

BHILWARA TECHNICAL TEXTILES LIMITED

CIN: L18101RJ2007PLC025502

Registered Office: LNJ Nagar, Mordī, Banswara – 327001, Rajasthan, India

Tel.: +91-2961-231251-52, 231385, +91-2962-302400

Corporate Office: Bhilwara Towers, A-12, Sector – 1, Noida – 201301 (U.P)

Phone: +91-120-4390300 (EPABX)

E-mail: bttl.investor@lnjbhilwara.com, **Website:** www.bttl.co.in

Notice of the 18th Annual General Meeting

Notice is hereby given that the **18th Annual General Meeting** (“AGM”) of the Members of **Bhilwara Technical Textiles Limited** will be held on **Thursday, 18th September, 2025 at 02:00 p.m.** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) without the physical presence of members at the AGM venue to transact the business as set out in this Notice. The venue of the AGM shall be deemed to be Registered Office of the Company at LNJ Nagar, Mordī, Banswara– 327001, Rajasthan. The following business will be transacted at the AGM:

Ordinary Business:

1. **To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2025 and the Reports of Board of Directors’ and Auditors’ thereon.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2025, the Reports of the Board of Directors and Statutory Auditors’ thereon, as circulated to the Members and laid before the meeting, be considered, received and adopted.”

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.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time (“the Act”), Shri Shekhar Agarwal (DIN: 00066113) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Special Business:

3. **To appoint M/s. Manisha Gupta & Associates, Company Secretaries in Practice as Secretarial Auditor for a term of Five (5) consecutive years.**

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A and other applicable provisions the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with relevant circulars and notifications issued by SEBI from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Manisha Gupta & Associates, Company Secretaries in Practice (COP No. 6808), be and is hereby appointed as Secretarial Auditor for a term of 5 (Five) consecutive years, to hold office from the conclusion of 18th Annual General Meeting (“AGM”) till the conclusion of 23rd (Twenty Third) AGM of the Company to be held in the year 2030, at a remuneration to be fixed by the Board of Directors of the Company or any Committee of the Board of Directors (“the Board”), from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

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

Sd/-

Avnish Maurya
Company Secretary
and Chief Financial Officer
M. No. ACS-49392

Place: Noida(U.P.)

Date: 21st August 2025

NOTES:

- 1) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**"the Act"**), setting out material facts concerning the Special Businesses under item No. 3 this Notice, is annexed hereto. Details under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and in terms of Secretarial Standard-2 (**"SS-2"**) on General Meeting in Director seeking appointment/re-appointment at the 18th AGM, are given in the **Annexure-I** of this Notice.
- 2) Pursuant to General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (**"the MCA"**) read together with previous circulars issued by the MCA in this regard (hereinafter referred as **"MCA Circulars"**) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024, issued by the Securities Exchange Board of India (**"the SEBI"**) read together with previous circulars issued by the SEBI (hereinafter referred as **"SEBI Circulars"**) (MCA Circulars and SEBI Circulars are collectively referred as **"Applicable Circulars"**), the Companies are permitted to hold the AGM through Video Conferencing/Other Audio Visual Means (**"VC/OAVM"**), without physical presence of Members at common venue. Hence, in compliance with the provisions of the Act, Listing Regulations and read with Applicable Circulars, the 18th AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed venue for the 18th AGM.

GENERAL INSTRUCTIONS FOR PARTICIPATION AT 18th AGM AND E-VOTING

- 3) 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), SS-2 and in accordance with the Applicable Circulars referred to in Note No. 2, the Company is providing facilities of VC/OAVM and remote e-Voting (including e-Voting during the AGM) to its Members at the 18th AGM through National Securities Depository Limited (**"NSDL"**). 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 18th

AGM through VC/OAVM, shall 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 members, 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) Since this AGM is being held pursuant to the Applicable Circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy (ies) 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) Smt. Manisha Gupta (Membership No. FCS 6378) Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and voting during the AGM in a fair and transparent manner.

Electronic dispatch of Annual Report and process for registration of email address

- 6) a. In accordance with the Applicable Circulars, the Notice of 18th AGM and the Annual Report for the financial year 2024-25 are being sent by electronic mode to those Members whose email addresses are registered with the Registrar and Share Transfer Agent/National Securities Depository Limited (**"NSDL"**)/Central Depository Securities Limited (**"CDSL"**) (collectively referred **"Depositories"**). All the members whose names are recorded in the Register of Members or in the List of Beneficial Owners maintained by the depositories as on Friday, 22nd August, 2025 will be considered for the purpose of sending the Notice of AGM and the Annual Report. The Company will send the physical copy of Annual Report 2024-25 to those Members who request the same at btll.investor@lnjbhilwara.com mentioning their Folio No. /DP ID and Client ID. As per SEBI Circular dated 31st December, 2024, the Company will send letter containing path to download Notice and Annual Report to those members whose email address are not registered with RTA Company and/or Depositories.

Notice convening 18th AGM and Annual Report for the financial year 2024-25 can be accessed from the website of the Company at www.btll.co.in, and website of the Stock Exchange i.e. BSE Limited at 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.

- b. To support the 'Green Initiative' and to receive communication from the Company, Members who have not yet registered their email addresses are requested to register the same with their Depository Participant in case the shares are held in dematerialized form and

with the Registrar and Share Transfer Agent in case the shares are held in physical form through Form ISR-1.

- c. Members are requested to provide/update their KYC, nomination and bank account details to Beetal Financial & Computer Services Private Limited, Registrar and Share Transfer Agent ("RTA") of the Company or Depository Participant ("DP"). The process of registering the same is mentioned below:

Members holding shares in physical form:	
For updating email address and Telephone/ mobile numbers	<p>In case Members holding shares in physical form and whose KYC details are updated:</p> <p>Members shall provide duly filled and signed form ISR-1 along with self-attested copies of PAN Card and Aadhaar Card, to Beetal Financial & Computer Services Private Limited, Registrar and Share Transfer Agent ("RTA") of the Company.</p> <p>Note: members whose KYC are not updated, shall require to update their KYC along with email address as mentioned herein below.</p>
KYC and Bank details	<p>In case Members holding shares in physical form and whose KYC details are not updated:</p> <p>Members holding shares in physical form shall provide duly filled and signed form ISR-1 along with self-attested copies of PAN card and Aadhaar card, Cancelled Cheque or Bank Passbook/Statement attested by the Bank, to RTA.</p> <p>For updating signature:</p> <p>In case of mismatch of signature or updation of signature, Members in addition to the above documents shall provide duly filled form ISR-2 attested by the Banker.</p>
Nomination	<p>Members whose nominee details are not updated are requested to provide duly filled and signed:</p> <ul style="list-style-type: none"> • Form SH-13 for updating the details of Nominee; or • Form ISR-3 for opting out of Nomination; or • Form SH-14 for change in existing Nomination.

Members holding shares in dematerialized form:

Members are requested to contact their DP to register their email address, KYC, bank account and/or Nomination details in their demat account, as per the process advised by their DP.

Members may download the relevant forms viz. ISR-1, ISR-2, ISR-3, ISR-4, SH-13 and SH-14 from the website of the Company at <https://bttl.co.in/procpankyc.html>.

Members are requested to send the aforesaid relevant forms along with necessary documents to the RTA of the Company at Beetal Financial & Computer Services Private Limited (Unit: Bhilwara Technical Textiles Limited), Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062.

In case of any queries /difficulties in registering the email address, members may write to RTA at beetalrta@gmail.com, or the Company at bttl.investor@lnjbhilwara.com.

- 7) Non-Resident Indian members are requested to inform RTA/ respective DPs immediately about:
- the change in the residential status on return to India for permanent settlement; and
 - the particulars of the bank account(s) maintained in India with complete name, branch, and account type, account number and address of the bank, if not furnished earlier.
- 8) In terms of Regulation 40(1) of Listing Regulations read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated 25th January, 2022, as amended from time to time, all service request with respect to transfer, transmission, transposition of securities, claim of shares

from unclaimed suspense account etc. shall be effected only in dematerialized form. In view of the same, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

9) Special Window for re-lodgment of Transfer Request:

In terms of SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July, 2025, the transfer requests of physical shares which were rejected and returned to the lodger prior to 1st April, 2019 and were not re-lodged before the extended timeline of 31st March, 2021, due to deficiency in the documents/process/or otherwise, can be re-lodged after rectifying the errors, for registration of transfer from 7th July, 2025 to 6th January, 2026 with Registrar and Share Transfer Agents ('RTA') or Company.

**Registrar and Share Transfer Agents
(Unit: Bhilwara
Technical Textiles Limited)**

Beetal Financial & Computer Services
Private Limited
Beetal House, 3rd Floor, 99 Madangir, Behind Local
Shopping Centre, Near Dada Harsukhdas Mandir, New
Delhi-110062
Phone No (s): +91-11-29961281
Email ID: beetalrta@gmail.com, beetal@beetalfinancial.com

**Corporate Office of Company
To Company Secretary
Bhilwara Technical Textiles Limited**

Bhilwara Towers, A-12, Sector-1, Noida-201301(UP)
Phone Nos.: +91-120 -4390000, 4390300
E-mail ID: corp.sec@lnjbhilwara.com, bttl.investor@lnjbhilwara.com

Transferred Shares will only be issued in demat mode once all the documents are found in order by RTA. The lodger must have a demat account and provide its Client Master List ('CML'), along with the transfer documents and share certificate, while lodging the documents for transfer with RTA. Transfer requests submitted after 6th January, 2026 will not be accepted by the Company/RTA.

- 10) SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31st July, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated 31st July, 2023 (updated as on 20th December, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://bttl.co.in/investor3.html>.**

11) PROCEDURE FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING THROUGH VC/OAVM BY MEMBERS

- i. Members, whose names appear in the Register of Members / Beneficial Owners as on the **Cut-Off date i.e. Friday, 12th September, 2025** may cast their vote

electronically. The remote e-Voting period begins on **Monday, 15th September, 2025 at 9:00 a.m. and ends on Wednesday, 17th September, 2025 at 5:00 p.m.** The remote e-Voting module shall be disabled by NSDL for voting thereafter. 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 i.e. Friday, 12th September, 2025.**





- ii. Members, who acquire shares of the Company after dispatch of the notice and hold shares as on the Cut-Off Date i.e. Friday, 12th September, 2025 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or beetalrta@gmail.com or beetal@beetalfinancial.com. Individual Demat Account Holder may follow the process mentioned in Step 1: Access to NSDL e-Voting system.

iii. The details of the process and manner for remote e-Voting are explained herein below:

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 for Individual Members holding shares in demat mode

Type of Members	Login Method
Individual Members holding shares in demat mode with NSDL	<p>I. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. 3. A new screen will open. You will need to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. 4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against 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 and e-voting during the meeting. <p>If you are not registered, follow the below steps</p> <ol style="list-style-type: none"> a. Option to register is available at https://eservices.nsdl.com b. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c. Please follow steps given above points 1 to 5. <p>II. e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 3. 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. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against the 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 and e-voting during the meeting. <p>III. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of Members	Login Method
Individual Members holding shares in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi /Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My Easi Tab and then use your existing my easi username & password. 2. After successful login the Easi /Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and e-voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My Easi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members (holding shares in demat mode) login through their Depository Participants ("DP")	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. 2. Once logged 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. 3. 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 and e-voting during the meeting.

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 Members holding shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Members holding shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Members holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

(B) Login Method for e-Voting for Members other than Individual Members holding shares in demat mode and Members holding shares in physical mode

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

1. Visit the e-Voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.
4. 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.

5. 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 IN400*** and Client ID is 12***** then your user ID is IN400***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 13***** then your user ID is 13*****
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 101125 then user ID is 101125001***

6. Password details for Members other than Individual Members 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 above in Point 7(c)-**For updating email address and Telephone/mobile numbers.**

7. 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.
- Physical User Reset Password? (If you are holding shares in physical mode) option available on 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

9. Now, you will have to click on "Login" button

10. 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

Follow the below mentioned steps to cast your vote electronically on NSDL e-Voting system:

- 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 is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and e-voting during the AGM.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

iv. Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice

- a) In case shares are held in physical mode please provide Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to btll.investor@lnjbhilwara.com.
- b) In case shares are held in demat mode, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to btll.investor@lnjbhilwara.com. If you are an Individual shareholders 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 for Individual Members holding shares in demat mode.**
- c) Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

v. General Guidelines for shareholders

- a) 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., to the Scrutinizer through e-mail at manisha.pcs@gmail.com with a copy marked to evoting@nsdl.co.in and 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.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password 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 to reset the password.

- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com.

vi. Instructions for Members for e-Voting on the day of AGM

- a) The procedure for e-Voting on the day of AGM is same as the instructions mentioned above for remote e-Voting.
- b) Only those Members, 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.

vii. Procedure for joining the 18th AGM through VC/OAVM

- a) Members may follow the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see "VC/OAVM link" placed under **"Join Meeting"** menu against the company name. Click on VC/OAVM link placed under Join Meeting menu.
- b) Members are requested to use Internet with a good speed to avoid any disturbance during the meeting.
- c) Facility to join the Meeting shall be opened thirty (30) minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.

12) PROCEDURE FOR SPEAKER REGISTRATION OR TO RAISE QUESTIONS/ QUERIES

- a. Members who have any questions/queries on the financial statements or any of the agenda item proposed in the Notice of 18th AGM may send their questions/queries at least 7 days in advance i.e. Thursday, 11th September, 2025, through email at btll.investor@lnjbhilwara.com by mentioning their name, DP ID and Client ID /folio number and mobile number.
- b. Members, who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email ID mentioning their name, DP ID and Client ID /folio number and mobile number at btll.investor@lnjbhilwara.com at least 7 days in advance before the start of the 18th AGM i.e. Thursday, 11th September 2025 by 5:00 p.m. Those Members who have registered themselves as a speaker will be allowed to ask questions during the 18th AGM, depending upon the availability of time.
- c. Members requiring any assistance/support for participation before or during the AGM, can contact NSDL on evoting@nsdl.com or can call at 022 - 4886 7000 or can contact Ms. Pallavi Mhatre, Senior Manager, at the designated E-mail ID at evoting@nsdl.com.
- d. Procedure for inspection of documents:
 - i. The relevant documents referred to in the AGM Notice shall be avail for inspection on the website of the Company.
 - ii. 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.

13) ANNOUNCEMENT OF VOTING RESULTS OF AGM

- a. The Scrutinizer will, after conclusion of e-Voting at the Meeting, scrutinise the votes cast at the Meeting through e-Voting and Remote e-Voting and make a consolidated Scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Meeting or a person authorised by him in writing who shall countersign the same. The Chairman or any other person authorised by the Chairman, shall declare the results within 2 working days of the conclusion of the AGM. The said results along with the report of the Scrutinizer will also be placed on the website of the Company www.btll.co.in and NSDL <https://www.evoting.nsdl.com> and shall also be displayed at the registered and corporate office of the Company. The results shall simultaneously be submitted to the Stock Exchange and available at www.bseindia.com. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
- b. The recorded transcript of 18th AGM shall also be made available on the website of the Company www.btll.co.in.
- c. Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting i.e. Thursday, 18th September, 2025.

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

Sd/-

Avnish Maurya
Company Secretary
and Chief Financial Officer
M. No. ACS-49392

Place: Noida(U.P.)

Date: 21st August 2025

Explanatory Statements pursuant to section 102 (1) of the Companies Act, 2013**ITEM NO. 3**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 ("Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules") and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") (herein referred as "SEBI Circular") the Audit Committee and the Board of Directors at their respective meetings held on 16th May, 2025 have approved and recommended the appointment of M/s. Manisha Gupta & Associates, Peer Reviewed Firm of Company Secretary in Practice (COP No. 6808) as Secretarial Auditor for a term of 5 (Five) consecutive years to hold office from the conclusion of 18th Annual General Meeting ("AGM") till the conclusion of 23rd (Twenty Third) AGM of the Company to be held in the year 2030 on following terms and conditions:

- Proposed Fees: Rs. 25,000/- (Rupees Twenty Five Thousand Only) plus out-of-pocket, travelling expenses and taxes as applicable from time to time, for the financial year 2025-26 for the purpose of audit, with the power to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the subsequent year(s) of their term, as determined by the Board in consultation with the Secretarial Auditors and as per the commendation of the Audit Committee. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark.
- Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR with regard to secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

- Credentials: M/s. Manisha Gupta & Associates (COP No. 6808), is a reputed firm of Company Secretaries in Practice specialized in Secretarial Audit and other corporate law matters. The firm is registered with the Institute of Company Secretaries of India and has an experience of more than 20 years in providing various corporate law services.

M/s. Manisha Gupta & Associates have given their consent to act as Secretarial Auditor of the Company and confirmed that their aforesaid appointment would be within the prescribed limits as specified under SEBI Circular and SEBI LODR. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act, Rules and SEBI LODR.

Accordingly consent of Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of this Notice for appointment and fixing of remuneration of Secretarial Auditor for term of 5 (Five) consecutive years from the conclusion of 18th AGM till the conclusion of 23rd (Twenty Third) AGM.

Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of Members of the Company.

No director, key managerial personnel or their relatives is interested in or concerned, financially or otherwise, in the proposed resolution.

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

Sd/-

Avnish Maurya
Company Secretary
and Chief Financial Officer
M. No. ACS-49392

Place: Noida(U.P.)

Date: 21st August 2025

Annexure- 1

(Pursuant to the provisions of Secretarial Standards on General Meeting (SS-2) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

DETAILS OF THE DIRECTORS RETIRING BY ROTATION AT THE 18TH ANNUAL GENERAL MEETING

Name of Director	Shri Shekhar Agarwal
DIN	00066113
Category	Promoter, Chairman & Managing Director and Chief Executive Officer
Age (in years)	72 Years
Date of Appointment /reappointment	<ul style="list-style-type: none"> Initial date of appointment on the Board is 14th December, 2007 The preceding date of re-appointment as Managing Director is 1st April, 2024
Inter-se relationship with other Directors	Father of Shri Shantanu Agarwal
Qualifications	B. Tech (Mech.)-IIT Kanpur, M.Sc. – (Chicago).
Experience & Expertise in specific functional areas	<p>Shri Shekhar Agarwal, Chairman & Managing Director and CEO of Bhilwara Technical Textiles Limited, aged 72 years, is a visionary leader in the textile industry for over 43 years, playing a crucial role in shaping success and growth story of Bhilwara Technical Textiles Limited. With a career spanning overall more than four decades, he has achieved outstanding milestones and contributed significantly to the industry.</p> <p>His professional journey began as a Senior Industrial & System Engineer at Rego Co., Chicago, from 1976 to 1980. He held various esteemed positions including Managing Director at RSWM Limited from 1984 to 2009, Chairman at Confederation of Indian Textile Industry (CITI) (formerly ICMF) and President at Northern India Textile Mills Association (NITMA).</p> <p>Shri Shekhar Agarwal is Non-Executive Directors at RSWM Limited, HEG Limited, BSL Limited, and PHD Chamber of Commerce and Industry, besides the private companies. He is also serving as Chairman & Managing Director and CEO at Maral Overseas Limited.</p>
List of Other Public Companies in which Directorships held #	<ol style="list-style-type: none"> 1. RSWM Limited 2. HEG Limited 3. Maral Overseas Limited 4. BSL Limited
Chairman / Member of the Committee of the Board of Directors of the Company	Nil
Chairmanship/Membership of the Committee of the Board of Directors of the others Companies	<ul style="list-style-type: none"> Member of Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Statement-Maral Overseas Limited Member of Audit Committee-HEG Limited Member of Audit Committee and Nomination & Remuneration Committee-BSL Limited Member of Stakeholders' Relationship Committee and Nomination & Remuneration Committee-RSWM Limited
Listed Entity form which the person has resigned in the past 3 years	Nil
No. of Equity Shares held in the Company as on 31st March, 2025	26,16,425
Terms & Condition of appointment or re-appointment	Executive Director liable to retire by rotation

Remuneration sought to be paid	Nil
Last Remuneration Drawn	Nil
Justification for choosing the Independent Director	Not Applicable
Skills and capabilities required for the role and manner in which the proposed person meets such requirements	He posses the requisite Skills , Expertise, Competencies as identified by NRC which inter-alia include finance, management, operations, marketing/sales and administration
No. of Board meeting attended during the year	4 out of 4

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