



BHILWARA TECHNICAL TEXTILES LIMITED

CIN: L18101RJ2007PLC025502

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

Phone.: +91-9116613745, 9116613746

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

Postal Ballot Notice

Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), also read with General Circular No. 03/2025 dated 22nd September 2025 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**"), or any other applicable laws and regulations, the Company hereby seeks the approval of the Members for transacting the Special Business as set out hereunder proposed to be passed by the Members of Bhilwara Technical Textiles Limited ("**the Company**") as Special Resolutions through Postal Ballot by voting through electronic means ("**remote e-voting**").

The Explanatory Statement pursuant to Sections 102 and 110 of the Act and other applicable provisions of the Act, pertaining to the said Resolutions setting out the material facts and the reasons thereof, is annexed to this Postal Ballot Notice.

In compliance with the MCA Circulars and applicable provisions of the Act, the Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent i.e. Beetal Financial & Computer Services Private Limited or Depositories through the respective Depository Participants. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the 'assent' or 'dissent' of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are appended to this Postal Ballot Notice.

In compliance with SEBI Listing Regulations and pursuant to provisions of Section 108 and 110 of the Act read with the MCA Circulars and SS-2, the Company is providing remote e-voting facility to Members, enabling them to cast their vote(s) electronically. The Company has engaged National Securities Depository Limited ("NSDL") for facilitating remote e-voting to enable the Members to cast their vote electronically. Members are requested to read the instructions in the Notes to this Postal Ballot Notice to cast their vote electronically through the e-voting process which commences from **Saturday, 26th September 2026 at 9:00 a.m. IST and ends on Sunday, 25th October 2026 at 5:00 p.m. IST (both days inclusive).**

The Board of Directors of the Company has appointed Smt. Manisha Gupta, Practicing Company Secretary (Membership No. FCS 6378 and Certificate of Practice No. 6808) of M/s. Manisha Gupta & Associates, as the Scrutinizer for conducting this Postal Ballot Process through the remote e-voting in a fair and transparent manner.

After completion of scrutiny of the votes, the Scrutinizer will submit the Report to the Chairman of the Company or any person authorised by him. The results of Postal Ballot along with the Scrutinizer's Report will be announced by the Chairman or such person as authorised by him, within 2(two) working days i.e. **on or before Tuesday, 27th October 2026 at 5:00 p.m.** The same will be displayed on the website of the Company: www.btcl.co.in and on the website of NSDL: www.evoting.nsdl.com and shall also be communicated to BSE Limited ("BSE"), where the Company's Equity Shares are listed and be made available on its website viz. www.bseindia.com. The resolution will be taken as passed effectively on the last date of remote e-voting i.e. **Sunday, 25th October 2026.**

SPECIAL BUSINESS

- 1. To approve the re-appointment of Shri Shekhar Agarwal (DIN:00066113) as Managing Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the rules made thereunder read with Schedule V of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force), upon the recommendation of Nomination and Remuneration Committee, approval of members be and is hereby accorded for the re-appointment of Shri Shekhar Agarwal (DIN:00066113), as Managing Director of the Company, who has attained the age of 73 years, liable to retire by rotation without causing any break in the continuity of his office, for further period of three (3) years with effect from 1st April 2027 to 31st March 2030, without remuneration on such terms and conditions as set out in the Explanatory statement annexed hereto.

RESOLVED FURTHER THAT Shri Shekhar Agarwal shall continue to be the Chief Executive Officer and be a Key Managerial Personnel during his tenure pursuant to the Section 203 of the Companies Act, 2013.

2. **To approve the re-appointment of Shri Rakesh Kumar Ojha (DIN:01997538) as an Independent Director of the Company for the second term of five (5) consecutive years.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 (**"the Act"**), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), as amended from time to time, Shri Rakesh Kumar Ojha (DIN: 01997538), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from 10th November 2021 and ending on 9th November 2026 (both days inclusive), who is eligible for re-appointment and has given his consent to act as Independent Director along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from 10th November 2026 upto 9th November 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers to any committee of Directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3. **To approve creation of mortgages/charges/hypothecation on the assets of the Company under section 180(1)(a) of the Companies Act, 2013.**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto (including any statutory modification(s) or any amendment(s) or any substitution(s) or re-enactment(s) thereof, if any, for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors

(hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof) for creation of such lien, mortgages, hypothecations, pledges and/or charges as may be necessary, in addition to the existing charges, lien, mortgages, pledges and hypothecation created, if any, by the Company on the whole or substantially the whole of the undertaking of the Company's present or future assets, whether immovable or movable, wheresoever situated, on such terms and conditions as Board in its absolute discretion may deem fit, as may be agreed to in favour of the Bank(s), Financial Institution(s), Investment Institutions and their subsidiaries, Banks, Mutual Funds, NBFC, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees of Lending Agencies to secure the borrowings by way of loans or by issue of non-convertible debentures, bonds, term loans, working capital facilities and / or other instruments including foreign currency borrowings, an outstanding aggregate value not exceeding Rs. 50 Crores (Rupees Fifty Crores only), including any increase as a result of fluctuation in the rates of exchange, together with interest thereon at the respective agreed rates, compounded interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies covered by the aforesaid financial assistance under the respective documents, entered into by the Company in respect of the said working capital facilities/ term loans/ debentures / bonds / other instrument(s) in term of their issue.

RESOLVED FURTHER THAT the mortgage and/or charge to be created by the Company aforesaid may rank pari passu/ subservient with / to the mortgages and / or charges already created or to be created in future by the Company and as may be agreed to between the Company and the lenders.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

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

**Place: Noida (U. P.)
Date: 25th September 2026**

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

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ("**the Act**") and Rule 20 & 22 of the Companies (Management and Administration) Rule, 2014 ("**Rules**") read with Regulation 17(11) of the SEBI Listing Regulations, setting out the material facts and reasons for the proposed Resolution(s) No.1 to 3 is annexed hereto and forms an integral part of this Postal Ballot Notice. This Postal Ballot Notice is also available on the website of the Company www.bttl.co.in and at the relevant section of the website of the Stock Exchange on which the shares of the Company are listed i.e. BSE Limited www.bseindia.com.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent through electronic mode only to those members whose names appear in the Register of Members of the Company/List of Beneficial Owners as received from the Depositories (NSDL & CDSL) as on **Friday, 18th September 2026 ("Cut-Off Date")** and who has registered their email addresses with the Company's Registrar & Share Transfer Agent i.e. M/s. Beetal Financial & Computer Services Private Limited or Depositories through the respective Depository Participants. Member(s) who has not received the Postal Ballot Notice may write an email to the Company at bttl.investor@lnjbhilwara.com or download from the website of the Company i.e. www.bttl.co.in or from the website of the Stock Exchange on which the shares of the Company are listed i.e. BSE Limited www.bseindia.com.
3. The voting rights of the members shall be in proportionate to their shareholding in the paid up equity shares capital of the Company as on the **Cut-Off Date i.e. Friday, 18th September 2026**. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners maintained by the Depositories as on the **Cut-Off Date** will be entitled to cast their votes. A person who is not a Member as on the **Cut-Off Date** should treat this Postal Ballot Notice for information purposes only.
4. Resolution(s) passed by the Members through Postal Ballot shall deemed to have been passed as if these have been passed at a General Meeting of the Members. Resolution(s) will be taken as passed effectively on the last date of remote e-voting i.e. **Sunday, 25th October 2026**.
5. Members who have not registered/updated their e-mail address with the Company or Depository Participant(s), may complete the e-mail registration process as detailed below:
 - a) Members holding shares in physical form and whose KYC details including e-mail address are not registered/ updated with the Company, may register/ update their KYC details including e-mail address by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN linked with Aadhaar; and self-attested copy of address proof (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport etc.) and such other documents as prescribed in the Form ISR-1, by sending the same to RTA of the Company i.e. M/s. 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. 011-29961281-83, Email id: beetalrta@gmail.com.

- b) Members holding shares in demat form can update their e-mail address with their Depository Participant(s).
6. The relevant 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 Director(s) seeking appointment/re-appointment, are annexed hereto as **Annexure-1** to this Notice. Requisite declarations have been received from the Director(s) seeking the appointment/re-appointment.
 7. Members desiring to exercise their vote by using e-voting facility are requested to carefully read and follow the instructions as mentioned at point No. 11 in the Notes. References to Postal Ballot in this notice include votes received through remote e-voting only.
 8. Special Window for re-lodgment of Transfer Request: In terms of SEBI Circular SEBI/HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated 30th January 2026, another special window for transfer and dematerialization of physical securities that were sold or purchased prior to 1st April 2019, commenced from 5th February 2026 to 4th February 2027. The Special Window is also available for transfer requests that were submitted earlier but were rejected, returned, or not processed due to deficiencies in documents, procedural requirements, or otherwise. Such requests may be re-lodged after rectifying the deficiencies for registration of transfer 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 Nos. 011-29961281-83,
Email: beetalrta@gmail.com

**Corporate Office of Company
To Company Secretary**

Bhilwara Technical Textiles Limited

Bhilwara Towers, A-12, Sector-1, Noida -
201301 (U.P), Phone Nos. : 0120- 4390300,
4390000
E-mail: bttil.investor@lnjbbhilwara.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.

9. The relevant documents, if any, referred in the Postal Ballot Notice shall be available for inspection on the website of the Company i.e. www.bttil.co.in during remote e-voting period of Postal Ballot.
10. 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	In case Members holding shares in physical form and whose KYC details are updated: 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. <i>Note: members whose KYC are not updated, shall require to update their KYC along with email address as mentioned herein below.</i>
KYC and Bank details	In case Members holding shares in physical form and whose KYC details are not updated: 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. For updating signature: 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.
Nomination	Members whose nominee details are not updated are requested to provide duly filled and signed: • 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 Depository Participants (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 www.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, Phone No. 011-29961281-83, Email id: beetalrta@gmail.com.

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.

11. INSTRUCTIONS FOR MEMBERS FOR E-VOTING:

The e-voting period commences on **Saturday, 26th September 2026 (9:00 a.m. IST)** and ends on **Sunday, 25th October 2026 (5:00 p.m. IST) (both days inclusive)**. During this period, the Members of the Company, holding shares either in physical form or in demat form, as on the **Cut-Off Date i.e. Friday, 18th September 2026**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time. Once the vote on a Resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

(A). Login method for e-Voting for Individual Members holding shares in demat mode.

Type of shareholders	Login Method
Individual Members holding securities in demat mode with NSDL.	I. OTP Based Login For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8 digit DP ID, 8 digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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. II. NSDL IDeAS facility If you are already registered, follow the below steps: 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.

If you are not registered, follow the below steps

- 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.

III. e-Voting website of NSDL

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.

IV. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



Individual Members holding securities in demat mode with CDSL	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 Myeasi Tab and then user 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. 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 Myeasi 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 a 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 securities in demat mode) login through their depository participants ("DP")	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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.

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

Login type	Helpdesk details
Members holding securities 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 securities 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 21 09911

(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 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, 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 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***

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 10 - **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.

- c) 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.
 - d) 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:

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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.

General Guidelines for members

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to manisha.pcs@gmail.com with a copy marked to evoting@nsdl.com 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.
2. 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.

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

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:

1. 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), Aadhar (self-attested scanned copy of Aadhar Card) by email to btcl.investor@lnjbhilwara.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to btcl.investor@lnjbhilwara.com If you are an Individual Members 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 securities in demat mode.**
3. Alternatively members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Member holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

**Place: Noida (U. P.)
Date: 25th September 2026**

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

EXPLANATORY STATEMENT UNDER SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

Item No. 1: To approve the re-appointment of Shri Shekhar Agarwal (DIN:00066113) as Managing Director of the Company

Members may note that Shri Shekhar Agarwal (DIN:00066113) was re-appointed as Managing Director of the Company for a period of 3 years with effect from 1st April 2024 until 31st March 2027 and designated as Chairman & Managing Director and CEO of the Company.

Members may further note that the Board of Directors, at their meeting held on 13th August 2026, after considering the feedback/reviews of the Directors and upon commendation of Nomination and Remuneration Committee, which undertook his performance evaluation, approved the re-appointment of Shri Shekhar Agarwal as Managing Director of the Company, without remuneration, for a further period of three (3) years with effect from 1st April 2027 upto 31st March 2030, in accordance with the provisions of Section 196, 203 and other applicable provisions, if any of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. Further, Shri Shekhar Agarwal will continue to hold the position of Chairman & CEO and he shall be designated as “Chairman & Managing Director and CEO” of the Company.

Further, Shri Shekhar Agarwal has attained the age of 73 years and in accordance with provisions of Section 196(3)(a) of the Companies Act, 2013, and the justification for his re-appointment is given as below:

Shri Shekhar Agarwal brings over 45 years of extensive and diverse experience in the textile industry. He has been associated with and contributed significantly to the growth and success of the Company since its inception. Under his visionary leadership, the Company has achieved significant milestones and overall business growth. His expertise and strategic insight are expected to continue to contribute towards growth and development of the Company in the years ahead.

In compliance with the provisions of Section 152 of Companies Act, 2013 and rules made thereunder, Shri Shekhar Agarwal shall be liable to retire by rotation without causing any break in the continuity of his office.

Shri Shekhar Agarwal is not disqualified from being appointed as Managing Director of the Company in terms of Section 164 of the Companies Act, 2013 and who has given his consent to act as Managing Director of the Company. Shri Shekhar Agarwal is not debarred from holding the office of Director pursuant to any SEBI Order or any other such authority. The relevant details pertaining to Shri Shekhar Agarwal are provided in Annexure-1 in accordance with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings.

The above may be treated as written memorandum setting out the terms of appointment of Shri Shekhar Agarwal under Section 190 of the Companies Act, 2013.

Accordingly, it is proposed to re-appoint Shri Shekhar Agarwal as Managing Director of the Company for a period of three years w.e.f 1st April 2027 upto 31st March 2030, without remuneration.

Your Directors recommend the Special Resolution as set out at Item no. 1 of the Notice for approval by the Members.

Except Shri Shekhar Agarwal himself and Shri Shantanu Agarwal, Director being relative of Shri Shekhar Agarwal, none of the other Directors / Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested in the proposed Resolution.

Item No. 2 To approve the re-appointment of Shri Rakesh Kumar Ojha (DIN:01997538) as an Independent Director of the Company for the second term of five (5) consecutive years

Members may note that Shri Rakesh Kumar Ojha (DIN: 01997538) was appointed as an Independent Director on the Board of the Company with effect from 10th November 2021 for the first term of five (5) consecutive year by the members at the 15th Annual General Meeting held on 31st August 2022. The first term of Shri Rakesh Kumar Ojha (DIN: 01997538) as an Independent Director of the Company would be completed on 9th November 2026.

Shri Rakesh Kumar Ojha, aged 58, is a law graduate with over three decades of experience as a corporate and commercial lawyer. He specializes in mergers and acquisitions, corporate finance, real estate, infrastructure, and governance, with working knowledge of international arbitration, IT-enabled services and outsourcing, and human resource law. He has a long-standing association with the Ministry of Corporate Affairs, Government of India, and has served as a keynote speaker at several conferences on Indian corporate law and company valuation. He also serves on the boards of various companies, bringing rich cross-sectoral governance experience. With his extensive legal expertise and strong grounding in corporate governance and regulatory affairs, Shri Rakesh Kumar Ojha brings significant value to the Board as an Independent Director.

Shri Rakesh Kumar Ojha is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director along with declaration that 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 experience and contribution, has recommended the re-appointment of Shri Rakesh Kumar Ojha as an Independent Director for a second term of five (5) consecutive years. In the opinion of the Board, Shri Rakesh Kumar Ojha fulfills the conditions for re-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 draft letter of appointment of an Independent Director setting out the terms and conditions, is available on Company's website at www.bttl.co.in. A brief profile and other details of Shri Rakesh Kumar Ojha are mentioned in **Annexure-1** attached to this Notice.

In line with Company's Nomination and Remuneration Policy, Shri Rakesh Kumar Ojha will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors for participation in the meeting of the Board and its Committees.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members is sought for the re-appointment of Shri Rakesh Kumar Ojha as an Independent Director of the Company.

Your Directors recommend the Special Resolution as set out at Item No. 2 of the Notice for approval by the members.

Except Shri Rakesh Kumar Ojha, none of the Directors, Key Managerial Personnel (KMPs) or their relatives is, in any way concerned or interested, financially or otherwise, in the Special Resolution under Item No. 2 of the notice.

Item No. 3 To approve creation of mortgages/charges/hypothecation on the assets of the Company under section 180(1)(a) of the Companies Act, 2013

Members may note that, keeping in view the Company's existing operations and growing future financial requirements to support its business operations and plans, the Company may need additional funds. For this purpose, the Company may borrow funds from time to time to meet its financial requirements from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered appropriate within the borrowing limits of the Company as approved by the members.

Pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 (the "Act"), the Board can exercise such power to create mortgage and/ or charge on the immovable and movable properties of the Company in connection with the funds borrowed from time to time to meet its requirements within the borrowing limits only with the approval of members of the Company by way of Special Resolution. Accordingly, the approval of the members sought to create mortgage/charge on the movable and immovable the assets of the Company for an amount upto Rs. 50 Crores (Rupees Fifty Crores only).

The approval of the members is sought pursuant to Section 180(1)(a) of the Companies Act, 2013 and rules made thereunder. Your Directors recommend the Special Resolution as set out at Item No. 3 of the accompanying Notice, for approval of 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.3 of the notice.

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

**Place: Noida (U. P.)
Date: 25th September 2026**

**Sd/-
Avnish Maurya
Company Secretary
and Chief Financial Officer
M.No: ACS 49392**

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT

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

Name of Director	Shri Shekhar Agarwal	Shri Rakesh Kumar Ojha
DIN	00066113	01997538
Category	Promoter, Chairman & Managing Director and Chief Executive Officer	Independent Director
Age (in years)	73 Years	58 years
Date of Appointment /reappointment	- Initial date of appointment on the Board is 14th December 2007. - The preceding date of re-appointment as Managing Director of the Company is 1st April 2024.	Initial date of appointment on the Board is 10th November 2021.
Inter-se relationship with other Directors	Father of Shri Shantanu Agarwal	None
Qualifications	B. Tech (Mech.)-IIT Kanpur, M.Sc.- Chicago.	Law Graduate from Delhi University and Honors Program in Economics from Delhi University.
Experience & Expertise in specific functional areas	Shri Shekhar Agarwal, Chairman & Managing Director and CEO of Bhilwara Technical Textiles Limited, is a visionary leader in the textile industry for over 45 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. 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	Shri Rakesh Kumar Ojha, aged 58, is a law graduate with over three decades of experience as a corporate and commercial lawyer. He specializes in mergers and acquisitions, corporate finance, real estate, infrastructure, and governance, with working knowledge of international arbitration, IT-enabled services and outsourcing, and human resource law. He has a long-standing association with the

	2009, Chairman at Confederation of Indian Textile Industry (CITI) (formerly ICMF) and President at Northern India Textile Mills Association (NITMA). Shri Shekhar Agarwal is Non-Executive Directors at RSWM Limited, BSL Limited, HEG Graphite 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.	Ministry of Corporate Affairs, Government of India, and has served as a keynote speaker at several conferences on Indian corporate law and company valuation. He also serves on the boards of various companies, bringing rich cross-sectoral governance experience.
List of Other Public Companies in which Directorships held #	1. RSWM Limited 2. Maral Overseas Limited 3. BSL Limited 4. HEG Graphite Limited	None
Chairman / Member of the Committee of the Board of Directors of the Company	Nil	• Chairperson of Stakeholders' Relationship Committee, • Chairperson of Nomination and Remuneration Committee, • Chairperson of Audit Committee
Chairmanship/Member ship of the Committee of the Board of Directors of the others Companies	• Member of Stakeholders' Relationship Committee, Nomination and Remuneration Committee, and Corporate Social Responsibility Committee - Maral Overseas Limited • Member of Audit Committee and Nomination and Remuneration Committee - BSL Limited • Member of Stakeholders' Relationship Committee and Nomination & Remuneration Committee - RSWM Limited • Member of Audit Committee - HEG Graphite Limited	None

Listed Entity form which the person has resigned in the past 3 years	Nil	Nil
No. of Equity Shares held in the Company as on 31st March 2026	26,16,425	Nil
Terms & Condition of appointment or re-appointment	Executive Director, liable to retire by rotation	Independent Director, not liable to retire by rotation.
Remuneration sought to be paid	Nil	See note give below.
Last Remuneration Drawn for FY2025-26	Nil	See note give below.
Justification for choosing the Independent Director	Not Applicable	As per Explanatory Statement of Notice of Postal Ballot.
Skills and capabilities required for the role and manner in which the proposed person meets such requirements	He possess the requisite Skills, Expertise, Competencies as identified by NRC which inter-alia include finance, management, operations, marketing/sales and administration.	He possess the requisite Skills, Expertise, Competencies as identified by NRC which inter-alia include finance, Law, and administration.
No. of Board meeting attended during the year	5 out of 5	4 out of 5

#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 paid sitting fee for attending meetings of Board of Directors, Independent Directors Meeting and Meetings of various Committees of Board of Directors etc. in accordance with Nomination and Remuneration Policy of the Company.