



BHILWARA TECHNICAL TEXTILES LIMITED

CIN: L18101RJ2007PLC025502

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

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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 ("**Listing Regulations**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), also read with 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**"), or any other applicable laws and regulations, the Company hereby seeks the approval of the Members for transacting the Special businesses as set out hereunder proposed to be passed by the Members of Bhilwara Technical Textiles Limited ("**the Company**") as Special Resolution(s) through Postal Ballot by voting through electronic means ("**remote e-voting**").

The Explanatory Statement pursuant to Section 102 and 110 of the Act and other applicable provisions of the Act, pertaining to the said Resolution(s) 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/ Depositories. 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 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 its Members, to enable them to cast their vote(s) electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating remote e-voting to enable the Members to cast their votes 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 **Wednesday, 26th February, 2025 at 9:00 a.m. IST and ends on Thursday, 27th March, 2025 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 the 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, **on or before Saturday, 29th March, 2025 at 5:00 p.m.** The same will be displayed on the website of the Company: www.bttl.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 resolutions will be taken as passed effectively on the last date of remote e-voting i.e. **Thursday, 27th March, 2025.**

SPECIAL BUSINESS(ES)

1. To approve the appointment of Smt. Archana Capoor (DIN: 01204170) as an Independent 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 Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with the Articles of Association of the Company (including any statutory modification or re-enactment thereof for the time being in force), Smt. Archana Capoor (DIN: 01204170), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from 14th February, 2025, upon the recommendation of Nomination and Remuneration Committee, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 14th February, 2025 to 13th February, 2030.

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.”

2. To approve the alteration of Memorandum of Association 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 4 and Section 13 and other applicable provisions of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, and subject to necessary approval(s) required, if any, in this regard from Registrar of Companies/appropriate authorities, and subject to such other terms, conditions, stipulations, alteration, amendments as may be required, specified or suggested by the Registrar of Companies/appropriate authorities, consent of the members of the Company be and is hereby accorded for effecting the following alterations in the Memorandum of Association of the Company:

- a) Clause III (A) of the existing Object Clause “THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE” be substituted by new heading titled as “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE”
- b) Alteration of existing Object Clause III (A) by inserting the following sub-clauses after existing sub-clause 4:
 - 5. To carry on the business of leasing and to acquire, or provide on lease basis all types of industrial and offices, plants, equipments, machinery, vehicles buildings and real estate, required for manufacturing, processing, transportation and trading business and such other commercial and service business.
 - 6. To carry on the business as manufacturer of, agents or dealers in textiles and grains such as man-made fibres, cotton, silk, jute, woollen, synthetics.
 - 7. To carry on business of processors, combers, spinners, weavers, knitters, manufacturers, dyers, bleachers, finishers laminators, balers and pressers of any fibrous or textile material whether an agricultural or animal or natural product or its by-products or chemical or synthetic fibre and specially jute, hemp, silk, cotton, wool, mesta, nylon, terene, terylene, staple fibre or other synthetic fibre and to manufacture and produce from such raw material or textile material and to carry on the business of buyers, sellers and dealers of all such raw or processed or semi-processed

material and to transact all manufacturing, cutting and preparing, process and mercantile business that may be beneficial to the said business.

8. To organise, run, maintain, operate, promote the business of interior decorator, furniture and carpet designers and manufacturers, boutiques, operators of fashion centre, fashion shows and to make, acquire, deal in any way in handicrafts, objects of art, precious stones, jewellery, whether artificial or otherwise and articles wherein precious metals or precious stones may be used, in textile fabrics and to manufacture and deal in any products as are dealt in by boutiques, fashion shows and interior decorator.
 9. To carry or, in any mode, the business of store-keepers in all its branches and in particular to buy, sell and deal in goods, stores, consumable articles, chattels and effects of all kinds, both wholesale or retail.
 10. To carry on processors and manufacturers of and general export and import both traditional and non-traditional items, industrial, agricultural commodities, and home textiles.
- c) The existing clause III (B) "THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS ARE" be substituted by the new heading titled as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE" with Existing objects appearing under sub clause 1 to 31 thereof.
- d) The Existing Clause III (C) titled "Other Objects" be deleted.
- e) The Existing Liability Clause IV "THE LIABILITY OF THE MEMBERS IS LIMITED" be substituted by "THE LIABILITY OF THE MEMBERS IS LIMITED AND THIS LIABILITY IS LIMITED TO THE AMOUNT UNPAID, IF ANY, ON THE SHARES HELD BY THEM".

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified/amended as mentioned hereinabove, or as suggested by Registrar of Companies/Statutory authorities and accepted by the Board of Directors or by the official authorized by the Board of Directors, be adopted as the Memorandum of Association of the Company.

RESOLVED FURTHER THAT Board of Directors and the Key Managerial Personnel of the Company, be and are hereby severally authorised to accept the terms, conditions, stipulations, alterations, amendments, as may be required with regard to amendment in Memorandum of Association, specified by the Registrar of Companies/ Statutory authorities, as may be considered necessary, proper or deem fit to give effect to this resolution."

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

**Place: Noida (U. P.)
Date: 14th February, 2025**

**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 Listing Regulations, setting out the material facts and reasons for the proposed Resolution(s) 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 sections 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, 21st February, 2025 ("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 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, 21st February, 2025**. 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. **Thursday, 27th March, 2025**.





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 Hasukhdas 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 seeking appointment, are annexed hereto as **Annexure-I** to this Notice.
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. 9 in the Notes. References to Postal Ballot(s) in this notice include votes received through remote e-voting only.
8. 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.bttl.co.in during remote e- voting period of Postal Ballot.
9. **INSTRUCTIONS FOR MEMBERS FOR E-VOTING:**

The e-voting period commences on **Wednesday, 26th February, 2025 (9:00 a.m. IST)** and ends on **Thursday, 27th March, 2025 (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, 21st February, 2025**, 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 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.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” 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.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. 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 (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful

	<p>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.</p> <p>4. 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> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Members holding securities 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 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,

	<p>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.</p> <p>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.</p>
Individual Members (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.</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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual 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
Individual 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:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those members whose email IDs are not registered.
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) "**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

How 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.
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 btlt.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 btll.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 btll.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: 14th February, 2025**

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

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

ITEM No. 1

Members may note that based on recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company, in their meeting held on 14th February, 2025, appointed Smt. Archana Capoor as an Additional Director (Non-Executive Independent) with effect from 14th February, 2025. In compliance with the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") Smt. Archana Capoor holds office till the date of upcoming Annual General Meeting.

The Company has received consent in writing from Smt. Archana Capoor to act as Independent Director and intimation to the effect that she is not disqualified from being a Director under Section 164 of the Companies Act, 2013. The Company has also received following disclosures from Smt. Archana Capoor (i) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); (ii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018, and NSE Circular No. NSE/ CML/2018/24 dated 20th June, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority; (iii) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company; and (iv) Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Appointment Rules of the Companies Act, 2013.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Smt. Archana Capoor as an Independent Director of the Company. NRC has considered her qualifications, positive attributes, experience, expertise and independence. Accordingly, the NRC and the Board of Directors are in view that Smt. Archana Capoor is person of integrity, and possesses the requisite skills and capabilities, and fulfills the conditions specified under the Act and rules made thereunder read with the provisions of Listing Regulations. Hence, it is desirable and in the interest of the Company to appoint Smt. Archana Capoor as an Independent Director for a term of five (5) consecutive years from 14th February, 2025 until 13th February, 2030 in terms of the provisions of the Act and Listing Regulations.

Further, in terms of Section 149(13) of the Act, an Independent Director so appointed shall not be liable to retire by rotation under Section 152 of the Act. A copy of draft letter of appointment of Smt. Archana Capoor as an Independent Director setting out the terms and conditions, is uploaded on Company's website at www.bttl.co.in. A brief profile and other details of Smt. Archana Capoor are mentioned in Annexure I attached to this Notice.

In line with Company's Nomination and Remuneration Policy, Smt. Archana Capoor will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors and reimbursement of expenses for participation in the Board and its Committee meetings.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and applicable provisions of Listing Regulations, the approval of the Members is sought for the appointment of Smt. Archana Capoor as an Independent Director of the Company.

Your Board of Directors recommend the Special Resolution as set out in Item no. 1 of this notice for the approval of Members.

None of Director(s), key managerial personnel(s) or their relatives except Smt. Archana Capoor to whom the resolution relates, is interested in or concerned, financially or otherwise, in the proposed resolution.

ITEM No. 2

Members may note that the Company is presently engage in trading of 100% Cotton dyed, Cotton Melange and Cotton Raw white yarns in both domestic and international markets. Further the Company has sufficient funds that allows it to invest in new opportunities pushing it towards growth. The Company is constantly in search of new product(s), project(s), exploring newer domain to leverage the financial position to enlarge the area of business operations. In terms of Section 179 of the Companies Act, 2013, any new business may be commenced with the approval of Board of Directors of the Company.

The alteration to the Objects Clause of the Memorandum of Association ("MOA"), as set out in the Resolution, will enable the Company to expand and diversify its operations and conduct business more economically and efficiently. The proposed activities, if undertaken, can be seamlessly integrated with the Company's existing activities and carried out advantageously under the current circumstances.

Further, the existing Memorandum of Association of the Company was framed under the provisions of erstwhile Companies Act, 1956. The Board of Directors in their meeting held on 14th February, 2025, subject to approval of the members and subsequent approval of Registrar of Companies/appropriate authorities, approved the amendment /alteration of Memorandum of Association of the Company in accordance with the provisions of Companies Act, 2013.

Accordingly, it is proposed to amend/alter the "Main Object" clause of the Memorandum of Association of the Company by inserting new sub-clauses after sub clause (4) of PART A of Clause III of the Memorandum of Association.

The copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company during business hours on any working day. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies, Jaipur.

Accordingly, your Board of Directors recommends the Special Resolution set out in Item No. 2 of the Notice for approval of the members, by way of Special Resolution to amend the Memorandum of Association of the Company.

None of Director(s), key managerial personnel(s) or their relatives, is interested in or concerned, financially or otherwise, in the proposed resolution.

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

**Place: Noida (U. P.)
Date: 14th February, 2025**

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

Annexure-I**DETAILS OF THE DIRECTOR SEEKING APPOINTMENT**

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

Name of Director	Smt. Archana Capoor
DIN	01204170
Category	Independent Director
Age (in years)	66
Date of Appointment	14 th February, 2025
Inter-se relationship with other Directors	None
Qualifications	B. Sc. & MBA.
Brief Profile, Expertise in specific functional areas	<p>Smt. Archana Capoor holds a Master's degree in Business Administration with specialization in Finance and Market Research from the University of Allahabad, Uttar Pradesh (India), possessing extensive experience across diverse sectors, including tourism, banking, finance, and social development.</p> <p>She had served as the Chairperson and Managing Director of Tourism Finance Corporation of India Ltd. from 2007 to 2012. She begun her career in 1982 as an Assistant Director at the Institute of Productivity and Management, Kanpur (U.P.), and has since held senior positions in various government organizations, financial institutions, and banks.</p> <p>Currently, she serves as an Independent Director on the boards of RSWM Limited, Maral Overseas Limited, S Chand and Company Limited, Uniproducs (India) Limited, Sandhar Technologies Limited, and SAMHI Hotels Limited. She is also a Director at Vikas Publishing House Private Limited. Previously, she had also served as an Independent Director at Birla Cable Limited.</p>
List of Other Public Companies in which Directorships held[#]	<ol style="list-style-type: none"> 1. RSWM Limited 2. Maral Overseas Limited 3. S. Chand And Company Limited 4. Samhi Hotels Limited 5. Sandhar Technologies Limited 6. Uniproducs (India) Limited

Chairman / Member of the Committee of the Board of Directors of the Company	Nil
Chairmanship/ Member of the Committee of the Board of Directors of the others Company	<ul style="list-style-type: none"> • RSWM Limited: <ul style="list-style-type: none"> - Chairperson of Audit Committee • Maral Overseas Limited: <ul style="list-style-type: none"> - Chairperson of Audit Committee - Chairperson of Stakeholders' Relationship Committee • S Chand and Company Limited: <ul style="list-style-type: none"> - Chairperson of Audit Committee • Sandhar Technologies Limited: <ul style="list-style-type: none"> - Chairperson of Audit Committee • Uniproducts (India) Limited: <ul style="list-style-type: none"> - Member of Audit Committee • Samhi Hotels Limited: <ul style="list-style-type: none"> - Member of Audit Committee - Member of Stakeholder's Relationship Committee
Listed Entity form which the person has resigned in the past 3 years	Birla Cable Limited (Completion of 2 nd tenure of five consecutive years as Independent Director)
No. of Equity Shares held in the Company	Nil
Terms & Condition of appointment along with detail of remuneration sought to be paid	As mentioned in the draft letter of appointment.
Remuneration sought to be paid	Sitting Fees
Last Remuneration Drawn	Nil
Justification for choosing the Independent Director	As per Explanatory Statement for Item No.1 of the Notice
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	She possess the requisite Skills, Expertise, Competencies as identified by NRC, which inter-alia includes finance, law, management, operations, marketing / sales and administration.
No. of Board meeting attended during the year	Not Applicable

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