

## BHILWARA TECHNICAL TEXTILES LIMITED

CIN: L18101RJ2007PLC025502

**Regd. Office:** LNJ Nagar, Mordi, Banswara – 327001, Rajasthan, India

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

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

### NOTICE

**Notice** is hereby given that the Fifteenth Annual General Meeting (“AGM”) of the Members of Bhilwara Technical Textiles Limited will be held on **Wednesday, the 31<sup>st</sup> August, 2022 at 11:30 A.M.** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) without the physical presence of members at the AGM venue to transact the businesses as set out in the Notice. The venue of the Annual General Meeting shall be deemed to be Registered Office of the Company at LNJ Nagar, Mordi, Banswara– 327001, Rajasthan, India. The following Ordinary and Special businesses will be transacted at the AGM:-

#### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended the 31st March, 2022 and the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Shekhar Agarwal (DIN: 00066113) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. Doogar & Associates Chartered Accountants (Firm Registration No. 000561N) as Statutory Auditors of the Company and fix their remuneration.

#### **To consider and if thought fit, to pass, with or without modifications, the following Resolution as an ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Doogar & Associates Chartered Accountants having Firm Registration No. 000561N, be and are hereby re-appointed as Statutory Auditor of the Company for second term of five consecutive years who shall hold office from the conclusion of this 15<sup>th</sup> Annual General Meeting till the conclusion of the 20<sup>th</sup> Annual General Meeting of the Company to be held in the year 2027 on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.”

#### **Special Business:**

4. **To consider and if thought fit, to pass, with or without modifications, the following Resolution as an ORDINARY RESOLUTION:**

**RESOLVED THAT** pursuant to the provisions of Section 149, 152, and any 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 and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force), Shri Rakesh Kumar Ojha (DIN: 01997538) who was appointed as an Additional Director (Independent) on the Board of the Company w.e.f. 10<sup>th</sup> November, 2021 by the Board of Directors upon the commendation of Nomination and Remuneration Committee of the Company and who holds office up to the date of this Annual General Meeting in terms of section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and who is eligible for appointment and in respect of whom, the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, for a first term of five consecutive years up to 9<sup>th</sup> November, 2026 and whose office shall not be liable to retire by rotation.

5. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:**

“**RESOLVED THAT** in supersession of earlier Resolution passed by the members in their meeting held on 29<sup>th</sup> July, 2019 and 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”) to (a) give any loan to any person / other body corporate(s) (b) give any guarantee or provide security in connection with a loan to any other body corporate(s) or person(s) and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time, on such terms and conditions as the Board may deem fit upto an aggregate amount not exceeding Rs. 30,00,00,000/- (Rupees Thirty Crores Only), notwithstanding that the aggregate of such investments, loans, guarantees so far given or to be given and/or securities so far acquired or to be acquired by the Company, may collectively be in excess of the limits prescribed under section 186(3) of the Companies Act, 2013.

**By order of the Board  
For Bhilwara Technical Textiles Limited**

**Sd/-  
Avinav Sharma  
Company Secretary, Compliance Officer  
and Chief Financial Officer  
M. No. ACS 42599**

**Place: Noida (U. P.)  
Date: 29<sup>th</sup> July, 2022**

**Registered Office:-  
LNJ Nagar, Mordī, Banswara- 327001, Rajasthan**

**Notes:**

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out of material facts relating to Special Business under item nos. 4 & 5 and Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 as amended time to time relating to Ordinary Business under item no. 3 to be transacted at the 15<sup>th</sup> Annual General Meeting (“AGM”) are annexed.

**General Instructions for Participation at 15<sup>th</sup> AGM and E-voting:**

2. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular No. 02/2022 dated May 05, 2022 which read together with Circular No. 21/2021 dated December 14, 2021 Circular No. 02/2021 dated January, 13, 2021 Circular No.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, followed by Circular No. 20/2020 dated 5th May, 2020 as also the various circulars issued by Securities Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (read together with Circulars Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020) (collectively referred as “Applicable Circulars”) permitted the holding of AGM by the Companies through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) during the calendar year 2022, without the physical presence of the members. Accordingly, the 15<sup>th</sup> AGM of the Company shall be conducted through VC/OAVM. Hence, Members can attend

and participate in the AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company at LNJ Nagar, Mordī, Banswara- 327001, Rajasthan.

3. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating participation by the Members at the AGM through VC/OAVM and remote e-voting (including e-voting during the AGM). In accordance with the Applicable Circulars, the VC/OAVM will have a capacity to allow at least 1000 members to participate in the AGM and such participation shall be on a first-come-first-served basis. The instructions for participation by the Members and for remote e-voting including e-voting during the AGM are given separately in the subsequent paragraphs. Further, the attendance of the Members attending/participating the 15<sup>th</sup> AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 read with Applicable Circulars. However in case of joint shareholders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM through e-voting.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the Applicable Circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the Applicable Circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the **proxy form, attendance slip and route map of this AGM are not annexed to this notice.**
5. Institutional Investors and Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-voting are requested to send a 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) and [btll.investor@lnjbhilwara.com](mailto:btll.investor@lnjbhilwara.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
6. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard-2 in respect of the Directors retiring by rotation, seeking appointment/re-appointment at the 15<sup>th</sup> Annual General Meeting, are annexed hereto as **Annexure-I** to this Notice. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
7. Non-Resident Indian members are requested to inform RTA / respective DP’s immediately of:
  - a. Change in the residential status on return to India for permanent settlement.

- b. Particulars of the bank account(s) maintained in India with complete name, branch, account type, account number, IFSC Code and address of the bank with pin code number, if not furnished earlier.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 25<sup>th</sup> August, 2022 to Wednesday, the 31<sup>st</sup> August, 2022 (both days inclusive) for the purposes of 15<sup>th</sup> Annual General Meeting of the Company.
  9. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent i.e. M/s BEETAL Financial & Computer Services (P) Limited, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi-110062 and/or send the documents e-mail ID: [beetalrta@gmail.com](mailto:beetalrta@gmail.com). Members are requested to mention their folio number/client ID in all communications with the Company.
  10. To support the 'Green Initiative' and also to receive the copies of AGM notice in case of AGM through VC / OAVM and other communication from the Company, members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Registrar in case the shares are held by them in physical form.
  11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:-
    - a. For shares held in electronic form: to their Depository Participants (DPs)
    - b. For shares held in physical form: to the Company / Registrar and Share Transfer Agent.
  12. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination details in the prescribed Form SH-13 duly filled in to E-mail: [beetalrta@gmail.com](mailto:beetalrta@gmail.com). The said form can be downloaded from the Company's website. The prescribed form in this regard may also be obtained from RTA at the address mentioned above. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.
  13. SEBI vide its Circular dated 03rd November, 2021 and 14th December, 2021 had put in place the Common and Simplified Norms for processing investor's requests by RTAs and norms for furnishing PAN, KYC details, Email address, Mobile No., Bank Account details, Specimen Signature and Nomination etc. from shareholders holding shares in physical form effective from 1st January, 2022. The RTA and Company is not processing any service requests from 1st January, 2022 received from the physical shareholder(s)/claimant(s), until the PAN, KYC and Nomination documents/details of the said shareholders are not updated in their respective folios and these shares shall also be frozen by the RTA, if such details are not updated in their respective folios by 31st March, 2023. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. A communication/intimation in this regard had been sent to all shareholders holding shares in physical form by Speed/Registered Post on 16th December, 2021 and 17<sup>th</sup> July, 2022 respectively. The relevant Forms are available on the website of the Company and RTA. Members are requested to submit their PAN/KYC/Nomination/Bank details in the prescribed Form(s) duly filled in to RTA of the Company.
  14. In accordance with the provision to Regulation 40 of the Listing Regulations, effective from April 1, 2019 and SEBI notification dated January 24, 2022, transfers of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions. Members can contact the Company or Company's Registrar and Share Transfer Agent i.e. BEETAL Financial & Computer Services (P) Limited, for assistance in this regard.
  15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled in and signed Form **ISR – 4** to M/s. BEETAL Financial & Computer Services (P) Limited, Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi – 110 062 E-mail: [beetalrta@gmail.com](mailto:beetalrta@gmail.com).
  16. The recorded transcript of the 15<sup>th</sup> AGM shall also be made available on the website of the Company [www.btll.co.in](http://www.btll.co.in) as soon as possible after the Meeting.
  17. **Electronic dispatch of Annual Report and process for registration of email address for obtaining copy of Annual Report:**
    - i. In accordance with the Applicable Circular referred to in Note No.2, the Company is sending the Annual Report alongwith notice of AGM through electronic mode to those Members whose email addresses have been made available to the Depository Participants and the Company. The Notice calling the 15<sup>th</sup> AGM of the Company and

Annual Report for the year 2021-22 has been uploaded on the website of the Company at <https://www.btll.co.in>. The said Notice and Annual Report can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also available on the website of NSDL (agency for providing the Remote e-voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- II. Members are requested to provide their email addresses and bank account details to Registrar and Share Transfer Agent i.e. M/s. BEETAL Financial & Computer Services (P) Limited of the Company or Depository Participants (DP). The process of registering the same is mentioned below:

<p><b>In case Physical shareholding</b></p>	<p>Send a duly signed request letter in Form <b>ISR-1</b> along with supporting documents to the RTA of the Company i.e. M/s. BEETAL Financial &amp; Computer Services Private Limited (<b>Unit: Bhilwara Technical Textiles Limited</b>), Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi – 110 062 or scanned copy on email at <a href="mailto:beetalrta@gmail.com">beetalrta@gmail.com</a> and provide the following details/ documents for registering email address:</p> <p><b>a)</b> Folio No., <b>b)</b> Name of shareholder, <b>c)</b> Email ID, <b>d)</b> Copy of PAN card (self-attested), <b>e)</b> Copy of Aadhar (self-attested) <b>f)</b> Copy of share certificate (front and back).</p> <p>Following additional details/ documents need to be provided in case of updating Bank Account details: <b>a)</b> Name and Branch of the Bank, <b>b)</b> the Bank Account type, <b>c)</b> Bank Account Number, <b>d)</b> MICR Code Number, <b>e)</b> IFSC Code, and <b>f)</b> Copy of the cancelled cheque bearing the name of the first shareholder.</p>
<p><b>In case Demat shareholding</b></p>	<p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>

In case of any queries /difficulties in registering the email address, members may write to [beetalrta@gmail.com](mailto:beetalrta@gmail.com).

**18. Procedure for inspection of documents:-**

- The relevant documents referred to in the AGM Notice are open for inspection to the Members of the Company at the Registered Office and Corporate Office of the Company during the normal business hours of the Company upto the date of AGM except the Sundays and

Holidays. Further the above said document referred to in the Notice will also be available on the website of the Company for inspection up to the date of the AGM.

- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available electronically for inspection by the members during the AGM upon login at NSDL e-voting system.

**19. Procedure for members for remote e-voting and joining Annual General Meeting through VC/OAVM are as under:-**

- i. The remote e-voting period begins on **Sunday, the 28<sup>th</sup> August, 2022 at 9:00 A.M. and end on Tuesday, the 30<sup>th</sup> August, 2022 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **Cut-Off date** i.e. **Wednesday, the 24<sup>th</sup> August, 2022** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **Cut-Off date**, being i.e. **Wednesday, the 24<sup>th</sup> August, 2022**.
- ii. 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 amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), Secretarial Standard-2 on General Meetings and in accordance with the Applicable Circulars referred to in Note No. 2, the Company is providing facility of remote e-voting as well as e-voting during the AGM to its Members in respect of the business to be transacted at the 15<sup>th</sup> AGM through NSDL.
- iii. Members, who acquire shares of the Company after dispatch of the notice and hold shares as on the **Cut-Off Date** i.e. **Wednesday, the 24<sup>th</sup> August, 2022** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [beetalrta@gmail.com](mailto:beetalrta@gmail.com) Individual Demat Account Holder may follow the process mentioned in **Step 1: Access to NSDL e-Voting system**.
- iv. The details of the process and manner for remote e-voting are explained herein below:-

**How do I vote electronically using NSDL e-voting system?**

The way to vote electronically on NSDL e-voting system consists of “**Two Steps**” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**





**A) Login method for e-Voting and joining virtual Annual General Meeting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained



with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP 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.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.

b) 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*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
- 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) mentioning your demat

account number/folio number, your PAN, your name and your registered address etc.

- d. 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 and join Annual General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e- Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

**20. Process for those members whose email ids are not registered for procuring user id and password and registration of email ids for e-voting on the resolutions set out in this notice:-**

- I. Those Members, who hold shares in physical form and who have not registered their email address with the Company and who wish to participate in the 15<sup>th</sup> AGM or cast their vote through remote e-voting or through the e-voting system during the meeting, may obtain the login ID and password by sending scanned copy of:
  - a. a signed request letter mentioning your name, folio number and complete address, scanned copy of the share certificate (front and back) and

- b. Self-attested scanned copy of the PAN Card and any document (such as Driving License, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company [btll.investor@Injbhilwara.com](mailto:btll.investor@Injbhilwara.com)

- II. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of:
  - a. a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID);
  - b. Name, self-attested scanned copy of client master or Consolidated Demat Account statement; and
  - c. Self-attested scanned copy of the PAN Card and AADHAR (self-attested scanned copy of Aadhar Card) to the email address of the Company [btll.investor@Injbhilwara.com](mailto:btll.investor@Injbhilwara.com)

- III. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1** (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- IV. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- V. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**21. The instructions for members for e-voting on the day of the AGM are as under:-**

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM through VC /OAVM. However, they will not be eligible to vote again at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

## 22. General guidelines for shareholders with regard to e-voting:-

- i. 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.
- ii. 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.: 1800-1020-990 or 1800-22-44-30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL, at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## 23. Procedure for joining the AGM through VC/OAVM:-

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
- c. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d. Facility of joining the AGM through VC/OAVM shall open 15 minutes before and after the schedule time of commencement of the meeting.

## 24. Procedure for raising questions/seek clarifications with respect to Annual Report:-

- a. Members, who would like to express their views/ have questions may send their questions in advance from their registered email address, mentioning their name, DP ID and Client ID number / folio number and mobile number to reach the Company's email address [btll.investor@lnjbhilwara.com](mailto:btll.investor@lnjbhilwara.com) at least 7 days in advance before the start of the meeting i.e. **Wednesday the 24<sup>th</sup> August, 2022 by 11:30 A.M.** Such questions by the Members shall be taken up during the meeting and

replied by the Company suitably. The Company reserves the right to restrict the number of questions depending on the availability of time as appropriate for smooth conduct of the AGM.

- b. Members, who would like to express their views/ask questions during the 15<sup>th</sup> AGM, may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number to reach the Company's email address [btll.investor@lnjbhilwara.com](mailto:btll.investor@lnjbhilwara.com) at least 7 days in advance before the start of the 15<sup>th</sup> AGM i.e. **Wednesday the 24<sup>th</sup> August, 2022 by 11:30 A.M.** Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 15<sup>th</sup> AGM, depending upon the availability of time.
- c. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

## 25. Announcement of voting result of AGM:-

- i. Ms. Manish Gupta, Practicing Company Secretary (Membership No. FCS 6378) of M/s. Manisha Gupta & Associates has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.
- ii. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than forty eight hours of the conclusion of the Annual General Meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. 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. **Wednesday, the 31<sup>st</sup> August, 2022.**
- iii. The results shall be declared along with the Scrutinizer's Report and shall be placed on the Company's website <https://www.btll.co.in> and on the website of NSDL <http://www.evoting.nsdl.com> immediately after the results is declared and will simultaneously be forwarded to BSE Limited where Equity Shares of the Company are listed.

**By order of the Board  
For Bhilwara Technical Textiles Limited**

**Sd/-  
Avinav Sharma  
Company Secretary, Compliance Officer  
and Chief Financial Officer**

**Place: Noida (U. P.)  
Date: 29<sup>th</sup> July, 2022**

**Registered Office:-**

LNJ Nagar, Mordi, Banswara- 327001, Rajasthan

**M.No. ACS-42599**



**Explanatory statement pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Item No. 3**

As the Members are aware that M/s. Doogar & Associates, Chartered Accountants, (Firm Registration No. 000561N) were appointed as Statutory Auditor of the Company at the 10<sup>th</sup> Annual General Meeting ('AGM') held on 21<sup>st</sup> September, 2017 for a period of 5 years and will hold office till the conclusion of this 15<sup>th</sup> AGM of the Company. M/s. Doogar & Associates, Chartered Accountants, has completed consecutive five years as the Statutory Auditor of the Company since its appointment and eligible for re-appointment for a further period of 5 years as per section 139 of Companies Act, 2013 ("The Act") M/s. Doogar & Associates, Chartered Accountants, have given their consent for their appointment as Statutory Auditor of the Company and have confirmed that the appointment if made would be within the limits specified under Section 141(3)(g) of the Act and are not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Accordingly, as per the requirements of the Act, the Board of Directors of the Company at its meeting held on May, 23<sup>rd</sup> 2022 on the recommendations of the Audit Committee, has considered the proposal of re-appointment of M/s. Doogar & Associates, Chartered Accountants, (Firm Registration No. 000561N) as Statutory Auditors of the Company to hold office for a further period of five years commencing from the conclusion of this 15<sup>th</sup> AGM of the Company till the conclusion of the 20<sup>th</sup> AGM of the Company to be held in the year 2027 subject to the approval of the members of the Company in this Annual General Meeting.

M/s. Doogar & Associates, a firm of Chartered Accountants, having Firm Registration No. FRN 000561N, has presence in India for over four decades. The firm apart from conducting audits provide cross sectoral expert services including Internal Audit, Due Diligence and Corporate and Financial Advisory Services. The firm is empanelled with Comptroller & Auditor General, Reserve Bank of India, Central Registrar of Co-operative Societies, Official Liquidator, IFCI, IDBI and State Bank of India. Partners of the firm have visited various countries including U.K., France, Italy, Germany, U.S.A. in relation to professional assignments and corporate advisory services. The said recommendation was made by the Audit Committee and Board of Directors considering the long experience of M/s. Doogar & Associates, in the field of audit and their ability to handle as the multi-unit and multi locational; business structures.

In terms of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Listing Regulation, 2015, the term and conditions of appointment of Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) as the Statutory Auditors of the Company are as follows:-

1.	<b>Term of Appointment</b>	For the second term of five years commencing from the conclusion of this 15 <sup>th</sup> AGM till the conclusion of the 20 <sup>th</sup> Annual General Meeting of the Company to be held in year 2027.
2.	<b>Proposed fees</b>	Rs. 1.75 lacs has been paid for the financial year 2021-22. Proposed fees of Rs. 2.25 lacs plus out-of-pocket, travelling expenses and taxes as applicable from time to time, for the financial year 2022-23 for the purpose of audit, with the power to alter and vary the terms and conditions of appointment, revision in the remuneration during the remaining tenure of four years, etc., in such manner and to such extent as may be mutually agreed with the Statutory Auditors upon commendation of Audit Committee." The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them.
3.	<b>Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.</b>	The recommendation was made by the Audit Committee and Board of Directors considering various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, ability to handle as the multi-unit and multi locational; business structures, clientele served, technical knowledge etc. and found that M/s. Doogar & Associates, Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

The said re-appointment of M/s. Doogar & Associates, Chartered Accountants shall be pursuant to applicable provisions of the Companies Act 2013, (SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 and terms as contained in SEBI circular No. CIR/CFD/CMD/1/114/2019 dated October 18, 2019.

None of the Directors and Key Managerial Personnel of the Company including their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

Your Directors recommends the Resolution set out at item No. 3 of the Notice for approval by the members by way of an Ordinary Resolution.

## Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013

### Item No. 4

Shri Rakesh Kumar Ojha (DIN: 01997538) was co-opted as an Additional Director (Independent) on the Board of the Company upon the recommendation of Nomination and Remuneration Committee with effect from November 10, 2021 for the first term of five consecutive year subject to the approval of Shareholders. In terms of the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Shri Rakesh Kumar Ojha hold office up to the date of this Annual General Meeting as an Additional Director (Independent).

Shri Rakesh Kumar Ojha is an experienced corporate commercial lawyer with vast experience of 25 years. He also had a long association with the Ministry of Corporate Affairs, Government of India as keynote speaker at various crucial meetings and conferences on significant issues relating to the Indian corporate law regime as well as issues related to valuation of Companies.

Shri Rakesh Kumar Ojha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority. The Company has also received a declaration from Shri Rakesh Kumar Ojha that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received a notice in writing from a member proposing the candidature of Shri Rakesh Kumar Ojha for the office of the Director of the Company.

The Board of Directors upon commendation of Nomination and Remuneration Committee and considering his vast exposure and experience felt it in the best interest of the Company to co-opt him on the Board subject to shareholders' approval. In the opinion of the Board, Shri Rakesh Kumar Ojha fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the Management. Shri Rakesh Kumar Ojha shall not be liable to retire by rotation in pursuance of Section 152 and any other provisions of the Companies Act, 2013.

A copy of memorandum containing terms of appointment of Shri Rakesh Kumar Ojha, shall be open for inspection during normal business hours by any member of the Company without payment of any fee at the Registered Office of the Company.

The Resolution seeks the approval of members for appointment of Shri Rakesh Kumar Ojha as an Independent Director pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and rules made thereunder to hold office for first term of 5 (five) consecutive years up to 9<sup>th</sup> November, 2026. The relevant details pertaining to Shri Rakesh Kumar Ojha 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**").

Your Directors recommend the Ordinary Resolution under item No. 4 of the Notice for approval by the members.

Except Shri Rakesh Kumar Ojha and his relatives, none of the Directors, Key Managerial Personnel (KMPs) and their relatives are interested /concerned either financially or otherwise, in the Ordinary Resolution under Item No. 4 of the notice.

### Item No. 5

As the members may be aware that at the Annual General Meeting of the Company held on 29<sup>th</sup> July, 2019, the Board of Directors of the Company were authorised 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 to 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, exceed the aggregate of the paid-up capital of the Company, free reserves and securities premium but shall not exceed Rs. 20 Crores (Rupees Twenty Crores only) at any point of time.

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. Therefore, in order to make optimum use of surplus funds available with the Company and also to achieve long term strategic and business objectives of the Company, it is required to make more investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Hence, it is propose to increase the said limit from Rs. 20 Crore to Rs. 30 Crore subject to approval of the Shareholders of the Company in pursuant to section 186 of the Companies Act, 2013.

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 by way of Special Resolution 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.

Your Directors recommend the Special Resolution under item No. 5 of the Notice for approval by the members.

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 under item no. 5 of the notice.

**By order of the Board  
For Bhilwara Technical Textiles Limited**

**Sd/-  
Avinav Sharma  
Company Secretary, Compliance Officer  
and Chief Financial Officer  
M.No. ACS-42599**

**Place: Noida (U. P.)  
Date: 29<sup>th</sup> July, 2022**

**Registered Office:-  
LNJ Nagar, Mordi, Banswara- 327001, Rajasthan**

### Annexure-1

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

**Details of the Directors seeking appointment / re-appointment at the Annual General Meeting**

Name of Director	Shri Shekhar Agarwal	Shri Rakesh Kumar Ojha	
<b>DIN</b>	00066113	01997538	
<b>Category</b>	Promoter-Non Independent Director	Non- Executive Independent	
<b>Date of Birth</b>	09th October, 1952	02 <sup>nd</sup> November, 1967	
<b>Age</b>	69 Years	54 Years	
<b>Date of Appointment</b>	14th December, 2007	10 <sup>th</sup> November, 2021	
<b>Relationship with Other Directors, Managers &amp; Key Managerial Personnel</b>	Father of Shri Shantanu Agarwal, Director of the Company.	Nil	
<b>Qualifications</b>	B. Tech. (Mech.)-IIT Kanpur, M.Sc.- Chicago	Law Graduate	
<b>Expertise in specific functional areas</b>	Industrialist with experience of Textiles Industries.	Expertise in legal field.	
<b>List of Other Public Companies in which Directorships held</b>	Maral Overseas Limited, RSWM Limited, HEG Limited, BSL Limited	Nil	
<b>#Chairman / Member of the Committee of the Board of Directors of the Company</b>	Nil	Audit Committee – Member Stakeholder Relationship Committee- Member Nomination and Remuneration Committee- Member	
<b>Chairmanship of the Committee of the Board of Directors of the others Company</b>			
<b>a</b>	<b>Audit Committee</b>	Nil	Nil
<b>b</b>	<b>Stakeholders' Relationship Committee</b>	Nil	Nil
<b>Membership of the Committee of the Board of Directors of the others Company</b>			
<b>a</b>	<b>Audit Committee</b>	BSL Limited HEG Limited	Nil
<b>b</b>	<b>Stakeholders' Relationship Committee</b>	Maral Overseas Limited RSWM Limited	Nil
	<b>No. of Board meeting attended during the year</b>	4 out of 4	*2 out of 4
	<b>Terms &amp; Condition of appointment or re-appointment</b>	Executive Director liable to retire by rotation.	Non-Executive Independent Director not liable to retire by rotation
	<b>Last Remuneration drawn</b>	Nil	See below note no. 1
	<b>Remuneration sought to be paid</b>	Nil	See below note no. 1
	<b>Justification for choosing the Independent Director</b>	N.A.	As mentioned in the Explanatory Statement under item no 4.

**#Excludes Directorships in Private Limited Companies, Foreign Companies, Membership of Management Committee of various chambers/Bodies and Section 8 Companies and LLP.**

**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 Board of Directors.

\*Appointed 10<sup>th</sup> November, 2021

