Cash Flow from / (used in) Investing Activities (B)	(911,198)	1,180,542

Cash Flow Statement for the year ended 31st March 2012 (Contd.)

	Year Ended 31st March 2012	Year Ended 31st March 2011
C. Cash Flow from Financing Activities	-	-
Net Cash Flow from / (used in)		
Financing Activities (C)	-	-
Net Increase / Decrease) in		
Cash & Cash Equivalents (A+B+C)	31,056	(26,772)
Cash & Cash Equivalents at the beginning of the year	31,373	58,145
Cash & Cash Equivalents at the end of the year	62,429	31,373
Components of Cash and Cash Equivalents		
Balances with Bank :		
In Current Accounts	62,429	31,373
Cash in Hand	-	-
Total Cash and Cash Equivalents 2.18	62,429	31,373

Summary of Significant Accounting Policies

As per our Report of even date attached

For **Bharat D. Sarawgee & Co.**
Chartered Accountants

Bharat D.Sarawgee*Partner*

Membership No. 061505
Trust House, 2nd Floor,
32-A-Chittaranjan Avenue,
Kolkata-700001
Date : May 30, 2012

For and on behalf of the Board

M. K. PASRIJA - DIRECTOR
SUPRAVA RAKSHIT - DIRECTOR
SUMIT SABHARWAL - DIRECTOR

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

1 Significant Accounting Policies

Accounting Concepts

The Company follows the mercantile system of accounting and recognises Income & Expenditure on accrual basis.

Inventories

Inventories are valued at the lower of cost and estimated net realisable value.

Depreciation and amortization expenses

Depreciation has been charged on straight line method at the rates prescribed in Schedule XIV to the Companies Act, 1956.

Investment and Dividend

Investment being long term in nature are carried at cost. Diminution in value of each of these unless considered to be permanent in nature, is not recognised. Dividend income is accounted for when right to receive is established.

	For the Year Ended March 31, 2012 Rs.	For the Year Ended March 31, 2011 Rs.
2.1 Share Capital		
Authorised		
15,00,000 (Previous Year 15,00,000)		
Equity Shares of Rs.10/-each	15,000,000	15,000,000
	15,000,000	15,000,000
Issued, subscribed and paid-up capital		
14,56,380 (Previous Year 14,56,380)		
Equity Shares of Rs.10 each fully paid-up	14,563,000	14,563,000
1,200 Equity Shares of Rs.10/- each Fully Called up	12,000	12,000
Less : Unpaid Allotment Money @ Rs.5/- each	<u>6,000</u>	<u>6,000</u>
	6,000	6,000
	14,569,000	14,569,000

The Company has only one class of Equity Shares having a par value of Rs.10 each. Each Shareholders of equity shares is entitled to one vote per share.

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS (Contd.)

Reconciliation of the number of shares outstanding	No. of Shares	No. of Shares
Number of shares at the beginning	1,456,300	1,456,300
Add : Shares issued during the year	-	-
Less : Shares bought back during the year	-	-
Number of shares at the end	1,456,300	1,456,300

Detail of the shareholders holding more than five percent shares alongwith number of shares held

Name of Shareholder	No. of Shares	No. of Shares
Pallawi Resources Ltd	243,099	-
Rasoi Ltd	-	243,099

2.2 Reserves and Surplus

Capital Reserve		
As per last Balance Sheet	8,175,000	8,175,000
Investment Allowance Utilised Reserve		
As per last Balance Sheet	1,845,650	1,845,650
Surplus as per statement of Profit & Loss Account		
As per last Balance Sheet	(17,549,558)	(17,846,097)
Add : Net Profit after Tax transferred from Statement of Profit & Loss Account	257,691	296,539
Net Surplus in the Statement of Profit and Loss	(17,291,867)	(17,549,558)
	(7,271,217)	(7,528,908)

2.3 Trade Payables

Payables for goods and services	39,974	545,486
	39,974	545,486

2.4 Short-term provisions

Provision for Employee Benefits	6,020	5,680
Income Tax (Net)	827,227	774,988
	833,247	780,668

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS (Contd.)**2.5 Non-Current Assets**

Description	Gross Block				Depreciation/Amortisation			Net Block		
	Cost as at	Additions	Deductions	Total	As at	For the	Deduction	As at	As at	As at
	01.04.2011			31.03.2012	01.04.2011	Year		31.03.2012	31.03.2012	31.03.2011
	Rs.			Rs.	Rs.	Rs.	Rs.		Rs.	Rs.
Tangible Assets :										
Computer	75,322	-	-	75,322	59,480	3,829	-	63,309	12,013	15,842
Total	75,322	-	-	75,322	59,480	3,829	-	63,309	12,013	15,842
Previous Year	75,322	-	-	75,322	55,651	3,829	-	59,480	15,842	

2.6 Non-Current Investments

March 31 2012	March 31 2011	Face Value	As at March 31, 2012	As at March 31, 2011
Number of Shares/Units/Bonds		Rs.	Rs.	Rs.
Other investments (fully paid-up) - Non trade (valued at cost unless stated otherwise)				
i) Long Term :-				
Investments in equity instruments				
Other Body Corporates - Fully Paid up (Quoted)				
		Trade		
100	100	Bhaagyalakshmi Vegetable Products Ltd	10	1,000
100	100	Liberty Oil Mills Ltd	10	7,000
100	100	Rajadhiraj Industries Ltd	10	2,000
100	100	RCS Vanaspati Industry Ltd	10	1,000
350	350	Vegetable Products Ltd	10	3,500
		Other than Trade		
1	1	Emami Ltd	2	144
5	5	H T Media Ltd	2	474
50	50	Maharashtra Explosives Ltd	10	500
450	450	Larsen & Toubro Ltd	2	920,999
600	600	Nellimarla Jute Mills Co Ltd	10	6,600
14,000	14,000	Rolta India Ltd	10	5,187,912
1,100	1,100	Texport Textiles Ltd	10	11,000
1,100	1,100	Teesta Agro Industries Ltd	10	11,000
150	150	Uniworth Textiles Ltd	10	4,950
3,000	3,000	Uniworth International Ltd	10	48,000
150	150	Usha Oil Udyog Ltd	10	1,000
		Total (i)		<u>6,207,079</u>
ii) Non-Long Term :-				
Investment				
		Total (ii)		<u>-</u>
		Total (i+ii)		<u>6,207,079</u>

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS (Contd.)**2.7 Current Investments**

March 31 2012	March 31 2011	Face Value Rs.	As at March 31, 2012 Rs.	As at March 31, 2011 Rs.	
Number of Shares/Units/Bonds					
Other investments (fully paid-up) - Non trade					
i) Long Term :-					
Investment					
	Total (i)		-	-	
ii) Non-Long Term :-					
Investments in Mutual Funds - Units (Unquoted)					
1,108.240	-	Reliance Money Manager Fund- Retail Option-Daily Dividend Plan	1,000	1,109,483	-
	Total (ii)		1,109,483	-	
	Total (i+ii)		1,109,483	-	

	As at March 31, 2012 Rs.	As at March 31, 2011 Rs.
--	--------------------------------	--------------------------------

2.8 Trade Receivables

Unsecured

Trade receivable outstanding for a period exceeding six months from the date they are due for payment

Secured-Considered good - 25,000.00

Other debts

Secured-Considered good 452,500.00 630,000.00

452,500.00 655,000.00

2.9 Cash and Cash Balances

(As Certified by management)

Balance with Bank in

Current Account 62,429.00 31,373.00

62,429.00 31,373.00

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS (Contd.)

	As at March 31, 2012 Rs.	As at March 31, 2011 Rs.
2.10 Short-term loans and advances		
Unsecured, considered good		
Loans and Advances to Employee	-	2,600.00
Loans to Body Corporate	-	1,100,000.00
Advances to Suppliers	7,500.00	7,500.00
Others	320,000.00	320,000.00
	327,500.00	1,430,100.00
2.11 Other current assets		
Interest Receivable	-	26,852.00
	-	26,852.00
2.12 Other Operating Revenues		
Service Charges	625,000.00	700,000.00
	625,000.00	700,000.00
2.13 Other Income		
Interest on Income Tax Refund	3,874.00	-
Interest on Loan	101,442.00	75,253.00
Dividend on Current Investments (other than trade)	9,483.00	-
Dividend on Non Current Investments (other than trade)	56,634.00	66,837.00
	171,433.00	142,090.00
2.14 Employee benefits expenses		
Salaries & Bonus	77,547.00	73,840.00
Staff Welfare Expenses	19,416.00	4,840.00
	96,963.00	78,680.00

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS (Contd.)

	As at March 31, 2012 Rs.	As at March 31, 2011 Rs.
2.15 Other Expenses		
Rent	39,708.00	36,000.00
Rates and taxes	4,350.00	4,350.00
Repairs & Maintenance to Other	9,207.00	9,335.00
Auditor's remuneration for :		
Audit fees	8,000.00	8,000.00
Other services	4,500.00	4,900.00
Advertisement	27,420.00	25,514.00
Fees & Subscription	143,331.00	69,345.00
Office Maintenance Expense	43,478.00	51,432.00
Postage & Telegram	38,718.00	42,651.00
Printing & Stationery	50,967.00	59,358.00
Service Charges	19,500.00	19,500.00
Travelling & Conveyance	25,145.00	80,252.00
Miscellaneous expenses	23,626.00	52,405.00
	<u>437,950.00</u>	<u>463,042.00</u>

2.16 Contingent Liabilities

- i) Sales Tax cases under appeal for the years 1988-1989 to 1992-1993 regarding disputed liabilities of Rs.25,75,518/-(Previous year Rs.25,75,518/-) against which Rs.Nil (Previous Year Rs.Nil) has been deposited.
- ii) Income Tax case under appeal before the Honourable Income Tax appellate tribunal (ITAT) for the Assessment year 2007-2008 regarding disputed liability including interest amounting to Rs.11,45,070/- against which Rs.6.10 Lacs has been deposited was decided in favour of the Company by the ITAT.
- iii) Income Tax case before the Income tax department for the Assessment Year 2006-2007 regarding disputed liability including interest amounting to Rs.1,67,980/-.

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS (Contd.)

2.17 Production - Nil (Previous Year -Nil)

2.18 Consumption of Raw Materials - Nil (Previous Year -Nil)

2.19 Accounting Standard as to Segment Reporting is not applicable to the Company as there is only one Business Segment during the year.

2.20 Comprehensive adjustment entries pertaining to the figure of 'Advance Taxes Rs.23.02 Lacs' and the figure of Provision of Tax Rs.31.51 Lacs' netted off under 'Current Liabilities-Short Term Provisions' have not yet been made in the books of accounts in absence of complete details though there is no outstanding liability in respect of Income tax as on the Balance Sheet date except the demand for Assessment Year 2007-2008 amounting to Rs.11,45,070/-(Out of which Rs.6,10,000/-allready have been paid and shown under the head netted off Current Liabilities-Short Term Provision) and the said demand has been vacated by the Honourable Income Tax appellate Tribunal. Further demand for Assessment Year 2006-2007 amounting to Rs.1,67,980/ - by income tax department for which application U/s 154 has been made.

2.21 Deferred Tax

The Company has a 'Carried forward unabsorbed business loss, depreciation and capital loss" amounting to Rs.28,63,641/-(for Income Tax purposes) as on 31st March 2012 which could result in a Deferred Tax Asset. But,since,in the Management's opinion there is no reasonable certainty of sufficient taxable profits in future against which the deferred tax assets could be realised, on consideration of prudence, no Deferred Tax Assets has been created.

2.22 Market value of investment : As the market quotations for most of the investments shown under Note "2.12 " (cost Rs.62,07,079/-) are not available, the carrying amount in accordance with AS-13 cannot be ascertained.Consequently,the resultants reduction, if any, could not be determined.

2.23 Earning per share :

	Year ended 31.03.2012	Year ended 31.03.2011
Net Profit before tax as per Profit & Loss Account	257,691	296,539
Provision for tax	-	-
Net profit for calculation of basic & diluted EPS	257,691	296,539
Weighted average no. of equity shares	1,456,300	1,456,300
Nominal value per share	10	10
Earning per share	0.18	0.20

2.24 The employees of the Company have waived their right to claim any Gratuity, PF and ESI benefits or any other welfare benefit , hence no provision of pursuance of AS-15 in respect of liabilities of these benefits.

2.25 There is no impairment of assets exist. The Management expects to recover amount higher than the carrying value of Fixed Assets.

2.26 The service tax component of payment to auditors has been debited to “Fess and Subscription” and therefore not included in the figures of auditor’s remuneration.

2.27 Related party disclosure :

Key Management Personnel and their relatives who exercise control

- 1) Shri Mahendra Kumar Pasrija - Director
- 2) Shri Sumit Sabharwal - Director
- 3) Smt Suprava Rakshit - Director

Enterprise where KMP/Relatives of KMP have significant influence

- 1) Silver Trading & Services Ltd
- 2) Pallawi Resources Ltd

There is no related party transaction during the year as certified by the management.

2.28 Till the year ended March, 31 2011, the company was using pre-revised Schedule-VI to the Companies Act, 1956, for the preparation and presentation of its financial statements. During the year ended 31st March 2012, the revised schedule-VI notified under the Companies Act, 1956, has become applicable to the company. The company has reclassified previous year figures to confirm to this years classification.

As per our Report of even date attached

For **Bharat D. Sarawgee & Co.**
Chartered Accountants

Bharat D.Sarawgee

Partner

Membership No. 061505
Trust House, 2nd Floor,
32-A-Chittaranjan Avenue,
Kolkata-700001
Date : May 30, 2012

For and on behalf of the Board

M. K. PASRIJA - DIRECTOR
SUPRAVA RAKSHIT - DIRECTOR
SUMIT SABHARWAL - DIRECTOR

BHIWANI VANASPATI LIMITED

(Registered Office : Rasoi Court, 20 Sir R. N. Mukherjee Road, Kolkata 700 001)

PROXY FORM

I/We.....

of.....

Being member/members of the above named company hereby appoint.....

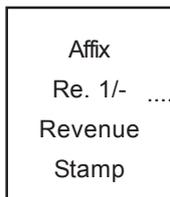
.....of.....

or failing him.....

Of.....

As my/our proxy, to vote for me/us on my/our behalf at the FORTYFIRST ANNUAL GENERAL MEETING of the Company, will be held at 11.30 A.M. on Friday, the 21st September, 2012 at Rasoi Court, 20, Sir R.N. Mukherjee Road, Kolkata -700 001 adjournment thereof.

Date.....



Note : Proxies must reach the Company's Registered Office not less than 48 hours before the meeting.

----- Tear Here -----

BHIWANI VANASPATI LIMITED

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Name of the Attending Member (in Block Letters)	Member's Account Member/Registered Folio
Name of the Proxy (In Block Letters) (To be filled in the Proxy attends instead of the member)	

No. of Shares held

I hereby record my presence at the FORTYFIRST GENERAL MEETING at Rasoi Court, 20, Sir. R. N. Mukherjee Road, Kolkata 700 001

Member's/Proxy's Signature
(to be signed at the time of handing
over this slip)

Note : The copy of the Annual Report may please be brought to the Meeting Hall

BHIWANI
VANASPATI LIMITED

ANNUAL REPORT
2011 - 2012

Book Post

If undelivered, please return to :

BHIWANI VANASPATI LIMITED

Rasoi Court,

20 Sir R. N. Mukherjee Road,

Kolkata 700 001

DIRECTORS

**M. K. PASRIJA
SUPRAVA RAKSHIT
SUMIT SABHARWAL**

AUDITORS

BHARAT D. SARAWGEE & CO.

BANKERS

ORIENTAL BANK OF COMMERCE

REGISTERED OFFICE

**RASOI COURT
20, SIR R. N. MUKHERJEE ROAD,
KOLKATA - 700 001
WEST BENGAL**

EQUITY SHARES LISTED ON

CALCUTTA AND DELHI STOCK EXCHANGE