

BHIWANI
VANASPATI LIMITED

ANNUAL REPORT
2 0 1 2 - 2 0 1 3

DIRECTORS

**SUPRAVA RAKSHIT
R S VAIDYANATHAN
DINDAYAL BHIWANIWALLA
M K PASRIJA**

AUDITOR

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

NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting of the Members of BHIWANI VANASPATI LIMITED will be held on Friday, the 20th September, 2013 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, 2013 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 Mrs Suprava Rakshit, who retires by rotation and being eligible, offers herself 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 Mr R S Vaidyanathan who was appointed as Additional Director of the Company with effect from 14th February, 2013 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.”

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

“Resolved that Mr Dindayal Bhiwaniwalla who was appointed as Additional Director of the Company with effect from 14th February, 2013 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: 29th May, 2013

By Order of the Board

SUPRAVARAKSHIT
DIRECTOR

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxies to be effective should be deposited at the registered office of the company not later 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 Friday, 13th September, 2013 to Friday, 20th September, 2013 (both days inclusive) in connection with the Annual General Meeting.
3. As a measure of economy, copies of the Annual Report 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.
5. The relevant documents are available for inspection by the members of the Company at the registered office from 10.30 a.m. to 12.30 p.m. on any working days, except Sundays, upto the date of the Annual General Meeting.
6. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the Special Business to be transacted at the meeting is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**Item no 4 & 5**

Mr R S Vaidyanathan is a Chartered Chemist and wide experience as an oil technologist, aged 79 years and Mr Dindyal Bhiwaniwalla is a Business man aged 62 years and varied experience in Business Management and allied areas. The Management of your Company believed that the appointment of Mr R S Vaidyanathan and Mr Dindyal Bhiwaniwalla will be beneficial and in the interest of the Company and its stakeholders.

Your Company had appointed Mr R S Vaidyanathan and Mr Dindyal Bhiwaniwalla in the Board Meeting held on 14.02.2013 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 Mr R S Vaidyanathan and Mr Dindyal Bhiwaniwalla 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, except Mr R S Vaidyanathan and Mr Dindyal Bhiwaniwalla, are concerned or interested in the said Resolution.

Registered Office:

Rasoi Court
20 Sir R N Mukherjee Road
Kolkata 700 001
Dated: 29th May, 2013

By Order of the Board

SUPRAVARAKSHIT
DIRECTOR

DIRECTOR'S REPORT

TO THE MEMBERS

Your Directors present the 42nd Annual Report of the Company for the year ended 31st March, 2013.

FINANCIAL RESULTS

(₹ In Lacs)

	Year Ended 31.03.2013	Year Ended 31.03.2012
Total Sales (Including Other Income)	4.98	7.96
Profit/(Loss) before interest and Depreciation	0.79	2.62
Depreciation	0.04	0.04
Net Profit/(Loss) after Tax	0.75	2.58

YEAR UNDER REVIEW

Sales Including Other Total Income of your Company during the year under review amounted to ₹ 4.98.lacs as against ₹ 7.96 lacs during the previous year.

The working of your Company was adversely affected for the Twentyfirst year in succession. Your Company had a net profit after tax of ₹ 0.75 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).

DIRECTORS

Smt Suprava Rakshit, Director of the Company retires at the forthcoming Annual General Meeting and being eligible, offers herself for reappointment.

The Board of Directors had appointed Mr R S Vaidyanathan and Mr Dindayal Bhiwaniwalla as non-executive independent additional directors with effect from 14th February 2013. They shall hold office till the conclusion of the ensuing Annual General Meeting of the Company and 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 Mr R S Vaidyanathan and Mr Dindayal Bhiwaniwalla for the office of Directorship.

Mr Sumit Sabharwal resigned from the board with effect from 14th February, 2013. The Board of Director conveyed their sincere appreciation to him for the valuable services rendered by him to the Company during his 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 2012-2013 is enclosed as part of Directors' Report.

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.

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 Directors' 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: 29th May, 2013

SUPRAVA RAKSHIT
DIRECTOR

ANNEXURE TO DIRECTORS' REPORT

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 31.03.2013.

**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 (₹/Lacs)	NIL	NIL
Rate / Unit (₹)	NIL	NIL
(b) Own Generation		
Through Diesel Generation		
Units (in thousand)	NIL	NIL
Unit (per litre of Diesel Oil)	NIL	NIL
Cost / unit (₹)	NIL	NIL
2. COAL		
Quantity (M.T.)	NIL	NIL
Total Cost (₹/Lacs)	NIL	NIL
Average Rate (₹)	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 ₹ 150 Lacs
Paid Up Capital ₹ 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, 2013 (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 5 times respectively on 30.05.2012, 10.08.2012, 17.09.2012, 12.11.2012 and 14.02.2013 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 14.09.2012 to 21.09.2012 (both days inclusive) during the financial year and duly complied the provisions of the Act.
6. The Annual General Meeting for the financial year ended on 31st March, 2012 was held on 21st September, 2012 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 there was appointment/ resignation of additional directors, 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, during the financial year ended 31st March, 2013.
25. The company has made loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of Section 372A of the Act and has made necessary entries in the register kept for the purpose during the financial year and has also obtained Shareholders consent by passing of Resolution by Postal Ballot as per provisions of Section 192A on 17.09.2012.
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: 29th May, 2013

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. Books of Accounts u/s. 210
6. Register of Directors, Managing Director & Secretary u/s 303
7. Register of Directors shareholding u/s. 307
8. Register of Directors Attendance
9. Minute Book of Directors & Members u/s.193
10. Register of Contracts u/s. 301
11. 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, 2013.

Sl. No.	Form No/ Return	Filed u/s.	For	Filed on	Filed in Due Date	Additional Filing Fees Paid
(i)	32	260	Change in Designation of Mrs Suprava Rakshit & Mr Sumit Sabharwal from Additional Director to Director on 21.09.2012, filed on 27.09.2012.		Yes	No
(ii)	23	372A	Inter Corporate Investment passed by Postal Ballot on 17.09.2012, filed on 27.09.2012.		Yes	No
(iii)	66	383A	Financial Year ended on 31.03.2012, AGM held on 21.09.2012, filed on 25.09.2012.		Yes	No
(iv)	20B	161	Financial Year ended on 31.03.2012, AGM held on 21.09.2012, filed on 07.11.2012.		Yes	No
(v)	23AC-XBRL/ 23ACA-XBRL	220	Financial Year ended on 31.03.2012, AGM held on 21.09.2012, filed on 14.12.2012.		Yes	No
(vi)	32	260	Appointment of Mr R S Vaidyanathan & Mr Dindayal Bhiwaniwalla as an Additional Director & Cessation of Mr Sumit Sabharwal, Director on 14.02.2013, filed on 18.02.2013.		Yes	No

INDEPENDENT AUDITORS' REPORT

**TO
THE SHAREHOLDERS OF
BHIWANI VANASPATI LIMITED**

We have audited the accompanying financial statements of the **BHIWANI VANASPATI LIMITED**, which comprise the Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss and the cash flow statement for the year ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal Control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act 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 at 31st March, 2013;
- (ii) in the case of the Profit and Loss Account of the profit for the year ended on that date; and
- (iii) in the case of the Cash Flow Statement, of cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a Statement on the matters specified in paragraphs 4 and 5 of the Order. As required by Section 227(3) of the Act, We report that:

We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit and have found them to be satisfactory.

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.

The Balance Sheet and the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this report, are in agreement with the books of account.

In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement Comply with the Accounting Standards referred to in Section 211(3C) of the Act.

As per information and explanation given to us the Central Government has, till date, not prescribed any cess payable under section 441A of the Companies Act, 1956.

On the basis of the written representation received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **BHARAT D. SARAWGEE & CO.**

Chartered Accountants.

ICAI Reg. No 326264E

Bharat D. Sarawgee

Partner

M. No.- F 61505

Place of Signature : Kolkata

Date of Report : 29th May, 2013.

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, 2013.

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, 2013 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 ₹)	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 Company have accumulated losses in the current and immediately preceding Financial Year but has not incurred cash losses in the Current Year as well as 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 of Signature : Kolkata

Date of Report : 29th May, 2013.

Balance Sheet As At 31st March, 2013

Particulars	Note No.	As At March 31, 2013 ₹	As At March 31, 2012 ₹
EQUITY & LIABILITIES			
Shareholders' Funds			
Share Capital	2.1	14,569,000	14,569,000
Reserves & Surplus	2.2	(7,195,761)	(7,271,217)
Current Liabilities			
Trade payables	2.3	38,463	39,974
Short-term provisions	2.4	788,362	833,247
Total		8,200,064	8,171,004
ASSETS			
Non-Current Assets			
Fixed Assets :			
Tangible Assets	2.5	8,184	12,013
Non-current Investments	2.6	7,207,079	6,207,079
Current Assets			
Current Investments	2.7	-	1,109,483
Trade Receivables	2.8	635,000	452,500
Cash and cash equivalents	2.9	22,301	62,429
Short-term loans and advances	2.10	327,500	327,500
Total		8,200,064	8,171,004
Summary of Significant Accounting Policies	1		
Notes on Financial Statements	2.1 to 2.26		

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 29, 2013

For and on behalf of the Board

SUPRAVARAKSHIT - DIRECTOR
R S VAIDYANATHAN - DIRECTOR
DINDAYAL BHIWANIWALLA - DIRECTOR

Statement of Profit and Loss for the year ended 31st March 2013

	Note No.	As At March 31, 2013 ₹	As At March 31, 2012 ₹
Revenue from Operations			
Other Operating Revenues	2.11	425,000	625,000
		425,000	625,000
Other Income	2.12	73,191	171,433
Total Revenue		498,191	796,433
Expenses :			
Employee benefits expenses	2.13	92,372	96,963
Depreciation & Amortization expenses	2.5	3,829	3,829
Other Expenses	2.14	326,534	437,950
Total Expenses		422,735	538,742
Profit before tax		75,456	257,691
Tax Expenses		-	-
Profit for the period		75,456	257,691
Earnings per equity share			
Basic and Diluted		0.05	0.18

Summary of Significant Accounting Policies 1

Notes on Financial Statements 2.1 to 2.26

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 29, 2013

For and on behalf of the Board

SUPRAVA RAKSHIT - DIRECTOR
R S VAIDYANATHAN - DIRECTOR
DINDAYAL BHIWANIWALLA - DIRECTOR

Cash Flow Statement for the year ended 31st March 2013

	Year Ended 31st March 2013	Year Ended 31st March 2012
A. Cash Flow from Operating Activities :		
Profit before tax	75,456	257,691
Non-cash adjustments to reconcile profit before tax to net cash flows		
Depreciation & Amortisation expenses	3,829	3,829
Interest Income	-	(105,316)
Dividend Income	(73,191)	(66,117)
	<u>(69,362)</u>	<u>(167,604)</u>
Operating Profit before Working Capital Changes	6,094	90,087
Movement in working capital		
Increase / (Decrease) in Trade and other Payables	(3,896)	(505,172)
Increase / (Decrease) in Trade Receivables	(182,500)	202,500
Increase / (Decrease) in Short Term Loans and Advances	-	1,102,600
	<u>(186,396)</u>	<u>799,928</u>
Cash Generated from / (used in) Operations	(180,302)	890,015
Direct Taxes Paid (net of refunds)	(42,500)	52,239
Cash Flow from Operating Activities (A)	(222,802)	942,254
B. Cash Flow from Investing Activities		
Sale of Investment	1,133,233	-
Purchase of Investment	(1,023,750)	(1,109,483)
Interest Received	-	132,168
Dividend Received	73,191	66,117
Net Cash Flow from / (used in) Investing Activities (B)	182,674	(911,198)

Cash Flow Statement for the year ended 31st March 2013 (Contd.)

	Year Ended 31st March 2013	Year Ended 31st March 2012
C. Cash Flow from Financing Activities	-	-
Net Cash Flow from / (used in) Financing Activities (C)	<u>-</u>	<u>-</u>
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	(40,128)	31,056
Cash & Cash Equivalents at the beginning of the year	62,429	31,373
Cash & Cash Equivalents at the end of the year	22,301	62,429
Components of Cash and Cash Equivalents		
Balances with Bank :		
In Current Accounts	22,301	62,429
Total Cash and Cash Equivalents 2.9	22,301	62,429

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 29, 2013

For and on behalf of the Board

SUPRAVARAKSHIT - DIRECTOR
R S VAIDYANATHAN - DIRECTOR
DINDAYAL BHIWANIWALLA - 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.

	As at March 31, 2013 ₹	As at March 31, 2012 ₹
2.1 Share Capital		
Authorised		
15,00,000 (Previous Year 15,00,000)		
Equity Shares of ₹ 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 ₹ 10/- each fully paid-up	14,563,000	14,563,000
1,200 Equity Shares of ₹10/- each Fully Called up	12,000	12,000
Less: Unpaid Allotment Money @ ₹ 5/- each	6,000	6,000
	6,000	6,000
	14,569,000	14,569,000

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

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	243,099

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS (Contd.)**2.2 Reserves and Surplus**

Surplus as per statement of Profit & Loss Account

As per last Balance Sheet *	(7,271,217)	(7,528,908)
Add : Net Profit after Tax transferred from Statement of Profit & Loss A/c	75,456	257,691
	(7,195,761)	(7,271,217)

*The company has regrouped the last year closing balance of Investment Allowance Utilised Reserve ₹ 1,845,650 & Capital Reserve ₹ 8,175,000 to Profit & Loss Account.

2.3 Trade Payables

Payables for goods and services	38,463	39,974
	38,463	39,974

2.4 Short-term provisions

Provision for Employee Benefits	3,635	6,020
Income Tax (Net)	784,727	827,227
	788,362	833,247

2.5 Fixed Assets

Description	Gross Block				Depreciation/Amortisation				Net Block	
	Cost as at 01.04.2012	Additions	Deductions	Total 31.03.2013	As at 01.04.2012	For the Year	Deduction	As at 31.03.2013	As at 31.03.2013	As at 31.03.2012
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Tangible Assets :										
Computer	75,322	-	-	75,322	63,309	3,829	-	67,138	8,184	12,013
Total	75,322	-	-	75,322	63,309	3,829	-	67,138	8,184	12,013
Previous Year	75,322	-	-	75,322	59,480	3,829	-	63,309	12,013	

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS (Contd.)

March 31 2013	March 31 2012	Face Value ₹	As at March 31, 2013 ₹	As at March 31, 2012 ₹	
Number of Shares/Units/Bonds					
2.6 NON-CURRENT INVESTMENTS					
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	1,000
100	100	Liberty Oil Mills Ltd	10	7,000	7,000
100	100	Rajadhiraj Industries Ltd	10	2,000	2,000
100	100	RCS Vanaspati Industry Ltd	10	1,000	1,000
350	350	Vegetable Products Ltd	10	3,500	3,500
Other than Trade					
1	1	Emami Ltd	2	144	144
5	5	H T Media Ltd	2	474	474
50	50	Maharashtra Explosives Ltd	10	500	500
450	450	Larsen & Toubro Ltd	2	920,999	920,999
600	600	Nellimarla Jute Mills Co Ltd	10	6,600	6,600
14,000	14,000	Rolta India Ltd	10	5,187,912	5,187,912
1,100	1,100	Texport Textiles Ltd	10	11,000	11,000
1,100	1,100	Teesta Agro Industries Ltd	10	11,000	11,000
150	150	Uniworth Textiles Ltd	10	4,950	4,950
3,000	3,000	Uniworth International Ltd	10	48,000	48,000
150	150	Usha Oil Udyog Ltd	10	1,000	1,000
100,000	-	IDFC FMP-366 Days-Series-76	10	1,000,000	-
Total (i)				<u>7,207,079</u>	<u>6,207,079</u>
ii) Non-Long Term :-					
Investment					
Total (ii)				<u>-</u>	<u>-</u>
Total (i+ii)				<u>7,207,079</u>	<u>6,207,079</u>
2.7 Current Investments					
Other investments (fully paid-up) - Non trade					
i) Long Term :-					
Investment					
Total (i)				<u>-</u>	<u>-</u>
ii) Non-Long Term :-					
Investments in Mutual Funds - Units (Unquoted)					
-	1,109.483	Reliance Money Manager Fund- Retail Option-Daily Dividend Plan	1,000	-	1,109,483
Total (ii)				<u>-</u>	<u>1,109,483</u>
Total (i+ii)				<u>-</u>	<u>1,109,483</u>

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS (Contd.)

	As at March 31, 2013 ₹	As at March 31, 2012 ₹
2.8 Trade Receivables		
Unsecured		
Other debts		
Secured-Considered good	635,000	452,500
	<u>635,000</u>	<u>452,500</u>
2.9 Cash and Cash Balances		
(As Certified by management)		
Cash and Cash Equivalents		
Balance with Bank in Current Account	22,301	62,429
	<u>22,301</u>	<u>62,429</u>
2.10 Short-term loans and advances		
Unsecured, considered good		
Advances to Suppliers	7,500	7,500
Others	320,000	320,000
	<u>327,500</u>	<u>327,500</u>
2.11 Other Operating Revenues		
Service Charges	425,000	625,000
	<u>425,000</u>	<u>625,000</u>
2.12 Other Income		
Interest on Income Tax Refund	-	3,874
Interest on Loan	-	101,442
Dividend on Current Investments (other than trade)	23,748	9,483
Dividend on Non-Current Investments (other than trade)	49,443	56,634
	<u>73,191</u>	<u>171,433</u>
2.13 Employee benefits expenses		
Salaries & Bonus	74,262	77,547
Staff Welfare Expenses	18,110	19,416
	<u>92,372</u>	<u>96,963</u>

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS (Contd.)

	As at March 31, 2013 ₹	As at March 31, 2012 ₹
2.14 Other Expenses		
Rent	40,452	39,708
Rates and taxes	4,350	4,350
Repairs & Maintenance to Other	5,619	9,207
Auditor's remuneration for :		
Audit fees	10,000	8,000
Other services	11,000	4,500
Advertisement	33,203	27,420
Fees & Subscription	71,990	143,331
Office Maintenance expense	-	43,478
Postage & Telegram	51,772	38,718
Printing & Stationery	55,085	50,967
Service Charges	19,500	19,500
Travelling & Conveyance	-	25,145
Miscellaneous expenses	23,563	23,626
	326,534	437,950

2.15 Contingent Liabilities in respect of :

- i) Sales Tax cases under appeal for the years 1988-1989 to 1992-1993 regarding disputed liabilities of ₹ 2,575,518/- (Previous year ₹ 2,575,518/-) against which ₹ Nil (Previous Year ₹ Nil) has been deposited.
- ii) Income Tax case before the Income tax department for the Assessment Year 2006-2007 regarding disputed liability including interest amounting to ₹ 167,980/- against which company 's petition u/s 154 is pending before the assessing authority.
- iii) Last year Income Tax case under appeal before the Hon'ble Income Tax appellate tribunal (ITAT) for the Assessment year 2007-2008 regarding disputed liability including interest amounting to ₹ 1,145,070/- against which ₹ 6.10 Lacs has been deposited was decided in favour of the Company by the Hon'ble ITAT. The department filed a M.A. before the Hon'ble ITAT against later's aforesaid order which as also been dismissed subsequently though the same was pending as on 31.03.2013.

2.16 Production - Nil (Previous Year -Nil)

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

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS (Contd.)

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

2.19 Deferred Tax

The Company has a "Carried forward unabsorbed business loss and depreciation" amounting to ₹ 2,721,862/- (for Income Tax purposes) as on 31st March 2013 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.

2.20 Market value of investment : As the market quotations for most of the investments shown under Note "2.6" (cost ₹ 7,207,079/-) are not available, the carrying amount in accordance with AS-13 cannot be ascertained. Consequently, the resultants reduction, if any, could not be determined.

2.21 Earning per share :

	Year ended 31.03.2013	Year ended 31.03.2012
	₹	₹
Net Profit before tax as per Profit & Loss Account	75,456	257,691
Provision for tax	—	—
Net profit for calculation of basic & diluted EPS	75,456	257,691
Weighted average no. of equity shares	1,456,300	1,456,300
Nominal value per share	10	10
Earning per share	0.05	0.18

2.22 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.

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

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS (Contd.)

- 2.24** The service tax component of payment to auditors has been debited to “Fees and Subscription” and therefore not included in the figures of auditor’s remuneration.
- 2.25** As per AS-18 disclosure of related party transactions as issued by The Institute of Chartered Accountants of India, there is no related party transactions during the reporting period.
- 2.26** Previous Year’s Figures have been regrouped and rearranged wherever necessary.

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 29, 2013

For and on behalf of the Board

SUPRAVARAKSHIT - DIRECTOR

R S VAIDYANATHAN - DIRECTOR

DINDAYAL BHIWANIWALLA - 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 in the above named Company/hereby appoint
.....of
or failing him.....
of
as my/our proxy to attend and vote for me/us on my/our behalf at the 42nd ANNUAL GENERAL MEETING of the Company to be held at 11.30 a.m. on Friday, 20th September, 2013 at Rasoi Court, 20, Sir R. N. Mukherjee Road, Kolkata-700 001 and at any adjournment thereof.

Folio No No of Shares held.....

Signed this day of 2013

Signature_____

Affix
Re. 1/-
Revenue
Stamp

Note . Proxies must reach the Company's registered office not less than 48 hours before the meeting.

BHIWANI VANASPATI LIMITED

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

ATTENDANCE SLIP

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 42nd ANNUAL GENERAL MEETING at Rasoi Court, 20, Sir R. N. Mukherjee Road, Kolkata-700 001 at 11.30 a.m. on Friday, 20th September, 2013.

.....
Full name of the Proxy (in block letters)

.....
(Signature)

Folio No.:

.....
Full name of the Member (in block letters)

.....
(Signature)

- Notes :
1. Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting.
 2. Member/Proxy holder wishing to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.

Book Post

If undelivered, please return to :

BHIWANI VANASPATI LIMITED

Rasoi Court,

20 Sir R. N. Mukherjee Road,

Kolkata 700 001