

# NOTICE

## BHILWARA TECHNICAL TEXTILES LIMITED

CIN: L18101RJ2007PLC025502

Regd. Office: LNJ Nagar, Mordi, Banswara – 327 001, RAJASTHAN

Phone: 02961 – 231251, 02962 – 302400, Fax: 02961 – 231254

Corporate Office: Bhilwara Towers, A-12, Sector – 1, Noida – 201 301 (U.P)

Phone: 0120 – 4390300 (EPABX), Fax: 0120-4277841

E-mail: [bttil.investor@lnjbhilwara.com](mailto:bttil.investor@lnjbhilwara.com)

Website: [www.bttil.co.in](http://www.bttil.co.in)

### NOTICE

Notice is hereby given that the Twelfth Annual General Meeting of the Members of the Company will be held on Monday, the 29<sup>th</sup> July, 2019 at 11.00 A.M. at the Registered Office of the Company at LNJ Nagar, Mordi, Banswara- 327001, Rajasthan to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements for the year ended the 31<sup>st</sup> March, 2019 along with the Report of Board of Directors and Auditor thereon.
2. To appoint a Director in place of Shri Shekhar Agarwal (DIN: 00066113) who is liable to retire by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### 3. Re- Appointment of Shri Priya Shankar Dasgupta (DIN : 00012552) as Independent Director :

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013, as amended from time to time, and pursuant to the provisions of SEBI ( Listing Obligation and Disclosure Requirement), Regulation 2015 as amended from time to time, consent of members be and is hereby accorded for appointment of Shri Priya Shankar Dasgupta (DIN : 00012552), who was appointed as an Independent Director of the Company for first term of 5 consecutive years at the 7<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2014 and who is eligible for re-appointment for second term and in respect of whom the Company has received notice in writing from a member of the Company under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from 30<sup>th</sup> September, 2019 up to 29<sup>th</sup> September, 2024”.

##### 4. Re- Appointment of Smt. Sunita Mathur (DIN : 00008923) as Independent Director :

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013, as amended from time to time, and pursuant to the provisions of SEBI (Listing Obligation and Disclosure Requirement), Regulation 2015 as amended from time to time, consent of members be and is hereby accorded for appointment of Smt. Sunita Mathur (DIN : 00008923), who was appointed as an Independent Director of the Company for first term of 5 consecutive years w.e.f. 27<sup>th</sup> March, 2015 at the 8<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2015 and who is eligible for re-appointment for second term and in respect of whom the Company has received notice in writing from a member of the Company under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from 27<sup>th</sup> March, 2020.”

##### 5. Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013:

To consider and if thought fit, to pass, with or without modifications, the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is

hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 20 Crores (Rupees Twenty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

By Order of the Board of Directors  
**For Bhilwara Technical Textiles Limited**

Place : Noida (U. P.)  
 Date : 29<sup>th</sup> May, 2019

**Arjun Sharma**  
 Company Secretary &  
 Chief Financial Officer  
 ACS 47848

**NOTES:**

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Businesses to be transacted at the meeting is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING.** A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company, a duly certified Board Resolution authorizing their said representative(s) to attend and vote on their behalf at the meeting.
4. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 23<sup>rd</sup> July, 2019 to Monday, the 29<sup>th</sup> July, 2019 (both days inclusive).
5. The relevant documents accompanying the Notice are open for inspection to the members at the Registered Office of the Company during the normal business hours of the Company upto the date of the Meeting.
6. Members are requested to bring their attendance slip with their copy of Annual Report to the meeting.
7. In case of Joint holders attending the meeting, only such joint holder whose name appears earlier in the order of names will be entitled to vote.
8. Members are requested to:
  - (i) Quote their folio number/client ID in all correspondence with the Company.
  - (ii) Notify immediately to the Company all changes with respect to their bank details, mandate, nomination, Power of Attorney and Change of Address. Members holding shares in electronic form should send their requests regarding the same to their respective Depository Participants.
9. Members who are holding Company's shares in electronic form are required to bring details of their Depository Account such as Client ID and DP ID Numbers for identification.
10. Members seeking any information/clarification with regard to accounts and audit are requested to write to the Company in advance and their queries should reach the Registered Office of the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information/clarification ready.
11. Members holding shares in physical form are requested to furnish their email ID through e-mail at **bttl.investor@injbhilwara.com** and/or send letter to us quoting their Folio No. and e-mail ID to enable us to serve any document, notice, communication, annual reports etc. through e-mail. For members who have not registered their email addresses, physical copies of the Annual Report 2019 are being sent by the permitted mode. Members holding shares in demat form may get their email ID updated with their respective Depository Participants. We request the members to continue to support the Green Initiative introduced by MCA and make it a success.
12. The Notice and Annual Report of the Company will also be available on the website of the Company, [www.bttl.co.in](http://www.bttl.co.in).
13. Members holding shares in physical form are requested to dematerialise their holdings in their own interest. Attention of the members holding shares in physical form is also drawn towards the recent amendment by SEBI which stipulates that except in the case of transmission and transposition of shares, requests for effecting transfer of shares shall not be processed after 31st March, 2019 unless the securities are held in dematerialized form.

- 14. Details under Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard-2 in respect of the Directors seeking re-appointment at the 12<sup>th</sup> Annual General Meeting, forms integral part of the notice as **Annexure-I**.
- 15. In case of transfer of Physical Shares before 31<sup>st</sup> March, 2019, the transferor(s) and transferee(s) are requested to furnish a copy of the PAN card to the RTA for registration of transfer of shares in physical form.
- 16. Route map of the Annual General Meeting Venue is annexed to this notice.

**17. Voting through electronic means**

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015 (“Amended Rules 2015”) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The member may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e-voting).
- II. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e - voting).
- III. The facility for voting through ballot paper will also be made available at the Meeting and members attending the Meeting, who have not already cast their votes by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.
- IV. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes again.
- V. The remote e-voting period commences at 9.00 a.m. on Friday, the 26<sup>th</sup> July, 2019 and will end at 5.00 p.m. on, Sunday, the 28<sup>th</sup> July, 2019. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday the 22<sup>nd</sup> July, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The details of the process and manner for remote e-voting are explained as under:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

**Step 1: Details are mentioned below:**

How to Log-in to NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:  
<https://www.evoting.nsdl.com/>.
- 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e- Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

- 4. Your User ID details will be as per details given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example, if EVEN is 101456 and folio number is 001*** then user ID is 101456001***

- 5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 

Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

"Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) in mentioning your demat account number/folio number, your PAN, your name and your registered address.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders:**

- I. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [manisha.pcs@gmail.com](mailto:manisha.pcs@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- II. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password? Option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for Shareholders available at the Downloads Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free No.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- IV. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date i.e. Monday, the 22<sup>nd</sup> July, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of Monday, the 22<sup>nd</sup> July, 2019.

- V. In case a person has become the Member of the Company after the dispatch of Notice but on or before the cut-off date i.e. Monday, the 22<sup>nd</sup> July, 2019, he/she may write to M/s. Beetal Financial & Computer Services Pvt. Ltd on the e-mail ID: [beetalrta@gmail.com](mailto:beetalrta@gmail.com) or [spgupta123@gmail.com](mailto:spgupta123@gmail.com). After receipt of the above credentials, please follow the instructions for e-voting to cast the vote. If the member is already registered with NSDL remote e-voting platform then he can use his/her existing User ID and Password for casting the vote through remote e-voting.
- VI. Mrs. Manisha Gupta, Practicing Company Secretary (Membership No. FCS 6378) has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- VII. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e voting facility.
- VIII. The Scrutinizer, after scrutinizing the votes cast at the meeting, not later than forty eight hours of the conclusion of the Annual General meeting make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorized by him in writing who shall counter sign the same and declare the results of the voting forthwith. The scrutinizer shall unblock the votes in the presence of at least two witnesses not in the employment of the Company.
- IX. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 29<sup>th</sup> July, 2019.
- X. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.btll.co.in](http://www.btll.co.in) and on the website of NSDL and communicated to the BSE Limited for placing the same on their respective website.
- XI. Members, who are not casting their vote electronically, may cast their vote at the Annual General meeting by means of ballot.

By Order of the Board of Directors  
For **Bhilwara Technical Textiles Limited**

Place: Noida (U. P.)  
Date: 29<sup>th</sup> May, 2019

**Arjun Sharma**  
Company Secretary &  
Chief Financial Officer  
ACS 47848

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 3**

As the members are aware that Shri Priya Shankar Dasgupta (DIN:00012552) was appointed as an Independent Director in the 7<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014 for the first term of 5 years. Shri Priya Shankar Dasgupta is a renowned International Lawyer and the Company is benefitting immensely from his rich experience and International exposure. The Board considered the feedback/views of the Nomination and Remuneration Committee and Independent Directors on the performance evaluation of Shri Priya Shankar Dasgupta.

The Board, thereafter, evaluated the performance of Shri Priya Shankar Dasgupta on the basis of his professional ethics, integrity and values, practical wisdom, the skills, knowledge and expertise relevant to the Company's business and found his performance satisfactory. The Board taking into account the above proposed to re-commend his re-appointment for the 2<sup>nd</sup> (second) term of 5 years commencing from 30<sup>th</sup> September, 2019.

Pursuant to the Regulation 16 and 17 of SEBI (LODR) Regulations, 2015 read with Schedule IV of the Companies Act, 2013, it is proposed to re-appoint Shri Priya Shankar Dasgupta as an Independent Director for 2<sup>nd</sup> (second) term of five consecutive years commencing from 30<sup>th</sup> September, 2019, not liable to retire by rotation.

Shri Priya Shankar Dasgupta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and SEBI (Listing Obligation & Disclosure Requirement), Regulation, 2015 and has given his consent to act as an Independent Director of the Company for the second term. The Company had received Notice in writing from member proposing candidature of him. The Company has also received declaration from Shri Priya Shankar Dasgupta that he meets with the criteria of independence as prescribed both under sub-section(6) of Section 149 of the Companies Act, 2013 and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of provisions of Section 149 of the Companies Act, 2013, the re-appointment of Shri Priya Shankar Dasgupta as an Independent Director of the Company requires the approval by the Company in General Meeting by Special Resolution.

The relevant details pertaining to Shri Priya Shankar Dasgupta are provided in **Annexure-I** in accordance with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings ("SS-2").



The Company has received Notice in writing from member proposing his candidature. In the opinion of the Board, Shri Priya Shankar Dasgupta fulfills the conditions specified in the Companies Act, 2013, and the rules made thereunder for his re-appointment as an Independent Director of the Company.

A copy of draft Letter of Appointment for Independent Director, setting out terms and conditions of his re-appointment, is available for inspection at the Registered Office of the Company during normal business hours of the Company.

Except Shri Priya Shankar Dasgupta and his relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company/his relatives is, in any way, concerned or interested in the proposed resolution.

Your Directors recommend the Special Resolution as set out in item No. 3 for approval of the members.

#### ITEM NO. 4

##### **Re- Appointment of Smt. Sunita Mathur (DIN: 00008923) as Independent Director**

As the members are aware that Smt. Sunita Mathur (DIN: 00008923) was appointed as an Independent Director in the 8<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2015 for the first term of 5 years. Smt. Sunita Mathur has expert knowledge of the regulatory framework pertaining to foreign inward investment and corporate law and the Company is benefitting immensely from her rich experience and International exposure. The Board considered the feedback/views of the Nomination and Remuneration Committee and Independent Directors on the performance evaluation of Smt. Sunita Mathur.

The Board, thereafter, evaluated the performance of Smt. Sunita Mathur on the basis of her professional ethics, integrity and values, practical wisdom, the skills, knowledge and expertise relevant to the Company's business and found her performance satisfactory. The Board taking into account the above proposed to re-commend her re-appointment for the 2<sup>nd</sup> (second) term of 5 years commencing from 27<sup>th</sup> March, 2020.

Pursuant to the Regulation 16 and 17 of SEBI (LODR) Regulations, 2015 read with Schedule IV of the Companies Act, 2013, it is proposed to re-appoint Smt. Sunita Mathur as an Independent Director for 2<sup>nd</sup> (second) term of five consecutive years commencing from 27<sup>th</sup> March, 2020, not liable to retire by rotation.

Smt. Sunita Mathur is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and SEBI (Listing Obligation & Disclosure Requirement), Regulation, 2015 and has given her consent to act as an Independent Director of the Company for the second term. The Company had received Notice in writing from member proposing her candidature. The Company has also received declaration from Smt. Sunita Mathur that she meets with the criteria of independence as prescribed both under sub-section(6) of Section 149 of the Companies Act, 2013 and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of provisions of Section 149 of the Companies Act, 2013, the re-appointment of Smt. Sunita Mathur as an Independent Director of the Company requires the approval by the Company in General Meeting by Special Resolution.

The relevant details pertaining to Smt. Sunita Mathur are provided in **Annexure-I** in accordance with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings ("SS-2").

The Company has received Notice in writing from member proposing her candidature. In the opinion of the Board, Smt. Sunita Mathur fulfills the conditions specified in the Companies Act, 2013, and the rules made thereunder for her re-appointment as an Independent Director of the Company.

A copy of draft Letter of Appointment for Independent Director, setting out terms and conditions of her re-appointment, is available for inspection at the Registered Office of the Company during normal business hours of the Company.

Except Smt. Sunita Mathur and her relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company/her relatives is, in any way, concerned or interested in the proposed resolution.

Your Directors recommend the Special Resolution as set out in item No. 4 for approval of the members.

#### ITEM NO. 5

##### **Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013:**

The Company has recently entered into the export market and made descent revenue in the last quarter of the F.Y. 2018-19 and is anticipating higher revenue the F.Y. 2019-20. Looking at the Company's long term business prospects, the Company intends to park the surplus funds in order to maximise the wealth of the shareholders.

Accordingly, the Board of Directors of the Company propose to make the most out of the surplus funds by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs, 20 Crore (Indian Rupees Twenty Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

By Order of the Board of Directors  
**For Bhilwara Technical Textiles Limited**

**Place : Noida (U. P.)**  
**Date : 29<sup>th</sup> May, 2019**

**Arjun Sharma**  
**Company Secretary &**  
**Chief Financial Officer**  
**ACS: 47848**

## ANNEXURE - I

(In pursuance to Secretarial Standard on General Meeting (SS-2) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

### DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN FORTHCOMING / FIXATION OF REMUNERATION ANNUAL GENERAL MEETING

Name of Director	Shri Shekhar Agarwal	Shri Priya Shankar Dasgupta	Smt. Sunita Mathur
<b>DIN</b>	00066113	00012552	00008923
<b>Category</b>	Promoter- Executive	Independent -Non Executive	Independent -Non Executive
<b>Interse Relationship with other Directors</b>	Father of Shri Shantanu Agarwal	N. A.	N. A.
<b>Date of Birth</b>	9 <sup>th</sup> October, 1952	30 <sup>th</sup> June, 1955	18 <sup>th</sup> January, 1958
<b>Date of Appointment</b>	14 <sup>th</sup> December, 2007	06 <sup>th</sup> April, 2009	27 <sup>th</sup> March, 2015
<b>Qualification</b>	B. Tech. (Mech.)-IIT Kanpur, M.Sc. -(Chicago)	B.A. (Hons.), LLB, Post Graduate Diploma-Corporate Laws & Labour Laws.	Company Secretary
<b>Expertise in specific functional areas</b>	Industrialist with rich experience of Textile Industry	Renowned International Corporate Lawyer and represents a leading law firm in Delhi	She has expert knowledge of the regulatory framework in India pertaining to foreign inward investment and Corporate law
<b>List of other Public Companies in which Directorships held #</b>	1. RSWM Ltd. 2. HEG Ltd. 3. Maral Overseas Ltd. 4. BSL Ltd.	a. Cummins India Ltd. b. Ester Industries Ltd. c. Maral Overseas Ltd. d. Otis Elevators Co. (India) Ltd. e. RSWM Ltd. f. Timken India Ltd. g. Interstar Financial Services Limited	
<b>Chairman/Member of the Committees of Directors of other Companies :</b>			
<b>a. Audit Committee</b>	1. BSL Ltd.-Member 2. HEG Ltd.-Member	1. Cummins India Ltd.- (Member) 2. Maral Overseas Ltd.- (Member) 3. Otis Elevator Co. (India) Ltd.- (Member) 4. Timken India Ltd.-(Chairman)	None
<b>b. Stakeholders Relationship Committee</b>	1. RSWM Ltd.-Member 2. Maral Overseas Ltd.- Member	1. Cummins India Ltd.-(Member)	None
<b>No. of Equity Shares held in Company</b>	26,16,425 Equity Shares	NIL	NIL
<b>Terms &amp; Condition of appointment or re-appointment along with detail of remuneration sought to be paid</b>	Executive Director liable to retire by rotation	As mentioned in draft letter of appointment	As mentioned in draft letter of appointment
<b>Last Remuneration Drawn</b>	N.A.	See note No. 1	See note No. 1
<b>No. of Board Meeting attended during the year</b>	4 out of 4	1 out of 4	4 out of 4

#Excludes Directorships in Private Limited Companies, Foreign Companies, Foundations, Memberships of Management Committees of various Chambers, Bodies and Section 8 Companies.

**Note no.-1** The Non-Executive Directors (including Independent Directors) are only paid sitting fee for attending meetings of Board of Directors, Independent Directors and various Committees of Directors





## BHILWARA TECHNICAL TEXTILES LIMITED

CIN: L18101RJ2007PLC025502

Regd. Office: LNJ Nagar, Mordi, Banswara-327001, Rajasthan; Phone : +91-2961-231251, +91-2962-302400 Fax :+91-2961-231254

Corp. Off : Bhilwara Towers, A-12, Sector-1, Noida-201301(U.P), Phone : 91-120-4390300, (EBABX) Fax : +91-120-4277841

E-mail : [bttil.investor@lnjbhilwara.com](mailto:bttil.investor@lnjbhilwara.com), Website : [www.bttil.co.in](http://www.bttil.co.in)

### ATTENDANCE SLIP

Please fill this attendance slip and hand it over at the entrance of the meeting hall.

DP Id\* .....

Folio No. ....

Client Id\* .....

No. of Equity Share(s) held .....

Name and address of the Shareholders :

I/We hereby record my presence at the 12th Annual General Meeting of the Company to be held on Monday, July 29<sup>th</sup>, 2019 at 11.00 A.M. at the Registered Office of the Company at LNJ Nagar, Mordi, Banswara-327001, Rajasthan.

\* Applicable for investors holding Shares in electronic form

\*\* Strike out whichever is not applicable

Signature of the Shareholder/Proxy/Representative\*

#### Note:

- Members are requested to produce this attendance slip, duly signed in accordance with their specimen signatures registered with the Company, for admission to the meeting.



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### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies [Management and Administration] Rules, 2014]

Name of the Member(s): .....

E mail Id: .....

Registered Address: .....

Folio No/ \*Client Id: .....

.....

\*DP Id: .....

I/We being the member(s) of \_\_\_\_\_ shares of the above named Company hereby appoint:

- Name : ..... Address : .....

..... E-mail Id : .....

Signature ....., or failing him / her

- Name : ..... Address : .....

..... E-mail Id : .....

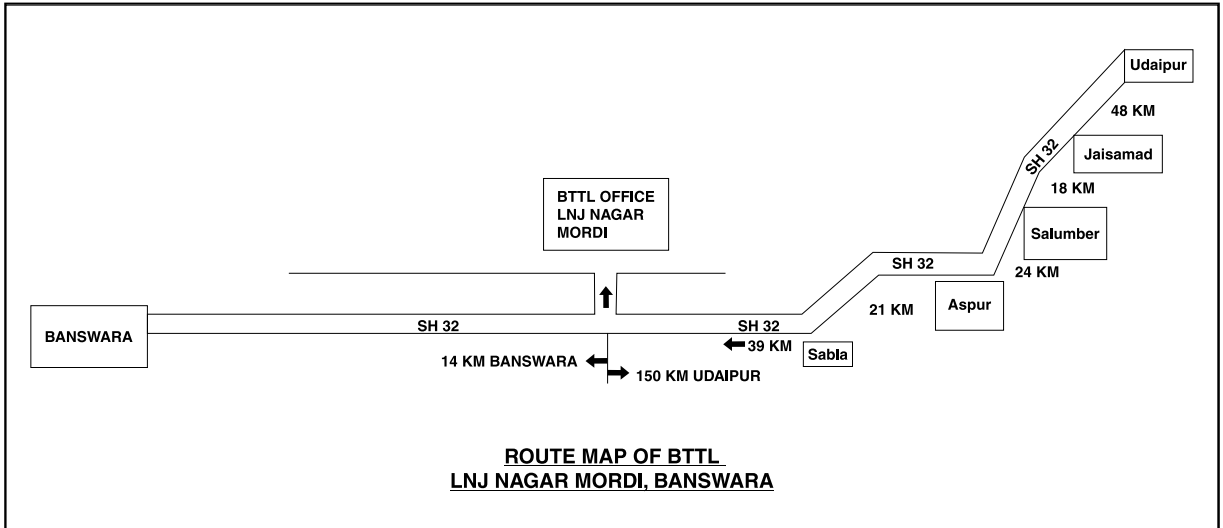
Signature ....., or failing him / her

- Name : ..... Address : .....

..... E-mail Id : .....

Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 12th Annual General Meeting of the Company, to be held on Monday, July 29th, 2019 at 11:00 A.M. at the Registered Office at LNJ Nagar, Mordi, Banswara-327001, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated:



\*\* I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions Numbers	Resolutions	For	Against
<b>Ordinary Business</b>			
1	To receive, consider and adopt the Standalone and Consolidated Financial Statements for the year ended the 31st March, 2019 along with the Report of Board of Directors and Auditor thereon.		
2	To appoint a Director in place of Shri Shekhar Agarwal (DIN: 00066113) who is liable to retires by rotation and being eligible, offers himself for re-appointment.		
<b>Special Business</b>			
3	To approve the re-appointment of Shri Priya Shankar Dasgupta (DIN: 00012552) as Independent Director of the Company		
4	To approve the re-appointment of Smt. Sunita Mathur (DIN: 00008923) as Independent Director of the Company		
5	Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Affix  
Revenue  
Stamp

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

**Notes :**

1. The proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. \*\* It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 12th Annual General Meeting