Bharat Textiles & Proofing Industries Limited

Annual Report 2025-2026

For the Financial Year Ended 31st March, 2026

CIN: L17111TN1990PLC020072

Registered Office: 994, Sathyavedu Road, T, Suravalikandigai, Sirupuzhalpet (P), Gummidipoondi, Tamil Nadu, India, 601201

| Email: ajeet@bharatcanvas.com| Phone: 9841025811

36th ANNUAL REPORT 2025-2026

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CORPORATE INFORMATION

BOARD OF DIRECTORS

- Mr. Ajeet Bhandari Kumar – Managing Director
- Mr. Anil Bhandari – Whole-Time Director
- Mr. Krishna Kumar Bhnadari – Whole-Time Director
- Mrs. Veena Bhandari – Non-Executive Director and Non-Independent Director
- Mr. Sivaraman Uthayakumar – Independent Director
- Mr. Janarthanam Udayakumar – Independent Director

KEY MANAGERIAL PERSONNEL (KMP)

- Mr. Anil Bhandari – Chief Financial Officer & Whole-Time Director
- Mr. Krishna Kumar Bhnadari – Whole-Time Director
- Mr. Ajeet Bhandari Kumar - Managing Director
- Mr. Shiv Ratan Jhawar – Company Secretary & Compliance Officer (resigned with effect from 01/07/2026)

SECRETARIAL AUDITOR

G&J Associates
308–311, Geetanjali Tower,
Civil Lines, Jaipur – 302006, Rajasthan, India

COMPANY SECRETARY & COMPLIANCE OFFICER

Shiv Ratan Jhawar (resigned with effect from 01/07/2026)

STATUTORY AUDITORS

M/s. Diyali B and Associates (FRN: 017740S)
(CHARTERED ACCOUNTANTS)
A-9, Maruti Apartments
87, Dr. Alagappa Road Chennai -600084, Tamil Nadu, India
Mo. No. 9444906021
Email: diyali@cadba.in

BANKER(S)

ICICI BANK LIMITED
84, NSC BOSE ROAD, CHENNAI – 600 079

INDIAN BANK

66, RAJAJI SALAI, HARBOUR BRANCH, CHENNAI-600001

AXIS BANK LIMITED
CORPORATE BANKING BRANCH, CHENNAI – 600002

REGISTRAR AND SHARE TRANSFER AGENT (RTA)

Cameo Corporate Services Limited Subramanian Building, No. 1, Club House Road, Chennai – 600002, Tamil Nadu, India

Tel: 044-40020700 / 28460390
Email: investor@cameoindia.com
Website: www.cameoindia.com

LISTED ON

BSE Limited
Scrip code: 531029
Symbol: BHATEXT

NOTICE OF 36TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 36th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON SATURDAY, 26TH SEPTEMBER, 2026 AT 12:00 P.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 994, SATHYAVEDU ROAD, T, SURAVALIKANDIGAI, SIRUPUZHALPET (P), GUMMIDIPOONDI, TAMIL NADU, INDIA, 601201 TO TRANSACT THE BUSINESSES MENTIONED BELOW:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 and the reports of the Board of Directors and Auditors thereon.**

   To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 134 (1) of the Companies Act, 2013 and rules made thereunder and other applicable provisions (including any statutory modifications and re-enactment thereof) for the time being in force, the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 comprising of the Audited Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement and Statement for Change in the Equity Share Capital for the year ended as on 31st March, 2026, together with accounting policies, schedules and notes forming part of the accounts thereon and the Reports of the Board of Directors and Auditors thereon along with all annexure as laid before this Annual General Meeting be and are hereby considered, approved and adopted."

2. **To appoint a director in place of Mr. Krishna Kumar Bhandari (DIN: 05309897), who retires by rotation and being eligible, offers himself for re-appointment.**

   To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of the Section 152(6) of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force and as per Articles of Association, Mr. Krishna Kumar Bhandari (DIN: 05309897) who retires by rotation and being eligible offer himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **To re-appoint Mr. Krishna Kumar Bhandari (DIN: 05309897) as a Whole time Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the requisite approvals, if any required, approval of the shareholders be and is hereby accorded to the re-appointment of **Mr. Krishna Kumar Bhandari** (DIN: **05309897**) as Whole Time Director of the Company, for a period of three years w.e.f. 25th July, 2026, on the terms and conditions including terms of remuneration as set out in the explanatory statement attached hereto and forming part of this notice with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Act including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board and Mr. Krishna Kumar Bhandari.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Act, wherein any financial year the Company has no profits or inadequate profit, Mr. Krishna Kumar Bhandari will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act or any modification or re-enactment thereof.

RESOLVED FURTHER THAT, in the event of any statutory amendment or modification by the Central Government to Schedule V of the Act, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, perks and other benefits payable to Mr. Krishna Kumar Bhandari within such prescribed limit or ceiling as agreed by and between the Board and Mr. Krishna Kumar Bhandari without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the Board of Directors or its Committee thereof be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

4. **To consider re-appointment of Mr, Ajeet Bhandari Kumar (DIN: 01023609) as Managing Director (MD) of the company.**

   To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

   "RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded for re-appointment of Mr, Ajeet Bhandari Kumar (DIN: 01023609) as Managing Director and Key Managerial Personnel of the Company for a period of 3 years with effect from April 1, 2027 to 31st March, 2030 (liable to retire by rotation) on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr. Ajeet Bhandari Kumar within the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Managing Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT any one of the Director of the Company be and are hereby severally authorized to do all such acts and things and deal with all such matters and take all such steps and finalise, approve, alter, vary, modify, and sign all such papers/forms/documents as may be necessary for giving effect to the above resolution."

5. **To consider re-appointment of Mr, Anil Bhandari (DIN: 02722372) as Whole-time director (WTD) of the company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded for re-appointment of Mr, Anil Bhandari (DIN: 02722372) as Whole-time director and Key Managerial Personnel of the Company for a period of 3 years with effect from April 1, 2027 to 31st March, 2030 (liable to retire by rotation) on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr, Anil Bhandari within the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Whole-time director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT any one of the Director of the Company be and are hereby severally authorized to do all such acts and things and deal with all such matters and take all such steps and finalise, approve, alter, vary, modify, and sign all such papers/forms

6. **To consider and approve the proposal of creation of mortgage/charge on assets of the company, under section 180 (1) (a) of the companies act, 2013**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of the Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or the person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) to pledge, mortgage, hypothecate and/or create charge on all or any part of the movable or immovable property(ies) of the Company and to sell, lease or otherwise dispose of the whole or part of the undertaking(s) of the Company, both present and future, in addition to existing pledge, mortgage, hypothecate and/or charge in favour of bank(s), financial institution(s), investor(s), trustee(s) (including the trustee for the holders of debentures, bonds or other instrument) and any other lender(s)/person(s) to secure the amount borrowed by the Company and/or its subsidiary(ies) from time to time for the due payment of the principal and/or together with interest, additional interest, compounding interest, charges, costs, expenses and all other money(ies) including any increase as a result of devaluation, revaluation, fluctuations in the rate of exchange and other obligations payable by the Company and/or its subsidiary company(ies) in respect of such borrowing(s) on such terms and conditions and in such form as the Board in its absolute discretion thinks fit, provided that the aggregate indebtedness secured by the assets of the Company shall not exceed at any time a sum of Rs. 200 Cr/- (Rupees Two Hundred Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents /deeds /writings /papers /agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

7. **Enhancement in overall borrowing limits of the company and creation of mortgage/charge on assets of the company, under section 180 (1) (c) of the companies act, 2013**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** in supersession of earlier resolution passed by the members and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or the person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) to borrow any sum of money(ies) from time to time at their discretion for the business of the Company from any one or more bank(s), financial institution(s), mutual fund(s), body(ies) corporate, firm(s) and other person(s) by way of loans or credit facilities (fund based or non-fund based) or issue of Debentures, Bonds, Commercial Papers, External Borrowings or any instrument or otherwise as permitted under any law on such terms and conditions, with or without security, as the Board in its absolute discretion may think appropriate notwithstanding that the total money(ies) to be borrowed, together with money(ies) already borrowed by the Company shall not exceed at any point of time Rs. 200 Cr. (Rupees Two Hundred Crores only) in excess of aggregate of paid-up share capital, free reserves and securities premium of the Company apart from temporary loans obtained from the Company's banker in the ordinary course of business.

RESOLVED FURTHER THAT Board of Directors or its delegated authority be and is hereby authorized to finalize terms and conditions of such borrowing and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution".

8. Authorization to make loan(s) and give guarantee(s), provide security(ies) or make investment under section 186 of the Companies Act, 2013:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, up to Rs. 200 Cr (Rupees Two Hundred Crores), outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being 60 percent of the Company's paid-up capital, free reserves and securities premium account or one hundred percent of the Company's free reserves and securities premium account, whichever is more).

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution."

9. To Approve Related Party Transactions:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, and in terms of the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the omnibus approval accorded by the Audit Committee and the Board of Directors at their respective meetings, the consent of the members of the Company be and is hereby accorded for Related Party Transactions as set out under Item No. 9 of the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps, actions and measures and to execute all such deeds, documents, agreements and writings as may be necessary, proper, expedient or incidental for giving effect to this resolution, including delegation of such authority to any Director(s), officer(s) or other authorized person(s) of the Company, as may be deemed appropriate

By order of the Board
For Bharat Textiles & Proofing Industries Limited

Sd/-
Ajeet Kumar Bhandari
Managing Director
DIN: 01023609

Sd/-
Anil Bhandari
Whole-time director
DIN: 02722372

Place: Chennai
Date: 01/09/2026

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act") setting out material facts concerning business under Item Nos. 2 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) and 36(5) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed. Requisite declarations have been received from the Director(s) and Secretarial Auditors seeking appointment/re-appointment
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote instead of himself / herself. such a proxy / proxies need not be a member of the company.

   The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 days of notice in writing is given to the Company.
4. Institutional/Corporate Shareholders are required to send a scanned copy of their Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM on their behalf and to vote through remote e-Voting/e-Voting. The said resolution/ authorization shall be sent to Scrutinizer by email at csshubhamjainbumb@gmail.com and to Cameo Corporate Services Limited ("RTA" or "Registrar") by email at investor@cameoindia.com.
5. Inspection of Documents**-**The Company has been maintaining, inter alia, the following statutory registers at its registered office, which are open for inspection by the members in terms of the applicable provisions of the Act, on all working days during business hours (9.00 am to 5.00 pm) (IST) on all working days, except Saturdays and Sundays from the date of circulation of this Notice up to the date of AGM of the Company at the venue of the Meeting:

   i. Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

   ii. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013,

   iii. Relevant documents referred to in this Notice and the explanatory statement shall be open for inspection by the members at the registered office of the Company.

6. The notice of AGM along with the Annual Report 2025-26 is being sent to those members / beneficial owners whose name is appearing in the register of members /list of beneficiaries received from the depositories as on 27th August, 2026 ("cutoff date").
7. The Notice of the AGM along with the Annual Report 2025- 26 is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2025- 26 will also be available on the Company's website at https://bharatcanvas.com//. The Notice can also be accessed from the

websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. and on the website of CDSL at helpdesk.evoting@cdslindia.com.

8. The physical copies of such statements and the Notice of AGM will be dispatched only to those shareholders who request the same. Members who are desirous to have a physical copy of the Annual Report should send a request to the Company's e-mail ajeet@bharatcanvas.com clearly mentioning their Folio number/DP and Client ID.

9. Further in accordance with Regulation 31 (1) (b) of Listing Regulations, A letter providing the web link for accessing the Annual report and Notice of AGM, will be sent to those shareholders who have not registered their email addresses with the Company/ Registrar and Share Transfer Agent (RTA)/ Depository Participants (DPs). Members may also note that Notice of Annual General Meeting will be available on Company's website https://sodhanicapital.com for their download.

10. For members who have not registered their email IDs so far, are requested to register their email IDs for receiving all the communications including Annual Report, Notices from the Company electronically. Members are requested to respond to their messages and register their e-mail id and support the green initiative efforts of the Company.

11. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence so as to enable the Company to address any future communication at their correct address

12. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 27th, August 2026 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.

13. However, if you are already registered with CDSL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evotingindia.com.

14. **Members' holding shares in Multiple Folios** Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its R&TA along with relevant Share Certificates. In case of Joint Holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member.

15. The Securities and Exchange Board of India ("SEBI") vide its Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form, if any. Members can contact the Company or its Registrars for assistance in this regard

16. Members who hold shares in physical form are requested to send all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other shares

related matter and / or change in address or bank account, to CAMEO CORPORATE SERVICES LIMITED Subramanian Building, No. 1, Club House Road, Chennai – 600002, Tamil Nadu, India, who is acting as our Registrar and Share Transfer Agent_(R&TA) of the Company. Please quote your folio number and our Company's name in all your future correspondences and in case of shares held in electronic mode, to their respective Depository Participants.

17. **Attendance Slip & Route Map-**Members / Proxies and authorized representatives attending the meeting are requested to bring their Attendance Slip for attending the meeting duly filled, for handing over at the venue of the meeting. Proxies are requested to bring their identity proof at the meeting for the purpose of identification. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
For the convenience of Members, a Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice. The company whole-heartedly welcomes members/proxies at the AGM of the company. The members/ proxies may please note that no gifts/gift coupons will be distributed at the AGM.

18. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.

19. Shareholders seeking any information and having any query with regard to accounts or on the Annual Report are requested to write to the company at least ten days in advance so as to enable the Management to keep the information ready at the Meeting.

20. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of AGM, Director's report, Auditor's report, Audited Financial Statements and other documents through electronic mode. Further, pursuant to the first provisions to the Rule 18 of the Companies (Management & Administration) Amendment Rules 2015, the Company shall provide an advance opportunity to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address, change of address and updation of Savings Bank Account details with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID and bank particulars to the Company or the RTA. SEBI, has mandated that the listed companies shall henceforth issue the securities in dematerialized form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialize their holdings.

21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. The members holding shares in physical form are requested to submit their PAN and Bank Details (copy of PAN Card and original cancelled cheque leaf/attested copy of bank pass book showing name of account holder) to the RTA

22. Pursuant to Master Circular dated 7th May, 2024 and Circular dated 10th June, 2024 issued by SEBI, it shall be mandatory for the holders of physical securities to furnish PAN, contact details (Postal address with PIN and Mobile number), Bank A/c details and specimen signature for their corresponding folio numbers. Members of such folios where in any one of the above mentioned document/details are not updated shall be eligible:

a) To lodge grievance or avail any service request from the RTA ONLY after furnishing PAN and KYC details.
b) For any payment including dividend, interest or redemption payment in respect of such folios ONLY through electronic mode with effect from 1st April, 2024. Members are requested to register/update the details in prescribed Form ISR-1 and other relevant forms, duly filled along with self-attested supporting documents and other relevant forms, with Registrar and Share Transfer Agent of the Company Subramanian Building, No. 1, Club House Road, Chennai – 600002, Tamil Nadu, India Email: investor@cameoindia.com Members may download the prescribed forms from the Company's website at https://bharatcanvas.com/

23. **Voting Through Electronic Means-** In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and the Rules framed thereunder read with Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings as issued by ICSI, Company is offering e-voting facility to the shareholders to enable them to cast their vote electronically on the items as mentioned in the Notice. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency to enable the shareholders to exercise their right to vote through electronic means in respect of businesses to be transacted in the AGM. The Company has approached CDSL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The facility for voting through ballot paper/e-Voting shall be made available at the AGM and in such case, the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through ballot paper/electronic voting. Poll will be conducted under the supervision of the Scrutinizer appointed for e-voting and poll. Scrutinizer decision on validity of vote will be final Those shareholders, who do not opt to cast their vote through e-voting, may cast their vote through Ballot Paper at the AGM. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The e-voting shall commence on **23rd September, 2026 (9.00 A.M. IST) and ends on, 25th September 2026 (5.00 P.M. IST)**. The e-voting module shall be disabled by NSDL for voting thereafter and Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **21st September, 2026** will be eligible to cast their vote electronically.

The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of **21st September, 2026.**

Any person, who acquires shares of the Company and become member of the Company after email of the notice and holding shares as of the cut-off date i.e., , 27th August, 2026 may obtain the login ID and password by sending a request at ajeet@bharatcanvas.com or helpdesk.evoting@cdslindia.com For any assistance or information about shares etc. members may contact the Company. Mr. Shubham Jain (M. No. FCS 13054 C.P. No.: 21933) has been appointed as the Scrutinizer for conducting the Ballot Paper Process at the AGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and in presence of at least two witnesses not in the employment of the Company and shall make, within 2 working of the conclusion of AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website 1. https://bharatcanvas.com/ and on the website of CDSL at helpdesk.evoting@cdslindia.com after the declaration of result by the Chairman or a person authorized by him in writing. The same will be communicated to the stock exchanges where the Company shares are listed on BSE Limited in due course.

24. **Nomination:** Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility

25. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_ IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August11, 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://bharatcanvas.com/

26. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:**

i Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of SEBI Listing Regulations (as amended from time to time), and the MCA Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) as the Authorized e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.

ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, September 21, 2026 shall be entitled to avail the facility of remote e-voting or e-voting on the date of the AGM and participating at AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, should treat this Notice as intimation only.

iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Monday, September 21, 2026 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.

iv. The remote e-voting will commence on Wednesday, September 23, 2026 at 9.00 a.m. and will end on Friday, September 25, 2026 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in Demat mode as on the Cut-off date i.e. Monday, September 21, 2026 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

vi. The voting rights of the members 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. Monday, September 21, 2026

vii. The Company has appointed CS Shubham Jain, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

27. PROCESS FOR THOSE MEMBERS WHOSE EMAIL ARE NOT REGISTERED:

i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, 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 Company/RTA email id.

ii. Members holding shares in Demat mode can get their E-mail ID and mobile number registered by contacting their respective Depository Participant.

iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

28. SHAREHOLDERS INSTRUCTIONS FOR E-VOTING:

i. The voting period begins on Wednesday September 23, 2026 at 9.00 a.m. and ends on Friday, September 25, 2026 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 21, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email-id in their demat accounts in order to access e-Voting facility.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual Shareholders holding securities in Demat** mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders 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 URL for users to login to Easi / Easiest arehttps://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 availableathttps://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is 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.jsp 3. 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 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Members can also download the 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 Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for Remote e-Voting for Physical Shareholders and Shareholders other than individual holding in Demat form.

1. The Shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now Enter your User ID:
   a For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details fields.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN: 260901058 for the relevant < BHARAT TEXTILES & PROOFING INDUSTRIES LIMITED >> on which you choose to vote. of BHARAT TEXTILES & PROOFING INDUSTRIES LIMITED.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non–Individual Shareholders and Custodians – For Remote Voting only.**

a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" Module.
b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
c. After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
d. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
e. It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
f. Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at csshubhamjainbumb@gmail.com and to the Company at the email address -ajeet@bharatcanvas.com if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 or write to the Company Secretary. Contact details of Company Secretary are as at the top of notice.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Future, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 21 09911.

29. THE INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at -ajeet@bharatcanvas.com These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

14. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the electronic votes cast during the AGM and thereafter unblock and count the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or any other person authorized by the Chairperson.

15. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sheetaluniversal.com and on the website of CDSL i.e. www.cdslindia.com within two working days of conclusion of the 36th Annual General Meeting of the Company and shall also be communicated to the Stock Exchange where the shares of the Company are listed.

30. INSTRUCTIONS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, 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 Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business for the below mentioned Items of the Company Notice.

Item No. 3

Based on the recommendation of Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors has reappointed Mr. Krishna Bhandari Kumar as the Whole Time Director of the Company for a period of 3 (Three) years commencing from 25th July, 2026, subject to approval of the members in General Meeting upon terms and conditions set out in the draft agreement to be entered into by the Company with him as approved by the Board of Directors.

Mr. Krishna Bhandari Kumar's visionary guidance has been instrumental in driving company's remarkable growth. He has exhibited exceptional leadership skills and a steadfast commitment towards Company's progress. Under his astute leadership, the Company has achieved steady growth, marked by consistent expansion, strategic initiatives, and a relentless pursuit of excellence. His ability to navigate through uncertainties and make well-informed decisions has ensured the sustainability of Company's operations. It would be therefore in the interest of the Company to re-appoint Mr. Krishna Bhandari Kumar as Whole Time Director of the Company.

The material terms and conditions of the said draft Agreement are as under:

1. Period of Agreement: For a period of 3 years with effect from 25th July, 2026

2. Remuneration:

a) Basic Salary: Basic Salary up to 8,00,000/- per annum.

b) Perquisites/Allowances: In addition to salary, the Whole Time Director shall be entitled to the following perquisites/ allowances: House rent allowance, conveyance allowance, leave travel allowance, bonus, reimbursement of medical expenses (whether in India or abroad) and medical insurance premium for self and family, fees of clubs subject to maximum of two clubs which will include admission fees but will not include life membership fees, use of car with driver and telephone and internet facilities at residence and mobile phone facility, personal accident insurance, assignment of key man and other insurance policies obtained by the Company and such other perquisites and special allowances as may be determined by the Board from time to time.

c) Whole Time Director shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein:

i) contribution to the Provident Fund, Contribution to Gratuity Fund as per the rules of the Company. ii) Gratuity payable at the rate not exceeding half a month's salary for every completed year of service. iii) Encashment of leave as per rules of the Company. Explanation: For the purpose of this Agreement, "Family" means the spouse and dependent children of Managing Director.

d) Perquisites and allowances together with the salary payable as aforesaid shall be restricted to and subject to the applicable overall maximum ceiling set out in Section 197 read with Schedule V of the Companies Act, 2013 or any amendments or modifications that may be made thereto by the Central Government in that behalf from time to time.

3. Where in any financial year during his tenure as Whole Time, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/ allowances as aforesaid.

4. Whole Time Director shall be entitled to annual leave for a period of thirty-five days and shall be entitled to accumulate earned leave for a maximum of ninety days.

5. Whole Time Director shall be entitled to:

the reimbursement of expenses actually incurred by him in the course of legitimate business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors; and

the reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively for the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors.

6. No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.

7. Notwithstanding anything to the contrary contained in the Agreement, either party shall be entitled to terminate the Agreement, at any time by giving to the other party 90 days' notice in writing in that behalf without the necessity of showing any cause and on expiry of the period of such notice, this Agreement shall stand terminated and Whole Time Director shall cease to be the Whole Time Director of the Company. The said notice period of 90 days may be waived mutually.

8. The terms and conditions of the said appointment herein and/ or agreement may be altered and varied by the Board of Directors from time to time at its discretion as it may deem fit so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, or any other amendments made hereafter in that regard.

9. The other terms and conditions of the agreement are such as are customarily contained in the agreement of similar nature.

10. The said re-appointment including the remuneration payable to him, is subject to the approval of the members and all such sanctions as may be necessary and shall be given effect to as per the modification, if any, approved. The draft Agreement to be entered into between the Company and Mr. Mr. Krishna Bhandari Kumar is open for inspection at the Registered Office of the Company on any working days (excluding Saturdays) between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.

Your Director recommend the resolution at Item No. 3 of the Notice for your approval.

Mr. Krishna Bhandari Kumar is interested in the said resolution as it pertains to his own re-appointment. Mr Ajeet Bhandari Kumar, Mr. Anil Bhandari and Ms. Veena Bhandari are deemed to be interested in the said resolution as they are related to Mr. Krishna Bhandari Kumar.

Prescribed details of Mr. Krishna Bhandari Kumar are provided in the notes to the Notice. The other relatives of Mr. Krishna Bhandari Kumar may be deemed to be interested in the said resolution at Item No. 4 of the Notice to the extent of their shareholding, if any, in the Company.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 4

Based on the recommendation of Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors has reappointed Mr. Ajeet Bhandari Kumar as the Managing Director of the Company for a period of 3 (Three) years with effect from April 1, 2027 to 31st March, 2030 , subject to approval of the members in General Meeting upon terms and conditions set out in the draft agreement to be entered into by the Company with him as approved by the Board of Directors.

Mr. Ajeet Bhandari Kumar’s visionary guidance has been instrumental in driving company’s remarkable growth. He has exhibited exceptional leadership skills and a steadfast commitment towards Company’s progress. Under his astute leadership, the Company has achieved steady growth, marked by consistent expansion, strategic initiatives, and a relentless pursuit of excellence. His ability to navigate through uncertainties and make well-informed decisions has ensured the sustainability of Company’s operations. It would be therefore in the interest of the Company to re-appoint Mr. Ajeet Bhandari Kumar as Managing Director of the Company.

The material terms and conditions of the said draft Agreement are as under:

1. Period of Agreement: With effect from April 1, 2027 to 31st March, 2030

2. Remuneration:

a) Basic Salary: Basic Salary up to 25,00,000/- per annum

b) Perquisites/Allowances: In addition to salary, the Managing Director shall be entitled to the following perquisites/ allowances: House rent allowance, conveyance allowance, leave travel allowance, bonus, reimbursement of medical expenses (whether in India or abroad) and medical insurance premium for self and family, fees of clubs subject to maximum of two clubs which will include admission fees but will not include life membership fees, use of car with driver and telephone and internet facilities at residence and mobile phone facility, personal accident insurance, assignment of key man and other insurance policies obtained by the Company and such other perquisites and special allowances as may be determined by the Board from time to time.

c) Managing Director shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein:

i) contribution to the Provident Fund, Contribution to Gratuity Fund as per the rules of the Company. ii) Gratuity payable at the rate not exceeding half a month's salary for every completed year of service. iii) Encashment of leave as per rules of the Company. Explanation: For the purpose of this Agreement, "Family" means the spouse and dependent children of Managing Director.

d) Perquisites and allowances together with the salary payable as aforesaid shall be restricted to and subject to the applicable overall maximum ceiling set out in Section
7 read with Schedule V of the Companies Act, 2013 or any amendments or modifications that may be made thereto by the Central Government in that behalf from time to time.

3. Where in any financial year during his tenure as Managing Director, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/ allowances as aforesaid.

4. Managing Director shall be entitled to annual leave for a period of thirty-five days and shall be entitled to accumulate earned leave for a maximum of ninety days.

5. Managing Director shall be entitled to:

the reimbursement of expenses actually incurred by him in the course of legitimate business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors; and

the reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively for the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors.

6. No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.

7. Notwithstanding anything to the contrary contained in the Agreement, either party shall be entitled to terminate the Agreement, at any time by giving to the other party 90 days' notice in writing in that behalf without the necessity of showing any cause and on expiry of the period of such notice, this Agreement shall stand terminated and Managing Director shall cease to be the Managing Director of the Company. The said notice period of 90 days may be waived mutually.

8. The terms and conditions of the said appointment herein and/ or agreement may be altered and varied by the Board of Directors from time to time at its discretion as it may deem fit so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, or any other amendments made hereafter in that regard.

9. The other terms and conditions of the agreement are such as are customarily contained in the agreement of similar nature.

10. The said re-appointment including the remuneration payable to him, is subject to the approval of the members and all such sanctions as may be necessary and shall be given effect to as per the modification, if any, approved. The draft Agreement to be entered into between the Company and Mr. Ajeet Bhandari Kumar is open for inspection at the Registered Office of the Company on any working days (excluding Saturdays) between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.

Your Directors recommend the resolution at Item No. 4 of the Notice for your approval.

Mr. Ajeet Bhandari Kumar is interested in the said resolution as it pertains to his own re-appointment. Mr Krishna Kumar Bhandari, Mr. Anil Bhandari and Ms. Veena Bhandari are deemed to be interested in the said resolution as they are related to Mr. Krishna Bhandari Kumar.

Prescribed details of Mr. Ajeet Bhandari Kumar are provided in the notes to the Notice. The other relatives of Mr. Ajeet Bhandari Kumar may be deemed to be interested in the said resolution at Item No. 5 of the Notice to the extent of their shareholding, if any, in the Company.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 5

Based on the recommendation of Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors has reappointed Mr Anil Bhandari as the Whole time Director of the Company for a period of 3 (Three) years with effect from April 1, 2027 to 31st March, 2030 subject to approval of the members in General Meeting upon terms and conditions set out in the draft agreement to be entered into by the Company with him as approved by the Board of Directors.

Mr Anil Bhandari visionary guidance has been instrumental in driving company’s remarkable growth. He has exhibited exceptional leadership skills and a steadfast commitment towards Company’s progress. Under his astute leadership, the Company has achieved steady growth, marked by consistent expansion, strategic initiatives, and a relentless pursuit of excellence. His ability to navigate through uncertainties and make well-informed decisions has ensured the sustainability of Company’s operations. It would be therefore in the interest of the Company to re-appoint Mr Anil Bhandari as Whole Time Director of the Company.

The material terms and conditions of the said draft Agreement are as under:

1. Period of Agreement: With effect from April 1, 2027 to 31st March, 2030

2. Remuneration:

a) Basic Salary: Basic Salary up to 5,00,000/- per annum

b) Perquisites/Allowances: In addition to salary, the Whole Time Director shall be entitled to the following perquisites/ allowances: House rent allowance, conveyance allowance, leave travel allowance, bonus, reimbursement of medical expenses (whether in India or abroad) and medical insurance premium for self and family, fees of clubs subject to maximum of two clubs which will include admission fees but will not include life membership fees, use of car with driver and telephone and internet facilities at residence and mobile phone facility, personal accident insurance, assignment of key man and other insurance policies obtained by the Company and such other perquisites and special allowances as may be determined by the Board from time to time.

c) Whole Time Director shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein:

i) contribution to the Provident Fund, Contribution to Gratuity Fund as per the rules of the Company. ii) Gratuity payable at the rate not exceeding half a month’s salary for every completed year of service. iii)

Encashment of leave as per rules of the Company. Explanation: For the purpose of this Agreement, “Family” means the spouse and dependent children of Managing Director.

d) Perquisites and allowances together with the salary payable as aforesaid shall be restricted to and subject to the applicable overall maximum ceiling set out in Section 197 read with Schedule V of the Companies Act, 2013 or any amendments or modifications that may be made thereto by the Central Government in that behalf from time to time.

3. Where in any financial year during his tenure as Whole Time, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/ allowances as aforesaid.

4. Whole Time Director shall be entitled to annual leave for a period of thirty-five days and shall be entitled to accumulate earned leave for a maximum of ninety days.

5. Whole Time Director shall be entitled to:

the reimbursement of expenses actually incurred by him in the course of legitimate business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors; and

the reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively for the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors.

6. No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.

7. Notwithstanding anything to the contrary contained in the Agreement, either party shall be entitled to terminate the Agreement, at any time by giving to the other party 90 days’ notice in writing in that behalf without the necessity of showing any cause and on expiry of the period of such notice, this Agreement shall stand terminated and Whole Time Director shall cease to be the Whole Time Director of the Company. The said notice period of 90 days may be waived mutually.

8. The terms and conditions of the said appointment herein and/ or agreement may be altered and varied by the Board of Directors from time to time at its discretion as it may deem fit so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, or any other amendments made hereafter in that regard.

9. The other terms and conditions of the agreement are such as are customarily contained in the agreement of similar nature.

10. The said re-appointment including the remuneration payable to him, is subject to the approval of the members and all such sanctions as may be necessary and shall be given effect to as per the modification, if any, approved. The draft Agreement to be entered into between the Company and Mr Anil Bhandari is open for inspection at the Registered Office of the Company on any working days (excluding Saturdays) between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.

Your Director recommend the resolution at Item No. 5 of the Notice for your approval.

Mr. Anil Bhandari is interested in the said resolution as it pertains to his own re-appointment. Mr Ajeet Bhandari Kumar, Mr. Mr. Krishna Bhandari Kumar and Ms. Veena Bhandari are deemed to be interested in the said resolution as they are related to Mr. Anil Bhandari.

Prescribed details of Mr. Anil Bhandari are provided in the notes to the Notice. The other relatives of Mr. Anil Bhandari may be deemed to be interested in the said resolution at Item No. 6 of the Notice to the extent of their shareholding, if any, in the Company.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 6

Pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the Board of the Company shall not, without the consent of the shareholders by way of Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company. This also includes creation of charge/ mortgage / hypothecation on the movable and immovable properties of the Company.

The Company may be required to pledge, mortgage, hypothecate and/or charge all or any part of the movable or immovable property(ies) of the Company and the whole or part of the undertaking(s) of the Company, both present and future, in addition to existing pledge, mortgage, hypothecation and/or charge in favour of bank(s), financial institution(s), investor(s), trustee(s) (including the trustee for the holders of debentures, bonds or other instruments) and any other lender(s)/person(s) in respect of borrowings made/to be made by the Company and/or its subsidiary Companies.

Accordingly, the Company proposes to obtain the approval of the Members by way of Special Resolution for creation of charge in any form on its movable and immovable properties in relation to the borrowings made/to be made by the Company and/or its subsidiary Companies, up to a limit of Rs. 200 Crores (Rupees Two Hundred Crores only).

The Board recommends the proposed resolution set out in Item No. 6 for approval of the Members by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 6, except to the extent of their respective shareholding in the Company.

Item No. 7

Pursuant to the provisions of Section 180(1)(c) and other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder, the Company can borrow money(ies) exceeding the aggregate of the paid-up share capital, free reserves and securities premium of the Company only with the approval of Members of the Company by way of Special Resolution.

Keeping in view the Company's existing and future fund requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise fund from various Bank(s) and/or Financial Institution(s), Mutual Fund(s), Bodies Corporate(s), firm(s)and / other person(s) by way of loans or credit facilities (fund based or non-fund based) or issue of Debentures, Bonds, Commercial Papers, External Commercial Borrowings or any other instruments or otherwise on such terms and conditions as may be considered fit, which, together with the money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company. In view of the increased requirement of the funds, the Board, recommended to the Members of the Company for their approval to borrow from time to time not exceeding Rs. 200 Cr./- (Rupees Two Hundred Crore only) together with money(ies) already borrowed in excess of aggregate of paid-up share

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capital, free reserves and securities premium of the Company apart from temporary loans obtained from the Company's banker in the ordinary course of business.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 7, except to the extent of their respective shareholding in the Company.

The Board recommends proposed resolution at Item No.8 for your approval by way of Special Resolution.

Item No. 8

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 200 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 9 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item: 9

As per Section 188 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended (including any statutory modification(s) or re-enactment thereof for the time being in force, and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further pursuant to the approval of Board of Directors and the Audit Committee with regard to omnibus approval for related party transactions on annual basis for the financial year 2026-2027, in their respective meeting held on May 29, 2026, the consent of the Company is required for omnibus approval for entering into contract or arrangement with the related parties already in existence and which are proposed to be entered into by the Company on annual basis for the F.Y. 2026-27 , as set out here under:

RELATED PARTY TRANSACTIONS				
Names of the Related Parties	***Description of relationship***	***Nature of Transaction***	***Amount not exceeding Consolidated***	***Period of Related Party Transactions***
Rudraaksh Textiles LLP	Concerns in which Directors/KMP's	Sales	1.00 Crores	Year to Year basis

	or their Relatives are interested			
Jivan Plastic India LLP	Concerns in which Directors/KMP's or their Relatives are interested	Sales	5.00 Lakhs	Year to Year basis
Him Marketing	Concerns in which Directors/KMP's or their Relatives are interested	Sales	50.00 Lakhs	Year to Year basis
Rudraaksh Textiles LLP	Concerns in which Directors/KMP's or their Relatives are interested	Purchase	5.00 Crores	Year to Year basis
Him Marketing	Concerns in which Directors/KMP's or their Relatives are interested	Purchase	10.00 Lakhs	Year to Year basis
Hospira Agencies	Concerns in which Directors/KMP's or their Relatives are interested	Sales	10.00 Lakhs	Year to Year basis

None of the Directors or Key Managerial Personnel(s) of the Company or their relatives, other than Mr. Ajeet Bhandari Kumar, Managing Director, Mr. Anil Bhandari, Whole Time Director and CFO, Mr. Krishan Kumar Bhandari Whole Time Director and Ms Veena Bhandari, Director are concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any, in the Special Resolution set out at Item No. 09 of the Notice.

The Board recommends the **Special Resolution** as set out in Item No. 09 of the Notice for approval of the members

ANNEXURE

Brief details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 2 & 3

Name of Director	Mr. Krishna Kumar Bhandari
DIN	05309897
Age	36 Years
Date of first Appointment on Board	14/02/2020
Qualifications	B.E MECHENICAL
Experience and expertise in specific functional areas	Mr. Krishan Kumar has rich technical experience in the manufacturing of cotton canvas, digital printable fabric and PVC coated tarpaulins. Considering his expertise and experience, the Board of Directors is of the opinion that for smooth and efficient running of the business.
Directorships held in other (excluding foreign) Companies (As on 31st March, 2026)	***LISTED COMPANY:*** Nil ***UNLISTED COMPANY:*** 1
Memberships/ Chairmanships of Committees across public companies (As on 31st March, 2026	Nil
Number of shares held in the Company (As on 31st March, 2026)	2,91,600 (4.98%)
Terms and condition of appointment	Re-Appointed as Whole time Director, liable to retire by rotation at remuneration and other terms as mentioned in the statement annexed to the notice.
Remuneration to be paid	As per the resolution at item no. 4 of the notice read with explanatory statement thereto.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Remuneration being given is at par with industry level and size of the company. The company expects further to achieve new height under his guidance.
Remuneration last drawn (including sitting fees, if any) (FY 2025-2026)	03.00 Lakhs
Relationship with other Directors/ KMPs/ Manager	Son of Mr. Ajeet Bhandari, the Managing Director and Mrs. Veena Bhandari, Director of the Company. He is also related to Mr. Anil Bhandari, Whole Time Director. Apart from this, he does not have any relationship with the Company, other Directors and Key Managerial Personnel of the Company
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Mr. Krishna Kumar is the son of Mr. Ajeet Kumar Bhandari, Managing Director and Mrs. Veena Bhandari, Non-executive Director of the Company. He is also related to Mr. Anil Bhandari, Whole Time Director of the Company.
Number of Board meetings attended during the year	8
Date of Appointment & term of Appointment	The Board recommends his re-appointment to the members at the ensuing Annual General Meeting and the shareholders are requested to consider his re-appointment on the board.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/24 dated 20th June, 2018.	Mr. Krishna Kumar Bhandari is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

General Information:

General Information	The company is engaged in business of Preparation and spinning of cotton fiber including blended cotton
Date or expected date of commencement of commercial product	9 April,1991
Financial Performance based on given Indicators	The financial performance of the company has been better than the industry average.
Foreign Investment or collaborations, if any.	NA

Item No. 4

Name of Director	Mr. Ajeet Bhandari Kumar
DIN	01023609
Age	59 Years
Date of first Appointment on Board	21/12/1990
Qualifications	Bcom Commerce
Experience and expertise in specific functional areas	Mr. Ajeet Bhandari Kumar has rich technical experience in the manufacturing of cotton canvas, digital printable fabric and PVC coated tarpaulins. Considering his expertise and experience, the Board of Directors is of the opinion that for smooth and efficient running of the business.
Directorships held in other (excluding foreign) Companies (As on 31st March, 2026)	***LISTED COMPANY:*** Nil

	UNLISTED COMPANY: Nil
Memberships/ Chairmanships of Committees across public companies (As on 31st March, 2026	Nil
Number of shares held in the Company (As on 31st March, 2026)	5,05,570
Terms and condition of appointment	Re-Appointed as Managing Director, liable to retire by rotation at remuneration and other terms as mentioned in the statement annexed to the notice.
Remuneration to be paid	As per the resolution at item no. 5 of the notice read with explanatory statement thereto.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Remuneration being given is at par with industry level and size of the company. The company expects further to achieve new height under his guidance.
Remuneration last drawn (including **sitting fees, if any) (FY 2025-2026)**	12.50 Lakhs
Relationship with other Directors/ KMPs/ Manager	Father of Mr. Krishna Kumar Bhandari, the Whole time Director and Husband of Veena Bhandari, Director of the Company. He is also related to Mr. Anil Bhandari, Whole Time Director. Apart from this, he does not have any relationship with the Company, other Directors and Key

	Managerial Personnel of the Company
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Father of Mr. Krishna Kumar Bhandari, the Whole time Director and Husband of Veena Bhandari, Director of the Company. He is also related to Mr. Anil Bhandari, Whole Time Director of the company.
Number of Board meetings attended during the year	8
Date of Appointment & term of Appointment	With effect from April 1, 2027 to 31st March, 2030
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 National Stock **Exchange of India** **Ltd. with ref. no.** **NSE/CML/2018/24 dated 20th** **June, 2018.**	Mr. Ajeet Bhandari Kumar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.
General Information:	The company is engaged in business of Preparation and spinning of cotton fiber including blended cotton
General Information	The company is engaged in business of Preparation and spinning of cotton fiber including blended cotton
Date or expected date of commencement of commercial product	NA
Financial Performance based on given **Indicators**	The financial performance of the company has been better than the industry average.
Foreign Investment or collaborations, if **any.**	NA

Item No. 5

Name of Director	Mr. Anil Bhandari
DIN	02722372
Age	48 Years
Date of first Appointment on Board	15/04/2002
Qualifications	B.E Textile Engineering Masters in Textile Engineering
Experience and expertise in specific functional areas	Anil Bhandari has rich experience and expertise in Textile Engineering, textile manufacturing processes, production management, quality control, product development, and optimization of textile operations, with sound knowledge of the technical and operational aspects of the textile industry.
Directorships held in other (excluding foreign) Companies (As on 31st March, 2026)	***LISTED COMPANY:*** Nil ***UNLISTED COMPANY:*** Nil
Memberships/ Chairmanships of Committees across public companies (As on 31st March, 2026	NA
Number of shares held in the Company (As on 31st March, 2026)	1,31,800

Terms and condition of appointment	Re-Appointed as Whole time Director, liable to retire by rotation at remuneration and other terms as mentioned in the statement annexed to the notice.
Remuneration to be paid	As per the resolution at item no. 6 of the notice read with explanatory statement thereto.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Remuneration being given is at par with industry level and size of the company. The company expects further to achieve new height under his guidance.
Remuneration last drawn (including sitting fees, if any) (FY 2025-2026)	2.70 Lakhs
Relationship with other Directors/ KMPs/ Manager	Brother of Ajeet Bhandari Kumar, Managing Director of company. He is also related to Krishan Kumar Bhandari, Whole Time Director and Veena Bhandari, Director.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Brother of Ajeet Bhandari Kumar, Managing Director of company. He is also related to Krishan Kumar Bhandari, Whole Time Director and Veena Bhandari, Director.
Number of Board meetings attended during the year	8
Date of Appointment & term of Appointment	With effect from April 1, 2027 to 31st March, 2030
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 National Stock Exchange of India	Mr. Anil Bhandari is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Ltd. with ref. no.

NSE/CML/2018/24 dated 20th

June, 2018.

General Information:

General Information	The company is engaged in business of Preparation and spinning of cotton fiber including blended cotton
Date or expected date of commencement of commercial product	NA
Financial Performance based on given Indicators	The financial performance of the company has been better than the industry average.
Foreign Investment or collaborations, if any.	NA

FORM MGT-11 PROXY FORM

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

CIN:	L17111TN1990PLC020072
Name of the Company:	BHARAT TEXTILES & PROOFING INDUSTRIES LIMITED
Registered Office:	994, SATHYAVEDU ROAD, T, SURAVALIKANDIGAI, SIRUPUZHALPET (P), GUMMIDIPOONDI, TAMIL NADU, INDIA, 601201
Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No./ Client Id:	
DP Id:	

I/We, being the member(s) holding ______________________equity shares of the above-named company, hereby appoint-

(Please State Name, Address, Email Id and Signature)

1. Mr./Mrs.______________________Address: ____having mail ID_________________________________ or failing him/her. Signature __________________

2. Mr./Mrs.______________________Address: ____having mail ID_________________________________ or failing him/her. Signature __________________

as my/our proxy to attend and vote (only on a poll) for me/us and on my/our behalf at the 7th ANNUAL GENERAL MEETING of the Company to be held on ----------------------------- at the registered office of the Company situated at 1st Floor, C-373 Vaishali Nagar, Jaipur, Rajasthan, India, 302021 and at any adjournment thereof in respect of such resolutions as are indicated below:

(Please put a (√) in the appropriate column as indicated below. If you leave columns blank in any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.)

Resolution No.	Subject Matter	For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 and the reports of the Board of Directors and Auditors thereon.		

2.	To appoint a director in place of Mr. Krishna Kumar Bhandari (DIN: 05309897), who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
3.	To re-appoint Mr. Krishna Kumar Bhandari (DIN: 05309897) as a Whole time Director of the Company.		
4.	To consider re-appointment of Mr, Ajeet Bhandari Kumar (DIN: 01023609) as Managing Director (MD) of the company		
5.	To consider re-appointment of Mr, Anil Bhandari (DIN: 02722372) as Whole-time director (WTD) of the company.		
6.	To consider and approve the proposal of creation of mortgage/charge on assets of the company, under section 180 (1) (a) of the companies act, 2013		
7.	Enhancement in overall borrowing limits of the company and creation of mortgage/charge on assets of the company, under section 180 (1) (c) of the companies act, 2013		
8.	Authorization to make loan(s) and give guarantee(s), provide security(ies) or make investment under section 186 of the Companies Act, 2013		
9.	To Approve Related Party Transactions		

Signed this__________ day of _____________2026

Affix Rs. 1 Revenue stamp

Signature of shareholder Signature of Proxy holder

Signature across the stamp

- This form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
- A Proxy need not be a Member of the Company.

ATTENDANCE SLIP

Name of the Company:	BHARAT TEXTILES & PROOFING INDUSTRIES LIMITED
Registered Office:	994, SATHYAVEDU ROAD, T, SURAVALIKANDIGAI, SIRUPUZHALPET (P), GUMMIDIPOONDI, TAMIL NADU, INDIA, 601201

Name of the member(s):		
Name of the Proxy:		
Postal address:		
Regd. Folio No.:		**No. of shares:**
DP- Client ID:		**No. of shares:**

I certify that I am the registered shareholder/proxy for the registered Shareholder of the Company. I/ We hereby record my/ our presence at the 36th ANNUAL GENERAL MEETING of the Company held on Saturday, 26th September, 2026 at 12 P.M. at the registered office of the Company at 994, SATHYAVEDU ROAD, T, SURAVALIKANDIGAI, SIRUPUZHALPET (P), GUMMIDIPOONDI, TAMIL NADU, INDIA, 601201

Member's / Proxy's name in Block Letters: ________________________

____

Signature of the Shareholder/Proxy

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

FORM NO. MGT – 12
(BALLOT/POLLING FORM)
[Pursuant to Section 109 (5) of the Companies Act, 2013 and Rule 21 (1) (C) of the Companies (Management and Administration) Rules, 2014]

Sr.No.	Particulars	Details
1.	Name of the First Named Shareholder **(In block letters)**	
2.	Name of the Joint holder (s), if any	
3.	Postal address	
4.	No. of Shares	
5.	Registered Folio No. / *DP ID and Client ID No. (*Applicable to investors holding shares in dematerialized form)	
6.	Class of Shares	

I/We hereby exercise my/our vote in respect of Ordinary/ Special Resolution/s enumerated below, by recording my/our assent or dissent to the below mentioned resolutions by placing a tick ( ) in the following manner:

Item No	Resolution	**No. of shares held by me/ours**	**I/we assent to the resolution**	**I/we dissent from the resolution**
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 and the reports of the Board of Directors and Auditors thereon.			
2.	To appoint a director in place of Mr. Krishna Kumar Bhandari (DIN: 05309897), who retires by rotation			

	and being eligible, offers himself for re-appointment			
3.	To re-appoint Mr. Krishna Kumar Bhandari (DIN: 05309897) as a Whole time Director of the Company.			
4.	To consider re-appointment of Mr, Ajeet Bhandari Kumar (DIN: 01023609) as Managing Director (MD) of the company.			
5.	To consider re-appointment of Mr, Anil Bhandari (DIN: 02722372) as Whole-time director (WTD) of the company.			
6.	To consider and approve the proposal of creation of mortgage/charge on assets of the company, under section 180 (1) (a) of the companies act, 2013			
7.	Enhancement in overall borrowing limits of the company and creation of mortgage/charge on assets of the company, under section 180 (1) (c) of the companies act, 2013			
8.	Authorization to make loan(s) and give guarantee(s), provide security(ies) or make investment under section 186 of the Companies Act, 2013			
9.	To Approve Related Party Transactions			

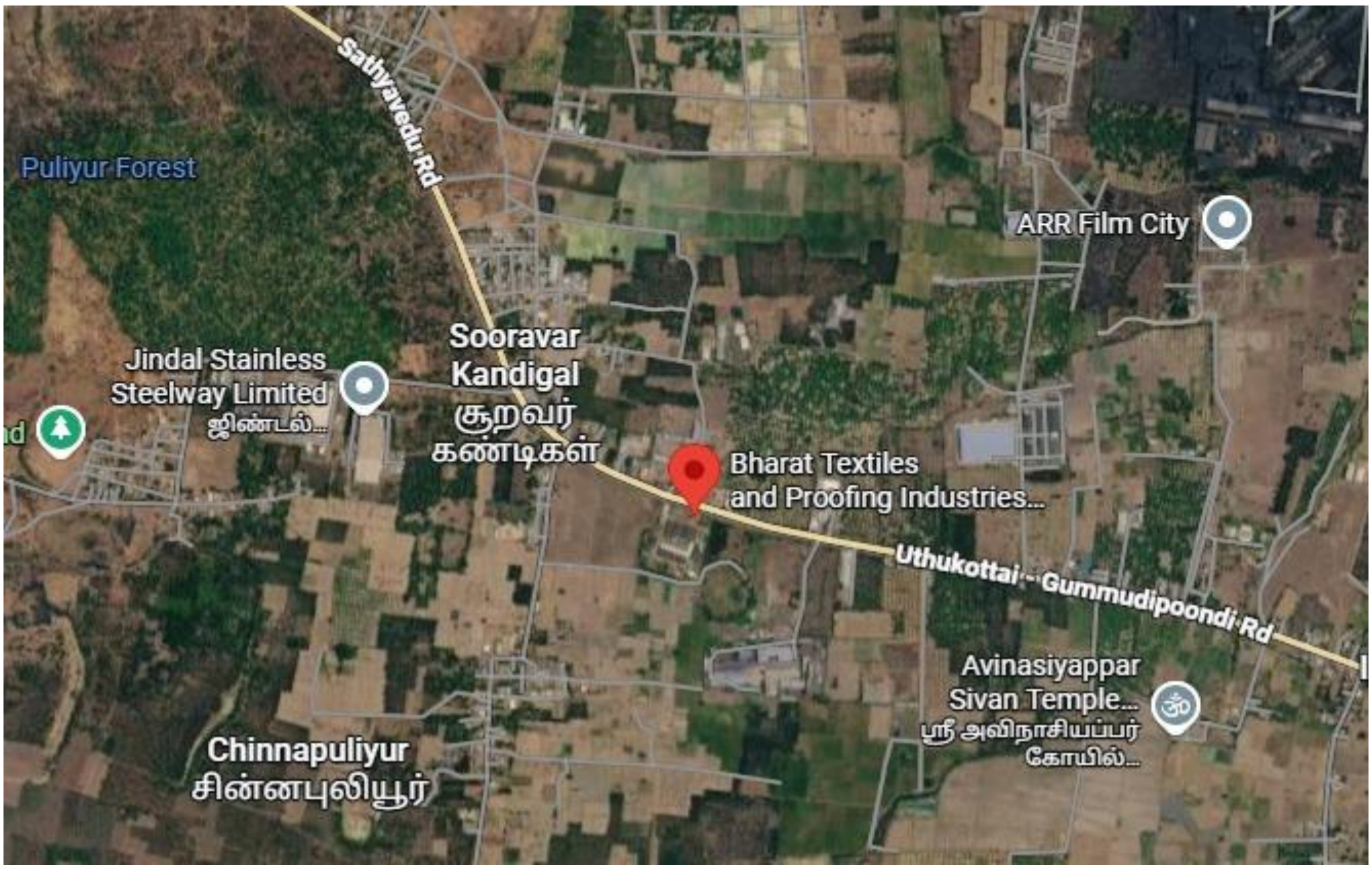
(Signature of the shareholder)

Place
Date:

ROUTE MAP

Venue of the Meeting: 994, SATHYAVEDU ROAD, T, SURAVALIKANDIGAI, SIRUPUZHALPET (P), GUMMIDIPOONDI, TAMIL NADU, INDIA, 601201

Route Map: The Mark indicating the venue of Annual General Meeting



DIRECTOR'S REPORT

To,
The Members,
BHARAT TEXTILES AND PROOFING INDUSTRIES LIMITED

In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), this Board's Report is prepared based on the standalone financial statements of the Company for the year under review.

The Directors are pleased to present the Thirty sixth Annual Report and the Audited Financial Statements for the year ended 31st March 2026:

[The amounts appearing in the report have been rounded off to Lakhs except No. of shares and EPS in accordance with the Financial Statements]

FINANCIAL RESULTS:

(Rs. In Lakhs)

PARTICULARS	2025-26	2024-25
Total Revenue from Operations	1,929.86	1,631.99
Other Income	120.33	39.22
Total Income	2,050.19	1,671.21
Total Expenditure	1,986.25	1,659.79
Profit before Exceptional Items and Tax	63.94	11.42
Add (Less): Exceptional Items	-	-
Profit before Tax	63.94	11.42
Total Tax Expense	30.81	(14.83)
Profit after Tax	33.13	26.25
Earnings per Share (Basic) (in ₹)	0.57	0.45
Earnings per Share (Diluted) (in ₹)	0.57	0.45

ACCOUNTING TREATMENT

The Audited Standalone Financial Statements of the Company, prepared in accordance with Section 133 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 and the Indian Accounting Standards (Ind AS), along with the Auditor's Report, form an integral part of this Annual Report.

COMPANY'S PERFORMANCE AND STATE OF AFFAIRS**:**

- **COMPANY'S PERFORMANCE**

On a standalone basis, the revenue from operations for FY 2025-26 was **₹1,929.86 lakhs**, higher by **18.26%** over the previous year's revenue from operations of **₹1,631.99 lakhs**. The **profit for the year** for FY 2025-26 was **₹33.13 lakhs**, registering a growth of **26.21%** over the profit for the year of **₹26.25 lakhs** in FY 2024-25.

There have been no material changes and commitments, affecting the financial position of the Company, that have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

- **BUSINESS OPERATIONS**

The Company is engaged in the business of manufacturing and supplying a wide range of canvas fabrics, digital printable fabrics and PVC-coated tarpaulins. The Company offers a diversified range of products including truck covers, grey cotton canvas/duck, polyester-cotton and 100% polyester canvas, chemically processed canvas, waterproof and rot-proofed canvas, fire-retardant canvas, digital printable fabrics and PVC-coated tarpaulins.
The Company continues to focus on maintaining consistent product quality, strengthening customer relationships and providing reliable products and services to meet the evolving requirements of its customers.

The Company did not undergo any change in the nature of its business during FY 2025-26.

- **FUTURE OUTLOOK**

The Company remains focused on strengthening its position in the canvas and coated fabric industry by expanding its product range, improving product quality and enhancing customer service. The Company intends to leverage opportunities arising from increasing demand for canvas fabrics, digital printable fabrics and PVC-coated tarpaulins, both in domestic and export markets.

Going forward, the Company will continue to focus on operational efficiency, product development, customer retention and exploring new market opportunities to achieve sustainable growth and enhance value for its stakeholders.

DECLARATION OF DIVIDEND:

The Board of Directors of your company, after considering holistically the relevant circumstances have decided that it would be prudent, not to recommend any Dividend on equity shares of the Company for the financial year ended on 31st March 2026.

TRANSFER TO RESERVES

Your Company has not transferred any amount to any reserve during the financial year 2025-26. After careful consideration of the Company's future expansion plans and working capital requirements, the Board of Directors decided to retain the entire profit

CAPITAL STRUCTURE

- ***AUTHORISED SHARE CAPITAL***

There was no change in the Authorised Share Capital of the Company during the year under review. It continues to stand at Rupees 12,00,00,000 Divided into 1,20,00,000 Equity Shares of Rs. 10/- each.

- ***ISSUED, SUBSCRIBED & PAID-UP SHARE CAPITAL***

The paid-up equity share capital of the Company as on March 31, 2026, stand at Rs. 585.714/- lakhs Representing 58,57,140 equity shares of Rs. 10/- each. There was no change in the Issued, Subscribed and Paid-up Share Capital of the Company. The Company has not issued or allotted any shares nor bought back any securities during the financial year.

DEPOSITS:

The Company has neither accepted/invited any deposits from the public nor defaulted in repayment of deposits during the period within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. Thus, as on 31st March, 2026, there were no deposits which were unpaid or unclaimed and due for repayment. Hence company need not to give details related to deposits. There is no non-compliance of the provisions of Chapter V of the Companies Act 2013.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

During financial year under review, the Company has not transferred any amount to Investor Education and Protection Fund (IEPF).

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR

OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

The Company hereby confirms that there have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which this financial statement relates and the date of this Report.

This steadiness reflects the Company's sound financial management and practices, strategic foresight and prudent decision-making. Accordingly, no additional disclosures or specific details are required at this stage. The Company's continued financial position underscores its commitment to effective governance, disciplined execution, sound decision making and a stable and secure financial trajectory enabling stakeholders to remain confident in its ability to sustain stability and pursue its long-term growth objectives.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management's Discussion and Analysis Report for the period under review, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the "Amended Listing Regulations"), is presented in a separate section forming part of the Annual Report (**Attached in the Annexure A**)

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

Company does not have any Subsidiary, Joint venture or Associate Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to clause (c) of sub-section (3) and sub-section (5) of Section 134 of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state the followings:

a) in the preparation of the annual accounts for the year ended March 31, 2026, the applicable accounting standards read with requirements set out under Schedule Ill to the Act, have been followed and there are no material departures from the same;

b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and of the profit & loss of the Company for the year ended on that date;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts for the financial year ended March 31, 2026 on a going concern basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

MANAGEMENT:

A) Composition of Board of Directors

The Board of Directors of the Company comprises individuals of proven integrity and competence. Collectively, the Directors bring with them diverse experience, financial expertise, strategic foresight, and leadership capabilities. The Board members are committed to the Company's growth and governance and devote sufficient time to deliberations and participation in Board and Committee meetings.

As of the reporting date, the Board comprises six (6) Directors. The composition and category of Directors are provided below:

S. No.	Name and DIN	Designation/ Category	Date of appointment	Date of cessation & Mode of Cessation
1.	AJEET BHANDARI KUMAR (DIN: 01023609)	Managing Director and Promoter	21/12/1990	NA
2.	ANIL BHANDARI (DIN: 02722372)	Whole-time director and Promoter	15/04/2002	NA
3.	VEENA BHANDARI (DIN: 08710531)	Non-Executive and Professional Director	12/03/2020	NA
4.	KRISHNA KUMAR BHANDARI (DIN:	Whole-time director and Executive	14/02/2020	NA

	05309897)	*Professional Director*		
5.	*SIVARAMAN UTHAYAKUMAR (DIN: 07903617)*	*Non-Executive, Independent Director*	*10/08/2017*	*NA*
6.	*JANARTHANAM UDAYAKUMAR (DIN: 08203611)*	*Non-Executive, Independent Director*	*21/08/2018*	*NA*

- *There were no changes in the composition of board of directors of the Company during F.Y. 2025-26.*

B. Retirement by Rotation & Re-Appointment of Director

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. KRISHNA KUMARBHANDARI (DIN: 05309897) Director of the Company, whose period of office is liable to retire by rotation under section 152 of the Companies Act will retire at ensuing the Annual General Meeting. She is eligible, for re-appointment has offered herself for re-appointment. The Board recommends her re-appointment to the members at the ensuing Annual General Meeting and the shareholders are requested to consider her re-appointment on the board.

C. Independent Directors

As on March 31, 2026, the Company has two Independent Directors:

- Mr. Sivaraman Uthayakumar
- Mr. Janarthanam Udayakumar

These Independent Directors bring with them rich experience and independent judgement, contributing significantly to the governance framework of the Company.

D. WOMEN DIRECTOR

Pursuant to the provisions of section 149 of the Companies Act, 2013 and regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board of directors of the company is required to be constituted with at least one women director and accordingly, The Company has one women director on its Board:

- Ms. Veena Bhandari- Director

Meeting of Independent Directors

In compliance with Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations, 2015, a separate meeting of the Independent Directors was held on March 24th, 2026, without the presence of Executive or Non-Independent Directors. All the Independent Directors were present at the Independent Directors meeting.

The meeting reviewed:

- Performance of Non-Independent Directors and the Board as a whole,
- Performance of the Chairperson,
- Quality, quantity, and timeliness of information flow between the management and the Board.

All Independent Directors attended the meeting. The composition of the meeting was as follows:

Name	***Position***	***Category***
Mr. Sivaraman Uthayakumar	**Chairman**	**Non-Executive Independent Director**
Mr. Janarthanam Udayakumar	**Member**	**Non-Executive Independent Director**

Declaration by Independent Directors

All Independent Directors of the Company have given declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Independent Directors of the Company have undertaken requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfill the conditions specified in the Act as well as the Rules made thereunder and are independent of the Management.

E. KEY MANAGERIAL PERSONNEL

As on March 31, 2026, the Key Managerial Personnel of the Company include:

- Mr. Ajeet Bhandari Kumar– Managing Director
- Mr. Anil Bhandari – Chief Financial Officer & Whole-time Director
- Mr. Krishna Kumar Bhandari – Whole-time Director
- Mr. Shiv Ratan Jhawar – Company Secretary

There have been no changes in key managerial personnel during the period under review.

After the closure of financial year Mr. Shiv Ratan Jhawar resigned from position of Company Secretary with effect from 01/07/2026.

MEETINGS:

A. BOARD MEETINGS:

The Board meets at regular intervals to discuss and take a view on the Company's policies and strategy apart from other Board matters. The notice for the board meetings is given well in advance to all the Directors.

During the Financial Year 2025-2026, the Company held 8 board meetings of the Board of Directors as per Section 173 of the Companies Act, 2013. The provisions of the Companies Act, 2013 were adhered to while considering the time gap between two meetings. The details of these Board meetings are as follows.

S. No.	***Date of Board Meeting***	***No. of Directors entitled to attend***	***No. of Directors present***
1.	***29.05.2025***	***6***	***6***
2.	***13.08.2025***	***6***	***6***
3.	***06.09.2025***	***6***	***6***
4.	***09.09.2025***	***6***	***6***

5.	12.11.2025	6	6
6.	14.11.2025	6	6
7.	10.12.2025	6	6
8.	12.02.2025	6	6

The Composition, category and attendance of each Director at the Board and Annual General Meeting of each Director is as follows:

Name of Director	DIN	Category of Directorship	No. of Board Meeting Entailed to attended	No. of Board Meetings attended	Attendance at the last AGM
AJEET BHANDARI KUMAR	01023609	Managing Director	8	8	Yes
ANIL BHANDARI	02722372	Whole-time Director	8	8	Yes
VEENA BHANDARI	08710531	Director	8	8	No
KRISHNA KUMARBHANDARI	05309897	Whole-time Director	8	8	Yes
SIVARAMANUTHAYAKUMAR	07903617	Independent Director	8	8	No
JANARTHANAM UDAYAKUMAR	08203611	Independent Director	8	8	Yes

B. GENERAL MEETINGS:

Following are the details of the general meetings of shareholders held during the financial year 2025-2026: -

Type of Meeting *(Annual/ Extra- Ordinary)*	*Date*
Annual General Meeting	***30.09.2025***

COMMITTEES OF THE BOARD OF DIRECTORS:

The Company has formed committees as required under the Companies Act, 2013. Accordingly, as on 31st March, 2026 and presently the board has Three (3) committees i.e. Audit Committee, Nomination and Remuneration Committees and Stakeholders Relationship Committee. The constitution of which are given below:

- ### AUDIT COMMITTEE

The Audit Committee is duly constituted in accordance Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 as amended from time to time. It adheres to the terms of reference which is prepared in compliance with Section 177 of the Companies Act, 2013, and SEBI (LODR) Regulations 2015. All members of the Committee are financially literate and have accounting or related financial management expertise.

The Audit Committee consists of the following members:

S. No.	***Member's Name***	***Designation***
1.	SIVARAMAN UTHAYAKUMAR	Chairman
2.	JANARTHANAM UDAYAKUMAR	Member
3.	VEENA BHANDARI	Member

Following is the detail of the attendance of each of the members of the Audit Committee at its Meeting held during the year under review:

S. No.	***Date of Meeting***	***Name of Members/ Directors***		
		SIVARAMAN UTHAYAKUMAR - CHAIRMAN	*JANARTHANAM UDAYAKUMAR - MEMBER*	*VEENA BHANDARI - MEMBER*
1.	29.05.2025	√	√	√
2.	13.08.2025	√	√	√
3.	06.09.2025	√	√	√
4.	14.11.2025	√	√	√
5.	12.02.2026	√	√	√

❖ ***NOMINATION AND REMUNERATION COMMITTEE***

The Nomination and Remuneration Committee covers all matters specified in Section 178 of the Companies Act, 2013 and rules made thereunder .The committee oversees formation of criteria for determining qualifications, positive attributes and independence of a director The Committee ensures evaluations of Director's performance and recommends to the Board, their appointment/removal based on his/her performance and other matters related to remuneration for Directors, Key Managerial Personnel and Senior Management etc.

The Nomination and Remuneration Committee consists of the following members:

S. No.	***Member's Name***	***Designation***
1.	JANARTHANAM UDAYAKUMAR	Chairman
2.	SIVARAMAN UTHAYAKUMAR	Member
3.	VEENA BHANDARI	Member

During the year under review, the Nomination and Remuneration Committee met 01 time wherein due quorum was present for the meeting and the notice of meeting was given to all the Members.

Following is the detail of the attendance of each of the members of the Nomination and Remuneration Committee at its Meeting held during the year under review:

S. No.	Date of Meeting	Name of Members/ Directors		
		JANARTHANAM UDAYAKUMAR - CHAIRMAN	SIVARAMAN UTHAYAKUMAR - MEMBER	VEENA BHANDARI - MEMBER
1.	06.09.2025	√	√	√

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration of Directors, Key Managerial Personnel and other employees.

❖ STAKEHOLDERS' RELATIONSHIP COMMITTEE

This Committee has been constituted as a good corporate governance practice for taking care of the grievances of all the stakeholders such as shareholders.
The Stakeholders Relationship Committee looks into shareholders' complaints related to transfer of shares, non-receipts of balance sheet besides complaints from SEBI, Stock Exchanges, Court and various Investor Forums. It oversees the performance of the Registrars and Transfer Agent, and recommends measures for overall improvement in the quality of investor services.
The Company follows the SCORES, which has initiated by SEBI for processing the investor complaints in a centralized web-based redress system and online Redressal of all the shareholders complaints.

The Stakeholders Relationship Committee consists of the following members:

S. No.	Member's Name	Designation
1.	JANARTHANAM UDAYAKUMAR	Chairman
2.	SIVARAMAN UTHAYAKUMAR	Member
3.	VEENA BHANDARI	Member

Following is the detail of the attendance of each of the members of the Nomination and Remuneration Committee at its Meeting held during the year under review:

S. No.	Date of Meeting	Name of Members/ Directors		
		JANARTHANAM UDAYAKUMAR – CHAIRMAN	SIVARAMAN UTHAYAKUMAR - MEMBER	VEENA BHANDARI - MEMBER

1.	06.09.2025	√	√	√
2.	17.03.2026	√	√	√

❖ ***CSR COMMITTEE*:**

The provisions of Section 135 of the Companies Act, 2013, are not applicable to the Company. Hence, Your Company is not required to constitute a Corporate Social Responsibility ("CSR") Committee.

ANTI SEXUAL HARASSMENT COMMITTEE AND DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN ATWORKPLACE (PREVENTION, PROHIBITIONAND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All women employees (permanent, contractual, temporary and trainee) are covered under this Policy. The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act,2013.

The following is a summary of Sexual Harassment complaints received and disposed off during the year:

a.	Number of complaints of Sexual Harassment received in the Year	NIL
b.	Number of Complaints disposed off during the year	NIL
c.	Number of cases pending for more than ninety days	NIL

MATERNITY BENEFIT

The Company has complied with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments and rules framed there under. The Company is committed to ensuring a safe, inclusive, and supportive workplace for women employees. All eligible women employees are provided with maternity benefits as prescribed under the Maternity Benefit Act, 1961, including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave.

The Company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary internal systems and HR policies are in place to uphold the spirit and letter of the legislation.

The Company remains committed to supporting its women employees by providing a safe, inclusive and enabling workplace that encourages work-life balance and facilitates a smooth transition during and after maternity.

No complaints or grievances relating to maternity benefits were reported during the financial year 2025-26.

RISK MANAGEMENT COMMITTEE:

Pursuant to Regulation 21 of the Securities and Exchange Board of India (listing Obligations andDisclosure
Requirements) 2015 the Company is not included in the top 1000 listed entities, determined on the basis of market capitalization, as at the end of the immediate previous financial year i.e. 2025-26. Therefore, constitution of Risk Management Committee is not applicable to the Company.

VIGIL MECHANISM/WHISTLEBLOWER POLICY:

In compliance with the provisions of Section 177 of the Act and Regulation 22 of the SEBI Listing Regulations, the Company has established a part of vigil mechanism for its Directors and employees to report their concerns or grievances. The said mechanism, inter alia, encompasses the Whistle Blower Policy and it provides for adequate safeguards against victimization of persons who use it.

The Vigil Mechanism provides appropriate avenues to the Directors and employees to report to the management, concerns about unethical behaviour, actual or suspected fraud or violation of the code of conduct or policies of the Company, as adopted/framed from time to time.

Vigil Mechanism/Whistle Blower Policy is available on the website of the company at https://bharatcanvas.com/

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review the Company has given loan to any person or other body corporate, gave guarantee or provided security in connection with a loan to any other body corporate or person and acquired by way of subscription, purchase or otherwise, the securities of any other body corporate as required under the Section 186 of the Companies Act, 2013 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. as detailed of the same has been disclose in the Note no.11 of the financial statement of the company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information as required to be given under Section 134(3) (m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in the annexure to this report as **Annexure-B**

EXTRACT OF ANNUAL RETURN:

In terms of provisions of Section 92 of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014, a copy of Annual Return of the Company in Form MGT-7 for the financial year ended March 31, 2026 is hosted on the Company's website viz. https://bharatcanvas.com/.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

In compliance with the provisions of Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("MR Rules"), the prescribed disclosures, including the ratio of the remuneration of each Director to the median remuneration of employees and other pertinent details, are provided in "**Annexure C**" to this Report.

There is no employee receiving remuneration in excess of limits prescribed in sub-rule (2) of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
In alignment with the principles of Diversity, Equity, and Inclusion (DEI), the Company discloses below the gender composition of its workforce as on the March 31,2026.

- Male Employees: 32
- Female Employees: 2
- Transgender Employees: NIL

This disclosure reinforces the Company's efforts to promote an inclusive workplace culture and equal opportunity for all individuals, regardless of gender.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013:

All Related Party Transactions, those were entered into during the Financial Year under review, were on an arm's length basis, and in the ordinary course of business and are in compliance with the applicable provisions of the Act and the Listing Regulations. All Related Party Transactions are placed before the Audit Committee for prior approval. Prior omnibus approval of the Audit Committee is obtained wherever required for the transactions which are repetitive in nature or when the need for these transactions cannot be foreseen in advance. Details of transactions with Related Parties as required under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure- D** in Form AOC - 2 and forms part of this Report. The Company has adopted a Policy for dealing with Related Party Transactions.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

As per the provisions of Section 135 of the Companies Act, 2013, read with rules framed there under, every company including its holding or subsidiary and a foreign company, which fulfills the criteria specified in sub-section (1) of section 135 of the Act shall comply with the provisions of Section 135 of the Act and its rules.

Since the Company is not falling under any criteria specified in sub-section (1) of section 135 of the Act, our Company is not required to constitute a Corporate Social Responsibility ("CSR") Committee.

The Company was not required to constitute Corporate Social Responsibility committee under the section 135 of Companies Act, 2015.

RISK MANAGEMENT:

The Company has established a well-defined process of risk management, wherein the identification, analysis and assessment of the various risks, measuring of the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. The Company on various activities also puts necessary internal control systems in place across the board to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources.

INTERNAL CONTROL SYSTEM:

Bharat Textiles & Proofing Industries Limited internal control system is designed to ensure operational efficiency, protection, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the design, adequacy and efficacy of the Company's internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board and necessary corrective actions are taken.

ADEQUACY OF INTERNAL FINANCIAL CONTROL:

The Company has instituted a robust internal control framework designed to ensure operational efficiency, safeguard its assets, maintain compliance with applicable laws and regulations and ensure the reliability of financial reporting. The internal control systems are continually reviewed, strengthened and upgraded in line with the evolving scale and complexity of operations.

The Internal Audit function operates independently and regularly assesses the adequacy and effectiveness of the internal controls across all functions and geographies. These audit reports are reviewed periodically by the Audit Committee, which monitors the implementation of audit recommendations and corrective actions. The Committee also holds regular discussions with both internal and statutory auditors to evaluate and reinforce the integrity of the internal control environment.

Pursuant to the evaluation under Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee confirmed that the Company's Internal Financial Controls were adequate and functioning effectively as of 31st March, 2026.

Further, the Company's Statutory Auditors, DIYALI B AND ASSOCIATES, have audited the financial statements and provided their opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting as per the requirements of Section 143 of the Companies Act, 2013

BOARD'S OPINION ON THE INTEGRITY, EXPERTISE, AND EXPERIENCE OF INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

The Board of Directors is pleased to affirm its strong confidence in the integrity, expertise, and experience of the independent directors appointed during the year. Each appointee has demonstrated exceptional proficiency in their respective fields, bringing invaluable knowledge and strategic insight to the Board.

The appointment process involved a rigorous selection procedure, ensuring that candidates possessed not only the necessary skills and qualifications but also upheld the highest standards of ethical conduct and corporate governance. The Board believes that the independent directors appointed possess the integrity, objectivity, and independence required to make impartial judgments, safeguard shareholder interests, and effectively challenge management.

The diverse backgrounds and experiences of these directors, encompassing a wide range of industries and disciplines, significantly enhance the overall governance framework of the Company. Their professional expertise, combined with a deep understanding of the industry, ensures that the Board is well-equipped to navigate complex business challenges and drive the Company's long-term success.

In conclusion, the Board is confident that the independent directors appointed during the year will continue to make meaningful contributions to the Company's growth, governance, and overall success.

ANNUAL EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

Pursuant to the provisions of Sections 134(3)(p), 149(8) and Schedule IV of the Companies Act, 2013, Sub rule (4) of Rule 8 of Companies (Account) Rules, 2014 and in accordance with the Guidance Note on Board Evaluation issued by Securities and Exchange Board of India, the Directors have carried out the annual performance evaluation of the Board, Independent Directors, Non-executive Directors, Executive Directors, Committees and the Chairman of the Board. The performance was evaluated based on inputs received from all the directors after considering criteria such as Board composition and structure, effectiveness of Board / Committee processes, and information provided to the Board, etc.

A separate meeting of the Independent Directors was also held on ***Tuesday 24th March, 2026*** during the year for the evaluation of the performance of non-independent Directors, performance of the Board as a whole and that of the Chairman. The Board expressed their satisfaction with the evaluation process.

Familiarization / Orientation program for Independent Directors:

The Independent Directors attend a Familiarization / Orientation Program upon their induction on the Board. Further, various programmes are conducted from time to time for the benefit of the Independent Directors to provide them with updates on regulatory developments, industry developments and other significantmatters relevant to their role and responsibilities.
matters relevant to their role and responsibilities.
However, the disclosure relating to the Familiarization Programme for Independent Directors is **not applicable to the Company, as the provisions of Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance are not applicable to the Company, considering the exemption available based on the prescribed thresholds of paid-up equity share capital and net worth.**

AUDITORS & AUDITOR'S REPORT:

STATUTORY AUDITORS

M/s DIYALI B AND ASSOCIATES, Chartered Accountants (Firm Registration No 017740S) were appointed as the Statutory auditors of the company in Annual General Meeting held on 26th September, 2023 for a period of 5 years i.e, until the conclusion of the Annual General Meeting to be held in the financial year 2027-28.

AUDITORS' REPORT

In the opinion of the directors, the notes to the accounts in auditor's report are self-explanatory and adequately explained the matters, which are dealt with by the auditors.

The Statutory Auditors have reported that the dues in respect of Income Tax amounting to **₹89,82,010/-** relating to **Assessment Year 2015-16** have not been deposited on account of a dispute pending before the **Commissioner of Income Tax (Appeals)**. The matter has been appropriately disclosed in the financial statements.

No instances of fraud have been reported by the Statutory Auditors of the Company under Section 143 (12) of the Act.

DIRECTOR'S OBSERVATION:

The Company has noted the observation. The matter is under dispute before the Commissioner of Income Tax (Appeals), and the Company will take appropriate steps to resolve the matter in accordance with law.

COST AUDITORS

The provisions of Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules, 2014, the maintenance of cost records has not been specified by the Central Government under the said section for the business activities carried out by the Company.

Hence, provision of appointment of Cost Auditors & maintenance cost records is not applicable to the Company.

INTERNAL AUDITORS

Pursuant to Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors, at its meeting held on **24th March, 2025**, had appointed **M/s. AKSHAY GAURAV & CO., Chartered Accountants**, as the Internal Auditor of the Company for a period of **two financial years, i.e. FY 2024-25 and FY 2025-26**, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Internal Auditor.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors, at its meeting held on **12th February, 2026**, had appointed **M/s. Jain Sonesh & Associates, Practicing Company Secretaries**, as the Secretarial Auditor of the Company for conducting the Secretarial Audit for the financial year **2025-26**.

Subsequently, **M/s. Jain Sonesh & Associates, Practicing Company Secretaries**, resigned from the office of Secretarial Auditor on **7th July, 2026** due to professional and administrative reasons.

Thereafter, the Board of Directors, at its meeting held on **4th August, 2026**, approved the appointment of **M/s. G & J Associates, Practicing Company Secretaries (Firm Registration No.: P2023RJ097600)** as the Secretarial Auditor of the Company for conducting the Secretarial Audit for the financial year **2025-26**.

The Secretarial Audit Report issued by **M/s. G & J Associates, Practicing Company Secretaries**, for the financial year 2025-26 is annexed to this Board's Report as **Annexure-E**.

The report contains certain observations relating to statutory and regulatory compliances, which are summarised as under:

Sr. No.	**Auditors' qualifications, reservations or adverse remarks or disclaimer in the Auditors' Report**	**Board's comments on qualifications, reservations or adverse remarks or disclaimer of the Auditors**
1.	The Company has not paid the Annual Listing Fees (ALF) payable to BSE Limited for the financial years 2020-21, 2021-22, 2022-23, 2023-24, 2024-25 and 2025-26, resulting in outstanding Annual Listing Fees for the aforesaid financial years.	The Company has taken note of the outstanding Annual Listing Fees payable to BSE Limited for the aforesaid financial years. The Company is taking necessary steps towards settlement of the outstanding dues and completion of the requisite formalities with the Stock Exchange.
2.	The Company has not maintained its website in compliance with the	The Company has taken note of the observation regarding compliance with

	requirements of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The website of the Company is not properly maintained/does not contain all the information and disclosures required to be hosted thereon under the said Regulation.	Regulation 46 of the SEBI LODR Regulations, 2015. Necessary measures are being undertaken to ensure that the Company's website is appropriately maintained and that all requisite information and disclosures are made available in accordance with the applicable regulatory requirements.
3.	The Independent Directors of the Company have not registered themselves with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs (IICA), as required under Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, resulting in consequential non-compliances under the applicable provisions.	The Company has noted the observation relating to registration of Independent Directors with the Independent Directors Databank maintained by IICA. The Company is taking necessary steps to facilitate compliance with the requirements of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, along with the consequential compliance requirements, along with the consequential compliance requirements.
4.	The Company has not ensured 100% dematerialisation of the shareholding held by the Promoter(s) and Promoter Group, as required under Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Company has taken note of the observation regarding 100% dematerialisation of the shareholding held by the Promoter(s) and Promoter Group. The Company is coordinating with the concerned shareholders and the Registrar and Transfer Agent to facilitate completion of the dematerialisation process and ensure compliance with Regulation 31(2) of the SEBI LODR Regulations, 2015.
5.	The Company has not maintained the Structured Digital Database (SDD) in compliance with Regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Company has not maintained an adequate and effective system for recording the details of Unpublished Price Sensitive Information (UPSI),	The Company has taken note of the observation regarding maintenance of the Structured Digital Database under Regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Company has already commenced maintaining the Structured Digital Database in accordance with the applicable

	persons with whom such UPSI is shared, and the requisite time-stamped and non-tamperable records with appropriate internal controls and audit trail.	regulatory requirements and has implemented appropriate systems and internal controls for recording and preservation of information relating to Unpublished Price Sensitive Information, including details of persons with whom such information is shared, along with requisite time-stamped records and audit trail.
6.	The Company has not complied with the prescribed timeline for disclosure of the outcome of the Board Meetings wherein the financial results of the Company were considered and approved. The details of the instances of delay are as follows: Board Meeting held on 29th May, 2026: The said Board Meeting concluded at 4:30 P.M., whereas the outcome of the meeting was submitted to the Stock Exchange at 6:22 P.M., resulting in a delay of approximately 1 hour and 52 minutes beyond the prescribed timeline of 30 minutes from the closure of the meeting. Board Meeting held on 13th August, 2025: The said Board Meeting concluded at 4:30 P.M., whereas the outcome of the meeting was submitted to BSE Limited at 5:16 P.M., resulting in a delay of approximately 46 minutes beyond the prescribed timeline of 30 minutes from the closure of the meeting. Board Meeting held on 14th November, 2025: The said Board Meeting concluded at 4:30 P.M., whereas the outcome of the meeting was submitted to BSE Limited at 5:09 P.M., resulting in a delay of approximately 9 minutes beyond the prescribed timeline of 30	The Company has taken note of the instances of delay in submission of certain Board Meeting outcomes to the Stock Exchange. The Management has strengthened its internal monitoring and compliance mechanism to ensure adherence to the prescribed disclosure timelines. The Company shall exercise due diligence to ensure that the outcomes of Board Meetings are disclosed to the Stock Exchange within the timelines prescribed under the SEBI LODR Regulations, 2015.

	minutes from the closure of the meeting. Accordingly, the Company has not complied with the prescribed timeline under Regulation 30 read with Schedule III of the SEBI LODR Regulations, 2015. The Company is advised to ensure timely disclosure of the outcome of Board Meetings to the Stock Exchange within the prescribed timelines in future.	
7.	The Annual General Meeting of the Company was held on 30th September, 2025. However, the voting results along with the Scrutiniser's Report were submitted to the Stock Exchange on 3rd October, 2025, instead of within two working days from the conclusion of the Annual General Meeting, resulting in non-compliance with the applicable provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Company has taken note of the observation and shall ensure timely submission of voting results along with the Scrutiniser's Report within the prescribed timelines in future.
8.	The Company has not uploaded the newspaper publication of the financial results for the respective quarter(s) on the website of BSE Limited, as required under Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, resulting in non-compliance with the applicable provisions.	The Board took note that the Company had duly published the financial results in the newspapers; however, the same were not uploaded on the website of BSE Limited. The Company shall ensure timely uploading of the newspaper publications on the website of BSE Limited and compliance with the applicable provisions of Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in future.

9.	The Company has generally complied with the provisions relating to closure of the Trading Window as required under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct adopted by the Company. However, in respect of the quarter ended **30 September 2025**, the Trading Window closure intimation in connection with the declaration of financial results was filed after the end of the relevant quarter, resulting in non-compliance with the applicable provisions. Further, the XBRL filing of the financial results for the quarter ended 30 September 2025 has not been made by the Company. The Company has complied with the prescribed requirements for the remaining quarters under review	The Board took note that the Company has generally complied with the requirements relating to closure of the Trading Window. However, in respect of the quarter ended 30 September 2025, the Trading Window closure intimation was filed after the end of the relevant quarter and the financial results were not filed in XBRL format. The Company shall ensure timely compliance with the applicable provisions and filing requirements in future.
10.	As per Clause 4 of Schedule B read with Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the applicable SEBI circulars relating to restriction of trading by Designated Persons, the PANs of the Promoter, Promoter Group, Designated Persons and their Immediate Relatives, as applicable, were required to be frozen during the trading window closure period in connection with the declaration of the financial results for the All the quarters. It was observed that the PANs were not frozen for the prescribed period, resulting in non-compliance with the applicable provisions.	The Board took note of the non-compliance relating to freezing of PANs of the Promoter, Promoter Group, Designated Persons and their Immediate Relatives during the trading window closure period. The Company shall ensure that the PANs are duly frozen for the prescribed period in accordance with the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and applicable SEBI circulars, in future.
11.	The Company had borrowed funds in excess of the borrowing limits prescribed under Section 180(1)(c) of the Companies Act, 2013, without obtaining the prior approval of the shareholders by way of a Special Resolution. Subsequently, upon	The Board noted that the Company had exceeded the borrowing limits prescribed under Section 180(1)(c) during the year without prior shareholders' approval. The same was subsequently regularised by obtaining

	exceeding the prescribed borrowing limits, the Company obtained the approval of the shareholders by way of Special Resolution dated 30 September 2025.	shareholders' approval through Special Resolution dated 30 September 2025.
12.	The Company has not complied with the requirements relating to filing of prior intimation of Board Meetings in XBRL mode as prescribed under Regulation 29(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the applicable requirements of the Stock Exchange(s). The prior intimation in respect of the Board Meeting held on 29 May 2025, for consideration of the financial results for the quarter/year ended 31 March 2025, and the Board Meeting held on 14 November 2025, for consideration of the financial results for the quarter ended 30 September 2025, was not filed in XBRL mode, resulting in non-compliance with the applicable provisions.	The Board took note that the prior intimation of the Board Meetings held on 29 May 2025 and 14 November 2025 was not filed in XBRL mode as required under the applicable provisions. The Company shall ensure timely filing of prior intimations in the prescribed XBRL mode and compliance with the applicable requirements in future.
13.	The Company has not filed the XBRL form in respect of the Notice of the Annual General Meeting (AGM) within the prescribed time, resulting in non-compliance with the applicable provisions.	The Board took note that the XBRL filing in respect of the Notice of the Annual General Meeting was not made within the prescribed time. The Company shall ensure timely filing of the Notice of the AGM in the prescribed XBRL mode and compliance with the applicable requirements in future.
14.	The Company has delayed the filing of the financial results in XBRL format for the quarter/year ended 31 March 2025. The financial results were approved by the Board of Directors at its meeting held on 29 May 2025, whereas the XBRL filing was made on 30 May 2025, resulting in a delay of one day. Accordingly, the Company has not complied with the applicable provisions	The Board took note that the XBRL filing of the financial results for the quarter/year ended 31 March 2025 was made with a delay of one day. The Company shall ensure timely filing of financial results in the prescribed XBRL mode and compliance with the applicable provisions and Stock

	of Regulation 33(3)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the applicable requirements prescribed by the Stock Exchange(s) for filing of financial results in XBRL format.	Exchange requirements in future.
15.	The Company has not complied with the requirements relating to Structured Digital Database ("SDD") under Regulation 3(5) and Regulation 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015. Further, being non-compliant with the SDD requirements, the Company was required to submit the SDD Compliance Certificate on a quarterly basis, as prescribed under the applicable Stock Exchange circulars/SOP. However, the Company has not submitted the requisite quarterly SDD Compliance Certificates, resulting in non-compliance with the applicable provisions and requirements	The Board took note of the non-compliance relating to the Structured Digital Database ("SDD") requirements and non-submission of the requisite quarterly SDD Compliance Certificates. The Company shall ensure maintenance of the SDD in compliance with the applicable provisions and timely submission of the quarterly SDD Compliance Certificates, as required, in future.
16.	The Company has not complied with the requirements relating to disclosure of change in Auditor under Regulation 30 read with Para A(7) of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The appointment of the Secretarial Auditor made on 12 February 2026 was not filed with the Stock Exchange(s) in the prescribed XBRL format, resulting in non-compliance with the applicable provisions of the SEBI (LODR) Regulations, 2015 and the applicable XBRL filing requirements of the Stock Exchange(s).	The Board took note that the disclosure regarding the appointment of the Secretarial Auditor made on 12 February 2026 was not filed with the Stock Exchange(s) in the prescribed XBRL format. The Company shall ensure timely filing of such disclosures in the prescribed XBRL mode and compliance with the applicable provisions of the SEBI (LODR) Regulations, 2015 and Stock Exchange requirements in future.
17.	The Company, at its Annual General Meeting held on 30 September 2024, approved the sale of its factory and land situated at Tada and authorised the Board	The Company submitted that the proposed sale of the factory and land situated at Tada had already been placed before and approved by the

	of Directors to complete the said sale. The said factory and land were subsequently sold in 2025-26. However, the Company did not make the requisite disclosure/intimation to the Stock Exchange(s) in respect of the sale/disposal, as required under Regulation 30 read with Para A (1) of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, resulting in non-compliance with the applicable provisions.	members at the Annual General Meeting held on 30 September 2024, wherein the Board of Directors was authorised to complete the sale. Accordingly, the Company was of the view that the proposed sale had already been disclosed to and approved by the shareholders and, therefore, no separate subsequent intimation to the Stock Exchange(s) was considered necessary at the time of completion of the sale in 2025-26.

Except as stated above, there are no qualifications, reservations, adverse remarks and disclaimers of the Secretarial Auditors in their Secretarial Audit Report for the Financial Year 2025-26.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees and investments under Section 186 of the Companies Act, 2013 during the year 2025-26.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTI NG THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There were no significant and material orders passed by any Regulators or Courts or Tribunals, during the financial year 2025-26 that would, in any way, impact or jeopardize the going concern status of the Company or adversely affect its future operations. This reflects Company's strong regulatory standing, ensuring continued stability and business growth.

CORPORATE GOVERNANCE CERTIFICATE:

The Company is committed to maintaining the highest standards of corporate governance and adheres to sound corporate governance practices in the conduct of its business and affairs.

Pursuant to Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the provisions relating to Corporate Governance as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations are not applicable to the Company during the financial year 2025-26.

Accordingly, the Corporate Governance Report for the financial year ended March 31, 2026, is not required to be disclosed.

STATEMENT ON COMPLIANCES OF APPLICABLE SECRETARIAL STANDARDS

Pursuant to Section 118(10) of the Act, the Company has diligently adhered to all the applicable Secretarial Standards, issued by the ICSI, including any subsequent amendments, during the year under review. Such compliance reflects the Company's commitment to robust corporate governance, transparency and regulatory compliance, emphasizing its dedication to ethical business practices and accountability.

LISTING

The shares of the Company are listed at the Bombay Stock Exchange (BSE). The Company has not paid the annual listing fees for the Financial Year 2020-2021,2021-2022, 2022-2023, 2023-24, 2024-25 and 2025-26.

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

The Board of Directors has adopted the Code of conduct for prevention of Insider Trading in accordance with the requirement of the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code of Conduct is applicable to all the directors and such identified employees of the Company as well as who are expected to have access to unpublished price sensitive information related to the Company.

The code of the Company lays down guidelines and procedures to be followed and disclosures to be made while dealing with shares of the Company as well as consequences of disclosures to be made while dealing with shares of the Company as well as consequences of violation. The Policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company's shares.

INVESTOR GRIEVANCE REDRESSAL

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its status.

The Company has been registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint. There are no pending complaints on the SCORES as of March 31, 2026.

REGISTRAR AND SHARE TRANSFER AGENT

The Company is required to appoint a Registrar and Share Transfer Agent.

The Company has appointed **CAMEO CORPORATE SERVICES LIMITED** as its Registrar and Share Transfer Agent (RTA) to handle all share registry work, both in physical and electronic form.

POLICY FOR PRESERVATION OF DOCUMENTS

In accordance with the Regulation 9 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Policy for preservation of documents (The Policy) has been framed and adopted by the Board of Directors of the Company in their Board Meeting to aid the employees in handling the Documents efficiently. This Policy not only covers the various aspects on preservation of the Documents, but also the safe disposal/destruction of the Documents.

SIGNIFICANT/ MATERIAL ORDERS PASSED BY THE REGULATORS:

There were no significant/ material orders passed by the regulators or courts or tribunals impacting the going concern status of your Company and its operations in future.

INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) AND ANY ONE-TIME SETTLEMENT:

During the year, there was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) and any one-time settlement with any Bank or Financial Institution during the year under review.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS:

During the year under review, there was no instance of one-time settlement with any Bank/Financial Institution. Hence, the disclosure relating to difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks/Financial Institutions is not applicable to the Company.

CAUTIONARY STATEMENT

The Management Discussion and Analysis Report contain statements regarding the Company's objectives, projections, estimates, expectations or predictions, which may be considered as 'forward-looking statements' according to the applicable laws and regulations. These statements are based on certain assumptions and expectations of future events, and actual results may differ significantly from those expressed or implied in these statements. The Company undertakes no obligation to publicly update, amend, modify, or revise any forward-looking statements, whether due to subsequent developments, new information, events or any other reason.

ACKNOWLEDGEMENT

The Board extends its profound gratitude to the Central Government, various State Governments, relevant statutory and regulatory authorities, and the Stock Exchanges for their consistent guidance, support and continued cooperation. We also express our sincere appreciation to our Financial Institutions and Banks, whose collaboration has empowered the Company to navigate challenges and seize growth opportunities within a dynamic market and competitive environment.

Our success is a testament to the collective brilliance of our people. The Board places on record its heartfelt appreciation for our dedicated employees, whose relentless pursuit of excellence, innovative spirit and unwavering commitment to the Company's mission drive the achievement of our business objectives. It is the collective effort, hard work, loyalty and passion of our employees that has enabled us to consistently deliver superior results and maintain a strong market position.

The Board further acknowledges the steadfast support of our shareholders and investors, as well as the vital contributions of our suppliers, distributors, retailers, individual director and auditors. Your trust and collaboration have been indispensable in realizing our strategic objectives, and we are deeply grateful for the shared commitment to our mutual and sustained success.

We remain dedicated to our journey of responsible growth, ensuring that our pursuit of excellence is balanced with our commitment to environmental stewardship and the well-being of the communities in which we operate.

By order of the Board
For Bharat Textiles & Proofing Industries Limited

Sd/-	**Sd/-**
Ajeet Kumar Bhandari	**Anil Bhandari**
Managing Director	**Whole-time director**
DIN: 01023609	**DIN: 02722372**

Bharat Textiles & Proofing Industries Ltd
Admn. Office : Old # 43, New # 64, Sattana Naicken Street, Choolai, Chennai - 600 112, India.
Cell : 9841025811 ✦ E-mail : ajeet@bharatcanvas.com ✦ CIN : L17111TN1990PLC020072

Place: Chennai
Date: 01/09/2026

FACTORY ADDRESS : 994,Sirupulaipet, Kaveraipettai Satyavedu Road, Suravarikandigai,
Gummidipoondi, Tiruvallur, Tamil Nadu, 601201 .GSTIN :33AAACB2540D1ZH

Annexure – A

Management Discussion and Analysis Report

The Management Discussion and Analysis Report has been prepared in accordance with the provisions of Regulation 34(2)(e) of Listing Regulations, read with Schedule V(B) thereto, with a view to provide an analysis of the business and Financial Statements of the Company for the financial year and should be read in conjunction with the Company's financial statements, the schedules and notes thereto and other information included elsewhere in the Integrated Report. The objective of this report is to convey the Management's perspective on the external environment and our industry, as well as strategy, operating and financial performance, material developments in human resources and industrial relations, risks and opportunities and internal control systems and their adequacy in the Company during the financial year.

1. Industry Structure and Developments:

Indian Economy

India's textile sector is one of the nation's oldest and most diverse industries, deeply rooted in centuries-old traditions. **The Union Budget 2026–27** places the textile sector at the heart of India's growth, underlining its strategic importance to the economy. By prioritizing this labor-intensive industry, the Budget acknowledges textiles as a **key driver of job creation, export growth, rural livelihoods and sustainable manufacturing.**

Notably, the Indian textile sector possesses significant intrinsic strengths- the country is the world's **largest cultivator of cotton by acreage**, the **largest producer of jute**, the **second-largest producer of silk and cotton**, **second major global hub in the man-made fibers** (MMF) segment and the **second-largest producer of polyester and viscose fibers**.

In the **Union Budget 2026-27**, a comprehensive and integrated policy framework has been declared to **bolster the entire textile value chain- from fiber to fashion, from village industries to global markets.**

Integrated Programme for the Textile Sector

With the objective of boosting competitiveness, fostering self-reliance and creating jobs, the Government has proposed an Integrated Programme for the textile sector, structured around **four sub-components:**

- **National Fiber Scheme:** This scheme aims to build **self-reliance across the fiber spectrum** by supporting natural fibers such as silk, wool, and jute, alongside man-made fibers (MMF) and new-age fibers. By strengthening **domestic fiber availability and encouraging innovation** in advanced textile materials, the scheme seeks to reduce import dependence, promote diversification beyond cotton, and enhance India's capability in high-performance and specialized textiles.

- **Textile Expansion and Employment Scheme:** Focused on modernization of traditional textile clusters, this component provides **capital support** for machinery, technology upgradation, and the establishment of common testing and certification centers. The scheme is expected to enhance productivity, improve quality compliance and enable large-scale employment generation.
- **Tex-Eco Initiative:** The Tex-Eco Initiative **promotes globally competitive and environmentally sustainable textiles and apparel** (T&A) manufacturing. It aligns domestic production with international sustainability standards, and supports access to emerging green markets.
- **Samarth 2.0:** An **upgraded skilling programme**, Samarth 2.0 aims to modernize the textile skill ecosystem through deeper collaboration with industry and academic institutions. It seeks to ensure the availability of industry-ready skilled manpower across the value chain.
- The global **textile market size** was estimated at **USD 1.16 trillion in 2025** and is projected **to reach USD 1.61 trillion by 2033**, growing at a **CAGR of 4.2% from 2026 to 2033**. The demand for textiles is rising due to fast fashion, growing urbanization, and increasing disposable incomes in emerging economies.

Tarpaulin And Textiles Sector:

This sector experiences a challenging operating environment and uncertainty over demand growth and volatility in raw material prices, it is likely that the sector's outlook will turn relatively positive. Margin pressure would persist for both the cotton and synthetic textile industries, driven by rising power and wage costs and higher interest rates. The cotton industry is presently facing challenges like slow demand and a loss in margins, but a recovery is expected on account of falling cotton prices, though this could be negated by further volatility in input costs or forex movements.

The Tarpaulin Market supports diverse industries with annual global production exceeding 15–18 billion square meters of tarpaulin fabrics across agriculture, logistics, and construction sectors. PVC tarpaulin accounts for nearly 55–60% of total market share due to superior durability and waterproofing properties. PE tarpaulin contributes around 40–45%, driven by cost efficiency and lightweight structure. Transportation and logistics sectors consume over 35% of tarpaulin demand, while agriculture accounts for approximately 25%. Tarpaulin Market Insights highlight increasing adoption of UV-resistant fabrics capable of withstanding exposure beyond 3–5 years, particularly in outdoor industrial and infrastructure applications

The future of India's textiles industry looks promising, supported by rising domestic demand, growing exports, and policy interventions that are strengthening competitiveness. The sector, which already contributes around 2% to GDP and employs over 45 million people, is expected to see its share in the economy nearly double by the end of the decade.

Technical textiles will play a pivotal role in this growth. The segment, valued at US$ 29 billion in FY24, is projected to expand rapidly, reaching US$ 45 billion by 2026 and continuing on a strong trajectory thereafter. Within this, Mobil tech textiles for automotive use are expected to nearly double from US$ 2.32 billion in FY25 to US$ 4.57 billion by FY33, driven by the rise of electric vehicles and demand for advanced materials.

2. Performance Review:

The Income of the Company for the year is INR 2050.19 Lakhs as against previous years of INR 1671.21 Lakhs. The Company's net profit for the year ended was INR 33.13 lakhs approximately (last year profit amounts to INR. 26.25 lakhs. The Earning Per Share (EPS) for the year is Rs. 0.57.

3. Business Outlook:

Your Company expects to continue to identify prudent land acquisition opportunities even as it intends to focus on the timely completion of its projects, despite of number of risks. Your company will be facing them with full zeal and gist and will be able to overcome and withstand the risks enumerated envisaging future outlook.

4. Opportunities and Threats:

The Indian textile stands at a promising juncture, with several key opportunities shaping its growth trajectory.

Agricultural demand is rising due to crop protection needs, with tarpaulins covering over 20 million hectares of farmland globally. Greenhouse and crop storage applications require tarpaulins with UV resistance above 90%, ensuring durability across multiple growing seasons. Temporary shelters and disaster relief structures are also driving demand, with emergency response agencies using tarpaulins sized between 20–50 square meters for rapid deployment. Tarpaulin Market Forecast highlights increasing usage in modular infrastructure and humanitarian applications.

Opportunities:

• Global Shift towards Sustainable Textiles: Increasing demand for eco-friendly and ethically produced products aligns with Trident's sustainability agenda

• Expansion into New Geographies: Growing opportunities in emerging markets for home textiles

• Government Incentives: Benefitting from Production Linked Incentive (PLI) schemes and textile parks under Make in India

• Innovation in Functional Textiles and Specialty Paper: Scope to develop antimicrobial, organic, and smart fabrics, and expand value-added paper offerings

• Green Energy Integration: Strengthening energy division with renewable projects enhances long-term cost savings and ESG positioning.

However, the Company is exposed to different types of risks such as credit risk, market risk (including liquidity risk and interest rate risk), operational risk and legal risk. The Company monitors credit and market risks, as well as portfolio and operational risk through the oversight of senior management personnel in each of its business segments. Legal risk is subject to the review of the Company's legal department and external advisers. The Company is exposed to specific risks in connection with the management of investments and the environment within which it operates.

The Company aims to understand measure and monitor the various risks to which it is exposed and to ensure that it adheres, as far as reasonably and practically possible, to the policies and procedures established by it to mitigate these risks.

There are certain key challenges and threats that need to be actively addressed and mitigation steps to be taken as and when required. These challenges can be summarized as follows:

- Economic slowdowns, geopolitical tensions, and trade barriers can impact exports and input costs
- Intense Industry Competition: Price and quality pressures from global players, especially in textiles and paper
- Raw Material Price Fluctuations: Cotton, pulp, and chemicals are subject to price volatility, affecting margins
- Regulatory and Environmental Compliance Risks: Stricter norms, particularly in water-intensive sectors, can lead to cost and operational pressures
- Increasing input material costs leading to higher cost of construction.
- Increasing labor cost and shortage of skilled and technically qualified manpower.
- Land prices still continue to be high.
- Lack of desirable progress in development of infrastructure specifically in the areas of roads, water and sewage systems, power, etc.
- Absence of industry status and institutional financing for land procurement.
- Decrease in Investments in the last year.
- Tax structure GST (Goods and Service Tax) make the garments expensive.

RISK MANAGEMENT

The Company's effective risk management approach is driven by the expertise and proactive involvement of its management team. The risk management committee plays a crucial role in promptly identifying and mitigating potential risks. Recognizing risk as an inherent aspect of business, the Company remains committed to implementing proactive and efficient risk management strategies.

Quality risk: The business's performance may face challenges due to subpar product quality and inefficiencies in manufacturing processes.

Mitigation: The Company ensures optimal efficiency across its manufacturing facilities by making substantial investments in cutting-edge technologies while upholding the highest quality standards.

Raw material risk: Fluctuations in raw material costs could have an adverse impact on the business.

Mitigation: The Company monitors the market for raw material procurement and implements proactive strategies to mitigate the impact of price fluctuations.

Trend risk: The Company's growth may be constrained if it fails to adapt to changing consumer preferences.

Mitigation: Demonstrating a strong commitment to technological advancement and market relevance, the Company continues to invest in product development and innovation.

Competition risk: The entry of new competitors may impact the Company's profitability.

Mitigation: By exporting to around 64 countries and serving customers across India, the Company minimizes potential risks through ongoing product innovation, strong brand recognition and efficient operations.

Customer attrition risk: Customer retention is crucial, as it directly impacts the Company's revenue and profitability.

Mitigation: As a leading textile solutions provider, the Company consistently innovates by offering yarns such as cotton blended dyed yarn, cotton mélange and specialty blends.

Key ratios

Ratio	Numerator	Denominator	As at 31st march, 2026	As at 31st March, 2025	Variance
Current ratio	Current assets	Current liabilities	1.51	1.36	10.50%
Debt-equity ratio	Total Debt	Shareholders' Equity	3.86	5.34	-27.69%
Debt service coverage ratio	Earning available for debt service	Debt service	0.20	0.12	57.49%
Return on equity ratio	Net Profit after taxes less preference dividend (if any)	Average shareholders' equity	015	0.13	9.71%

Inventory turnover ratio	Cost of goods sold or sales	Average Inventory	3.51	2.91	20.86%
Trade receivable turnover ratio	Net credit sales	Average trade receivable	8.11	5.78	40.17%
Trade payable turnover ratio	Net credit purchase	Average trade payable	24.79	11.63	113.18%
Net capital turnover ratio	Net sales	Average working capital	7.55	7.85	-3.78%
Net profit ratio	Net Profit after taxes less preference dividend (if any	Net sales	0.017	0.016	6.73%
Return on capital employed	Earnings before interest and taxes	Capital employed	0.54	0.41	32.82%
Return on investments	Income from investments	Cost of investment	-	-	-

During the year, the Company has taken multiple initiatives to optimize cost and products, which has led to improvement in operational results. The Company has generated positive EBITDA and Cash Profit compared to negative EBITDA and Cash loss in FY25. Accordingly, Interest Coverage Ratio, EBITDA Margin, Net Profit Margin, Return on Net Worth ratios have improved compared to that of FY 2024-25. The Company's key ratios for FY 2025-26 reflect the challenging global and domestic economic environment. Although inflation eased compared to the previous year, the financial performance was impacted by high interest rates, slower growth in major economies and geopolitical tensions (including the Russia-Ukraine conflict, Israel Hamas crisis and Red Sea disruptions). Overall, while the Company's financial ratios indicate partial operational improvement, profitability and returns remained under pressure, reflecting the continued impact of external challenges and cost pressures.

5. Internal Control Systems and Adequacy:

The Company has in place adequate internal control systems and procedures commensurate with its size and nature of business. The Internal Audit team continuously monitors the effectiveness of internal control and provides a reasonable assurance of the adequacy and effectiveness of your Company's control, governance and risk management process to the Audit Committee. It also checks the implementation of corrective actions and improvements suggested by the Audit Committee.

Internal Audit focuses on the following objectives, forming part of the Audit Plan approved by the Audit Committee:

- Adherence to the operating systems and manual;
- Performance of operational activities in an efficient and effective manner;
- Compliance with the risk management process;
- Compliance with legislative and regulatory provisions.

The Audit Committee reviews the Audit Reports and also has discussions with the Statutory Auditors.

6. Human Resources:

Your company believe that the employees are key contributors to the success of the business. Your company focus on attracting and retaining the best possible talent. This attribute helps employees garner a sense of brotherhood with the management which ultimately produces exemplary results for the entire organization. Company's manpower is a prudent mix of the experienced and youth which gives the dual advantage of stability and growth. Entire work processes and skilled, semiskilled and unskilled resources together with management team have enabled to implement your company's growth plans. Your Company believes that the human resources are a very important part of its strengths and hence ensures that all facilities like EPFO, ESIC, Leave, Entitlement and other facilities, uniforms, safety equipment is provided to all staff as applicable.

As of March 31, 2026, the Company's workforce comprised approximately 34 employees (up from 45 in the preceding year) and 34 workers (as compared to 45 last year) across its manufacturing and administrative facilities.

7. Cautionary Statement:

The information and opinion expressed in this Report may contain certain forward-looking statements, which the management believes are true to the best of its knowledge at the time of preparation of the report. The management shall not be liable for any loss, which may arise as a result of any action taken on the basis of the information contained herein. Prior written permission of the Company may be obtained for furnishing this information to any person.

8. Conclusion:

Your Company's primary focus will be to grow volumes across markets. BTPIL will address each market depending on local conditions and consumer trends. While we recognize that the global environment is extremely challenging there are new opportunities emerging to meet consumer needs. Bharat Textiles will focus on profitable growth through a mix of brand led growth, innovation, efficient cost management and successfully scaling up new businesses.

By order of the Board
For Bharat Textiles & Proofing Industries Limited

Sd/-	**Sd/-**
Ajeet Kumar Bhandari	**Anil Bhandari**
Managing Director	**Whole-time director**
DIN: 01023609	**DIN: 02722372**

Place: Chennai
Date: 01/09/2026

ANNEXURE- B

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A) Energy Conservation:

Conservation of energy continues to receive increased emphasis and steps are being taken to reduce the consumption of energy at all levels. The details of consumption are as follows

Diesel (In Ltrs.) from 1.4.25 to 31.3.26 for GMM factory				
Diesel (In Ltrs.)	**Opening Stock**	**Purchase in Ltrs.**	**Closing Stock**	**Consumption in the Year**
	1.4.25	**1.4.25 to 31.3.26**	**31.3.26**	**1.4.25 to 31.3.26**
Quantity in Liters	107.84	3757	50.00	3815
Amount in Rupees	10000	348157	4630	353527
Fire wood from 1.4.25 to 31.3.26				
Fire wood	**Opening Stock**	**Purchase**	**Closing Stock**	**Consumption in the Year**
	1.4.25	**1.4.25 to 31.3.26**	**31.3.26**	**1.4.25 to 31.3.26**
Quantity in Tons	105	552.79	18.25	639.54
Amount in Rupees	473550	2347651	82125	2739076
Power Consumption from 1.4.25 to 31.3.26				
Value in Rupees		**Units**		
4713825		**276366**		

B) Foreign Exchange Earnings and Outgo:

PARTUCULARS	2026 (in INR)	2025 (in INR)
Earnings	-	-
Outgo	-	-

Admn. Office : Old # 43, New # 64, Sattana Naicken Street, Choolai, Chennai - 600 112, India.
Cell : 9841025811 ✦ E-mail : ajeet@bharatcanvas.com ✦ CIN : L17111TN1990PLC020072

C) Technology Absorption, Adaptation and Innovation, Research and Development:

Research and Development activities are carried out on an ongoing basis for improving quality of the products.

D) Insurance

All the insurable interests of your Company including inventories, buildings, plant and machinery are adequately insured.

By order of the Board
For Bharat Textiles & Proofing Industries Limited

Sd/-	**Sd/-**
Ajeet Kumar Bhandari	**Anil Bhandari**
Managing Director	**Whole-time director**
DIN: 01023609	**DIN: 02722372**

Place: Chennai
Date: 01/09/2026

Annexure C

Disclosure of Particulars of Employees as required under Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014:

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2025-26:

Sr. No.	Name of the Directors/ KMP	Designation	Ratio of remuneration to the median remuneration of the employee	% increase in remuneration in the Financial Year
	Non-Executive Directors			
1.	Janarthanam Udayakumar	Independent Director	**Nil**	-
2.	Sivaraman Uthayakumar	Independent Director	**Nil**	-
3.	Veena Bhandari	Director	**Nil**	-
	Key Managerial Personnel (KMP)			
5.	Krishna Kumar Bhandari	Chief Financial Officer & Whole-Time Director	2.109:1	**33.33%**
6.	Anil Bhandari	Whole-Time Director	1.898:1	**0.00**
7.	Ajeet Bhandari Kumar	Managing Director	8.79:1	**11.11%**

8.	Shiv Ratan Jhawar	Company Secretary	1.945:1	**4.78%**

- *No remuneration paid except, payment of eligible sitting fees to Independent Directors*
- *In line with the internal guidelines, no commission was paid to Directors*

(ii) The percentage increase in the median remuneration of employees in the financial year 2025-26: -9.41%

(iii) The number of permanent employees on the rolls of company as on March 31st, 2026: 34

(iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

* Average increase in the remuneration of all employees excluding KMP is: -41.54%

* Average increase in the remuneration of KMP is: 11.29%

(v) The Company affirms that the remuneration is as per the remuneration policy of the company.

By order of the Board
For Bharat Textiles & Proofing Industries Limited

Sd/-	**Sd/-**
Ajeet Kumar Bhandari	**Anil Bhandari**
Managing Director	**Whole-time director**
DIN: 01023609	**DIN: 02722372**

Place: Chennai
Date: 01/09/2026

ANNEXURE –D

FORM NO. AOC -2

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1 Details of contracts or arrangements or transactions not at Arm's length basis: **NIL**

2 Details of contracts or arrangements or transactions at Arm's length basis.

Sr. No.	Name(s) of the related party and nature of relationship	Nature of Contracts / Arrangements/ Transactions	Duration of The Contracts/ Arrangements/ Transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any:
	(a)	(b)	(c)	(d)	(e)	(f)
1.	Anil Kumar Bhandari (Whole Time Director)	Rent	2025-2026	3.00 Lakhs	29.05.2025	NA
2.	Jitendra Bhandari (Relatives of Directors & Key Management Personnel)	Rent	2025-2026	3.00 Lakhs	29.05.2025	NA
3.	Rudraaksh Textiles LLP Partners of the related party, Mr. Jitendar Bhandari	Purchase	2025-2026	152.50 Lakhs	29.05.2025	NA

	(Brother) and Mr. Anil Bhandari (Brother) are related to Mr. Ajeet Kumar Bhandari, Managing Director					
4.	Jivan Plastic India LLP Partner of the related party, Mr. Jitendar Bhandari (Brother) is related to Mr. Ajeet Kumar Bhandari, Managing Director.	Sales	2025-2026	0.04 Lakhs	29.05.2025	NA
5.	Him Marketing Karta of the related party, Mr. Jitendar Bhandari (Brother) is related to Mr. Ajeet Kumar Bhandari, Managing Director.	Purchase	2025-2026	0.26 Lakhs	29.05.2025	NA
6.	Rudraaksh Textiles LLP Partners of the related party, Mr. Jitendar Bhandari (Brother) and Mr. Anil Bhandari (Brother) are related to Mr.	Sales	2025-2026	8.34 Lakhs	29.05.2025	NA

	Ajeet Kumar Bhandari, Managing Director					
7.	Him Marketing Karta of the related party, Mr. Jitendar Bhandari (Brother) is related to Mr. Ajeet Kumar Bhandari, Managing Director.	Sales	2025-2026	18.01 Lakhs	29.05.2025	NA

By order of the Board
For Bharat Textiles & Proofing Industries Limited

Sd/-
Ajeet Kumar Bhandari
Managing Director
DIN: 01023609

Sd/-
Anil Bhandari
Whole-time director
DIN: 02722372

Place: Chennai
Date: 01/09/2026

Annexure E

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended March 31, 2026

[PURSUANT TO SECTION 204(1) OF THE COMPANIES ACT, 2013 AND RULE NO. 9 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

To,
The Members,
Bharat Textiles & Proofing Industries Limited
CIN: L17111TN1990PLC020072
994, Sathyavedu Road, T, Suravalikandigai, Sirupuzhalpet (P),
Gummidipoondi, Tamil Nadu, India, 601201

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bharat Textiles & Proofing Industries Limited (hereinafter called "the Company") for the period commencing from April 1, 2025 to March 31, 2026 ("audit period"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 {Not applicable to the Company during the audit period};

d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (not applicable to the company during the audit period);

e)

f) The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 {Not applicable to the Company during the audit period};

g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client {repealed w.e.f. December 16, 2025};

h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client {notified on December 16, 2025};

(a) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 {Not applicable to the Company during the audit period};***(not applicable to the company during the audit period);***

i)

(b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 {Not applicable to the Company during the audit period}; ***(not applicable to the company during the audit period);***

j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and

k) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

We further report that having regard to the compliance system prevailing in the company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has generally complied with the following laws applicable specifically to the Company. Nevertheless, we were not in a position to audit the same due to inaccessibility of the documents:

a) The Factories Act, 1948;
b) Environmental Laws;
c) Payment of Wages Act, 1936;
d) The Minimum Wages Act, 1948;
e) The Payment of Bonus Act, 1965;
f) The Payment of Gratuity Act, 1972;
g) The Employee State Insurance Act, 1948;
h) Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
i) Equal Remuneration Act, 1976;
j) The Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013; and
k) The Maternity Benefit Act, 1961

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards on Board and General Meetings (SS-1 & SS-2) issued by The Institute of Company Secretaries of India.
(ii) The Listing Agreements entered into by the Company with BSE Limited

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The Company has not paid the Annual Listing Fees (ALF) payable to BSE Limited for the financial years 2020-21, 2021-22, 2022-23, 2023-24, 2024-25 and 2025-26, resulting in outstanding Annual Listing Fees for the aforesaid financial years.

2. The Company has not maintained its website in compliance with the requirements of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The website of the Company is not properly maintained/does not contain all the information and disclosures required to be hosted thereon under the said Regulation.

3. The Independent Directors of the Company have not registered themselves with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs (IICA), as required under Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, resulting in consequential non-compliances under the applicable provisions.

4. The Company has not ensured 100% dematerialisation of the shareholding held by the Promoter(s) and Promoter Group, as required under Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. The Company has not maintained the Structured Digital Database (SDD) in compliance with Regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Company has not maintained an adequate and effective system for recording the details of Unpublished Price Sensitive Information (UPSI), persons with whom such UPSI is shared, and the requisite time-stamped and non-tamperable records with appropriate internal controls and audit trail.

6. The Company has not complied with the prescribed timeline for disclosure of the outcome of the Board Meetings wherein the financial results of the Company were considered and approved. The details of the instances of delay are as follows:

   - Board Meeting held on 29th May, 2026: The said Board Meeting concluded at 4:30 P.M., whereas the outcome of the meeting was submitted to the Stock Exchange at 6:22 P.M., resulting in a delay of approximately 1 hour and 52 minutes beyond the prescribed timeline of 30 minutes from the closure of the meeting.

   - Board Meeting held on 13th August, 2025: The said Board Meeting concluded at 4:30 P.M., whereas the outcome of the meeting was submitted to BSE Limited at 5:16 P.M., resulting in a delay of approximately 46 minutes beyond the prescribed timeline of 30 minutes from the closure of the meeting.

   - Board Meeting held on 14th November, 2025: The said Board Meeting concluded at 4:30 P.M., whereas the outcome of the meeting was submitted to BSE Limited at 5:09 P.M., resulting in a delay of approximately 9 minutes beyond the prescribed timeline of 30 minutes from the closure of the meeting.

   Accordingly, the Company has not complied with the prescribed timeline under Regulation 30 read with Schedule III of the SEBI LODR Regulations, 2015. The Company is advised to ensure timely disclosure of the outcome of Board Meetings to the Stock Exchange within the prescribed timelines in future.

7. The Annual General Meeting of the Company was held on 30th September, 2025. However, the voting results along with the Scrutiniser's Report were submitted to the Stock Exchange on 3rd October, 2025, instead of within two working days from the conclusion of the Annual General Meeting, resulting in non-compliance with the applicable provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. The Company has not uploaded the newspaper publication of the financial results for the respective quarter(s) on the website of BSE Limited, as required under Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, resulting in non-compliance with the applicable provisions.

9. The Company has generally complied with the provisions relating to closure of the Trading Window as required under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct adopted by the Company. However, in respect of the quarter ended **30 September 2025**, the Trading Window closure intimation in connection with the declaration of financial results was filed after the end of the relevant quarter, resulting in non-compliance with the applicable provisions. Further, the XBRL filing of the financial results for the quarter ended 30 September 2025 has not been made by the Company. The Company has complied with the prescribed requirements for the remaining quarters under review.

10. As per Clause 4 of Schedule B read with Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the applicable SEBI circulars relating to restriction of trading by Designated Persons, the PANs of the Promoter, Promoter Group, Designated Persons and their Immediate Relatives, as applicable, were required to be frozen during the trading window closure period in connection with the declaration of the financial results for the All the quarters. It was observed that the PANs were not frozen for the prescribed period, resulting in non-compliance with the applicable provisions.

11. The Company had borrowed funds in excess of the borrowing limits prescribed under Section 180(1)(c) of the Companies Act, 2013, without obtaining the prior approval of the shareholders by way of a Special Resolution. Subsequently, upon exceeding the prescribed borrowing limits, the Company obtained the approval of the shareholders by way of Special Resolution dated 30 September 2025.

12. The Company has not complied with the requirements relating to filing of prior intimation of Board Meetings in XBRL mode as prescribed under Regulation 29(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the applicable requirements of the Stock Exchange(s). The prior intimation in respect of the Board Meeting held on 29 May 2025, for consideration of the financial results for the quarter/year ended 31 March 2025, and the Board Meeting held on 14 November 2025, for consideration of the financial results for the quarter ended 30 September 2025, was not filed in XBRL mode, resulting in non-compliance with the applicable provisions.

13. The Company has not filed the XBRL form in respect of the Notice of the Annual General Meeting (AGM) within the prescribed time, resulting in non-compliance with the applicable provisions.

14. The Company has delayed the filing of the financial results in XBRL format for the quarter/year ended 31 March 2025. The financial results were approved by the Board of Directors at its meeting held on 29 May 2025, whereas the XBRL filing was made on 30 May 2025, resulting in a delay of one day. Accordingly, the Company has not complied with the applicable provisions of Regulation 33(3)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the applicable requirements prescribed by the Stock Exchange(s) for filing of financial results in XBRL format.

15. The Company has not complied with the requirements relating to Structured Digital Database ("SDD") under Regulation 3(5) and Regulation 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015. Further, being non-compliant with the SDD requirements, the Company was required to submit the SDD Compliance Certificate on a quarterly basis, as prescribed under the applicable Stock Exchange circulars/SOP. However, the Company has not submitted the requisite quarterly SDD Compliance Certificates, resulting in non-compliance with the applicable provisions and requirements.

16. The Company has not complied with the requirements relating to disclosure of change in Auditor under Regulation 30 read with Para A(7) of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The appointment of the Secretarial Auditor made on 12 February 2026 was not filed with the Stock Exchange(s) in the prescribed XBRL format, resulting in non-compliance with the applicable provisions of the SEBI (LODR) Regulations, 2015 and the applicable XBRL filing requirements of the Stock Exchange(s).

17. The Company, at its Annual General Meeting held on 30 September 2024, approved the sale of its factory and land situated at Tada and authorised the Board of Directors to complete the said sale. The said factory and land were subsequently sold in 2025-26. However, the Company did not make the requisite disclosure/intimation to the Stock Exchange(s) in

respect of the sale/disposal, as required under Regulation 30 read with Para A(1) of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, resulting in non-compliance with the applicable provisions.

Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions were carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no specific events /actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

***This report is to be read in conjunction with our letter of even date which is marked as 'Annexure A' and forms an integral part of this report.*

For G & J Associates
Company Secretaries
Firm Regn. No. P2023RJ097600
PR No. 8194/2026

Sd/-
Shubham Jain
Partner
FCS: 13054 / CP No. 21933
UDIN: F013054H001330018

Date: 01/09/2026
Place: JAIPUR

Annexure-A

To,
The Members,
Bharat Textiles & Proofing Industries Limited
CIN: L17111TN1990PLC020072
994, Sathyavedu Road, T, Suravalikandigai, Sirupuzhalpet (P),
Gummidipoondi, Tamil Nadu, India, 601201

The above report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on the audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company. We have relied on the representation made by the Company, its Officers and Reports of the Statutory Auditor for systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

4. Wherever required, we have obtained the management representation about the compliance of laws, rules, and regulations and happening of events etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. Due to the inherent limitations of an audit including internal, financial and operational controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the audit process.

7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For G & J Associates
Company Secretaries
Firm Regn. No. P2023RJ097600
PR No. 8194/2026

Sd/-
Shubham Jain
Partner
FCS: 13054 / CP No. 21933
UDIN: F013054H001330018

Date: 01/09/2026
Place: JAIPUR

Bharat Textiles & Proofing Industries Ltd
Admn. Office : Old # 43, New # 64, Sattana Naicken Street, Choolai, Chennai - 600 112, India.
Cell : 9841025811 ✦ E-mail : ajeet@bharatcanvas.com ✦ CIN : L17111TN1990PLC020072

Annexure F

DECLARATION BY THE MANAGING DIRECTOR ON THE CODE OF CONDUCT

(Pursuant to Regulation 34(3) read with Para D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
Bharat Textiles & Proofing Industries Limited
994, Sathyavedu Road, T, Suravalikandigai, Sirupuzhalpet (P),
Gummidipoondi, Tamil Nadu, India, 601201

I, Ajeet Bhandari Kumar, Managing Director of the Company, hereby affirm that all members of the Board of Directors and Senior Management Personnel of the Company, as defined in the above stated regulations, have confirmed compliance with the Code of Conduct for Board of Directors and Senior Management of the Company for the financial year ended on March 31, 2026.

Place: Chennai
Date: 01/09/2026

Sd/-
Ajeet Bhandari Kumar
Managing Director
DIN: 00192890

ANNEXURE G

CERTIFICATE BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

(Pursuant to Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
Bharat Textiles & Proofing Industries Limited
994, Sathyavedu Road, T, Suravalikandigai, Sirupuzhalpet (P),
Gummidipoondi, Tamil Nadu, India, 601201

We, in our respective capacities as the Managing Director and Chief Financial Officer of the Company, do hereby certify that:

A. We have reviewed the financial statements and the cash flow statement for the financial year ended on March 31, 2026 and to the best of our knowledge and belief, we state that:
   1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   2) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the financial year ended on March 31, 2026 which are fraudulent, illegal or violative of the Company's Code of Conduct.

C. We accept that we are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
   1) Significant changes, if any, in the internal control over financial reporting during the year;
   2) Significant changes, if any, in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
   3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

	Sd/-	**Sd/-**
	Ajeet Bhandari Kumar	**Anil Bhandari**
Place: Chennai	**Managing Director**	**Chief Financial Officer**
Date: 01/09/2026	**DIN: 01023609**	

DIYALI B & ASSOCIATES
Chartered Accountants
No. A-9, Marutl Apartments,
No. 87, Dr.Alagappa Road,
Chennal • 600 084.
Phone: 2642 2500
Mobile: 94449 06021

INDEPENDENT AUDITOR'S REPORT

To the Members of M/s Bharat Textiles & Proofing Industries Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **M/s Bharat Textiles & Proofing Industries Limited**("the Company"), which comprises the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss (including Other Comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements"). In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2026, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We do not have any key audit matters that needs to be communicated in our report.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Company's Annual Report, but does not include the standalone financial statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

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Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account and with the returns received from the branches not visited by us.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **“Annexure A”**.

g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company does not have any pending litigations which would impact its standalone financial position.

(ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

(iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(v) The company has neither declared nor paid any interim or final dividend during the year.

(vi) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended 31st March, 2026, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in **"Annexure B"** a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DIYALI B AND ASSOCIATES
Chartered Accountants
Firm Regn No: 017740S

DIYALI B
Proprietrix
Membership No: 242354
Place: Chennai
Date: 29th May 2026
UDIN: 26242354GEUDGM1115

DIYALI B & ASSOCIATES
Chartered Accountants
No. A-9, Marutl Apartments,
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Phone: 2642 2500
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ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of M/s Bharat Textiles & Proofing Industries Limited of even date.)

Report on the Internal Financial Controls over Financial Reporting under clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013("the Act")

We have audited the internal financial controls over financial reporting of **M/s Bharat Textiles & Proofing Industries Limited** ("the Company") as of 31st March, 2026 in conjunction with our audit of the standalone Ind AS financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company: and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March,2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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For DIYALI B AND ASSOCIATES
Chartered Accountants
Firm Regn No: 017740S

DIYALI B
Proprietrix
Membership No: 242354
Place: Chennai
Date : 29th May 2026
UDIN: 26242354GEUDGM1115

DIYALI B & ASSOCIATES
Chartered Accountants
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ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of M/s Bharat Textiles & Proofing Industries Limited of even date.)

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. a. (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipments and relevant details of right-of-use assets.

   (B) The company has maintained proper records showing full particulars of intangible assets.

   b. The Property, Plant and Equipments of the Company have been physically verified by the management at reasonable intervals and as informed, no material discrepancies were noticed on such verification.

   c. The title deeds of the immoveable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the financial statements are held in the name of the company.

   d. The company has not revalued its Property, Plant and Equipments (including Right of Use Assets) or intangible assets during the year.

   e. No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

2. a. The inventories have been physically verified at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate.

   b. The company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act.

4. The Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and securities.

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5. The company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of section 73 to 76 of the Companies Act, 2013 and the rules framed thereunder.

6. The Central Government has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 in respect of the activities carried on by the company.

7. (a) The company is regular in depositing undisputed statutory dues including Goods and Service Tax, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities except Provident Fund& Employee's State Insurance which were not paid regularly.

   According to the information and explanation given to us, no undisputed amounts payable in respect of Provident fund, Income tax, Goods and Service Tax, Customs duty, Cess and any other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

   (b) According to the information and explanations given to us, the dues of Service tax, Sales tax, Income tax, Customs duty, Excise duty, Value added tax or Goods and Service Tax which have not been deposited as on 31st March, 2026 on account of any disputes are given below :

Nature of the Statute	Nature of Dues	Forum where the dispute is pending	Period to which the amount relates	Amount (in Rs.)
The Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals)	A.Y 2015-2016	89,82,010/-

8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

9. a. The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lenders.

   b. The company is not a declared willful defaulter by any bank or financial institution or other lender.

   c. The term loans were applied for the purpose for which the loans were obtained.

   d. No funds raised on short term basis have been utilized for long term purposes.

   e. The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

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f. The company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

10. a. The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.

    b. The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

11. a. According to the information and explanations given to us, no material fraud by the company or on the company has been noticed or reported during the year.

    b. No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

    c. We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

12. The Company is not a Nidhi company. Accordingly, Paragraph 3 (xii) of the Order is not applicable to the Company.

13. According to the information and explanations given to us and based on our examination of the record of the company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Financial Statements as required by the applicable accounting standards.

14. a. The company has an internal audit system commensurate with the size and nature of its business.

    b. We have considered the reports of the Internal Auditors for the period under audit in determining the nature, timing and extent of our audit procedures.

15. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors.

16. a. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

    b. The company has not conducted any Non-Banking Financial activities or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

    c. The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

d. The Group does not have any CIC as part of the Group.

17. The company has not incurred cash losses in the financial year and in the immediately preceding financial year.

18. There has been no resignation of the statutory auditors of the Company during the year.

19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. a. There are no unspent amounts towards Corporate Social Responsibility (CSR), other than with respect to the ongoing projects, requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act.

    b. There were no amounts remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing projects.

For DIYALI B AND ASSOCIATES
Chartered Accountants
Firm Regn No: 017740S

DIYALI B
Proprietrix
Membership No: 242354
Place: Chennai
Date: 29th May 2026
UDIN: 26242354GEUDGM1115

Bharat Textiles & Proofing Industries Limited
Balance Sheet as at 31st March, 2026

	Particulars	Note No	As at 31st March, 2026	As at 31st March, 2025
			Rs in Lakhs	Rs in Lakhs
I	ASSETS			
1	Non-current assets			
	Property, Plant and Equipment	3	459.61	680.22
	Right of Use Assets		-	-
	Capital work-in-progress	3A	67.06	-
	Investment Property		-	-
	Financial Assets			
	- Investments		-	-
	- Loans		-	-
	- Others		-	-
	Deferred tax assets (net)	4	-	22.52
	Other non-current assets	5	13.49	23.50
	Total non-current assets		540.16	726.24
2	Current assets			
	Inventories	6	410.04	460.42
	Financial assets			
	(i) Investments		-	-
	(ii) Trade receivables	7	214.30	261.91
	(iii) Cash & cash equivalents	8	7.76	4.28
	(iv) Bank balances other than (iii) above		-	-
	Current tax assets (net)	9	10.01	10.02
	Other current assets	10	119.58	45.74
	Total current assets		761.69	782.37
	TOTAL ASSETS		1,301.85	1,508.61
II	EQUITY AND LIABILITIES			
3	Equity			
	Equity Share Capital	11	585.71	585.71
	Other equity	12	(342.02)	(375.15)
	Total equity		243.69	210.56
4	Non-current liabilities			
	Financial liabilities			
	(i) Borrowings	13	542.06	721.15
	(ii) Other financial liabilities		-	-
	Deferred tax assets (net)	4	5.38	-
	Provisions	14	4.65	2.52
	Total non-current liabilities		552.09	723.67
5	Current liabilities			
	Financial liabilities			
	(i) Borrowings	15	399.13	403.54
	(ii) Trade payables	16		
	- Total outstanding dues of micro enterprises and small enterprises		-	-
	- Total outstanding dues of creditors other than micro enterprises and small enterprises		44.93	77.70
	(iii) Other financial liabilities		-	-
	Current tax liabilities		-	-
	Other current liabilities	17	62.01	93.14
	Total current liabilities		506.07	574.38
	TOTAL EQUITY AND LIABILITIES		1,301.85	1,508.61
			-	-
	Significant accounting policies			
	The accompanying notes are an integral part of the financial statements			

In terms of our report of even date attached.

For DIYALI B AND ASSOCIATES
Chartered Accountants
Firm Regn No. 017740S

For and on behalf of the Board of Directors

DIYALI B
Proprietrix
Membership No. 242354

Ajeet Kumar Bhandari
Managing Director
DIN : 01023609

Anil Kumar Bhandari
Wholetime Director & CFO
DIN : 02722372

Place : Chennai
Date : 29th May, 2026

Shiv Ratan Jhawar
Company Secretary

Bharat Textiles & Proofing Industries Limited
Statement of Profit and Loss for the year ended 31st March, 2026

	Particulars	Note No.	Year ended 31st March, 2026 Rs in Lakhs	Year ended 31st March, 2025 Rs in Lakhs
I	Income			
	Revenue from operation	18	1,929.86	1,631.99
	Other income	19	120.33	39.22
	Total income		2,050.19	1,671.21
II	Expenses			
	Cost of Raw Material Consumed	20	1,519.87	1,247.71
	Purchase of Traded Goods		-	-
	(Increase) / Decrease In inventories of Work-in-progress and finished Good,	21	9.21	(54.92)
	Employee benefit expenses	22	142.97	132.04
	Finance cost	23	67.79	65.11
	Depreciation and amortisation	3	52.85	63.52
	Other expenses	24	193.56	206.33
	Total expenses		1,986.25	1,659.79
III	Profit / (Loss) before exceptional and extraordinary items and tax (I-II)		63.94	11.42
IV	Exceptional items		-	-
V	Profit / (Loss) before extraordinary items and tax (III-IV)		63.94	11.42
VI	Extraordinary items		-	-
VII	Profit before tax (V-VI)		63.94	11.42
VIII	Tax expense:			
	- Current tax		2.91	-
	- Deferred tax	4	27.90	(14.83)
			30.81	(14.83)
IX	Profit / (Loss) for the year (VII - VIII)		33.13	26.25
X	Other Comprehensive Income			
	(A) Items that will be reclassified to profit or loss		-	-
	(B) Items that will not be reclassified to profit or loss			
	Net gain/(loss) on equity instruments through Other Comprehensive Income		-	-
	Income tax effect on above		-	-
XI	Total Comprehensive Income (VII+VIII)		33.13	26.25
XII	Earnings per share			
	- Basic & Diluted		0.57	0.45
	Significant accounting policies	2		
	The accompanying notes are an integral part of the financial statements			

In terms of our report of even date attached.

For DIYALI B AND ASSOCIATES
Chartered Accountants
Firm Regn No. 017740S

For and on behalf of the Board of Directors

DIYALI B
Proprietrix
Membership No. 242354

Ajeet Kumar Bhandari
Managing Director
DIN : 01023609

Anil Kumar Bhandari
Wholetime Director & CFO
DIN : 02722372

Place : Chennai
Date : 29th May, 2026

Shiv Ratan Jhawar
Company Secretary

Bharat Textiles & Proofing Industries Limited

Statement of Cash Flows for the year ended 31st March, 2026

Particulars	Year ended 31st March, 2026		Year ended 31st March, 2025	
	Rs in Lakhs	Rs in Lakhs	Rs in Lakhs	Rs in Lakhs
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		63.94		11.42
Adjustments for:				
Depreciation and amortisation	52.85		63.52	
Asset Discarded	-		-	
Interest Paid	67.79		65.11	
Interest Received	(0.43)		(2.51)	
Loss on Sale of Asset	-		-	
Profit on Sale of Asset	(113.25)		-	
		6.96		126.12
Operating profit / (loss) before working capital changes		70.90		137.54
Movement in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	50.38		(100.14)	
Trade receivables	47.61		40.65	
Other receivables	(63.83)		1.61	
Trade payables	(32.77)		(59.21)	
Other liabilities	(29.00)		16.69	
Cash flow from extraordinary items		(27.61)		(100.40)
Cash generated from operations		43.29		37.14
Net income tax (paid) / refunds		(2.89)		(2.49)
Net cash flow from operating activities (A)		40.40		34.65
B. Cash flow from investing activities				
Payment for Property, plant and equipments	(241.64)		(14.85)	
Proceeds from Sale of Property, plant and equipments	455.58		-	
Interest Received	0.43		2.51	
Net cash flow used in investing activities (B)		214.37		(12.34)
C. Cash flow from financing activities				
Interest paid	(67.79)		(65.11)	
Proceeds from borrowings	(183.50)		42.24	
Net cash flow used in financing activities (C)		(251.29)		(22.87)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		3.48		(0.56)
Cash and cash equivalents at the beginning of the year		4.28		4.84
Cash and cash equivalents at the end of the year		7.76		4.28
Components of Cash and Cash Equivalents				
(a) Cash on hand		6.57		0.48
(b) Cheques, drafts on hand		-		-
(c) Balances with banks				
(i) In current accounts		0.39		2.66
(i) In deposit accounts		0.80		1.14
		7.76		4.28

See accompanying notes forming part of the financial statements

In terms of our report attached.

For DIYALI B AND ASSOCIATES
Chartered Accountants
Firm Regn No. 017740S

DIYALI B
Proprietrix
Membership No. 242354

Place : Chennai
Date : 29th May, 2026

For and on behalf of the Board of Directors

Ajeet Kumar Bhandari
Managing Director
DIN : 01023609

Anil Kumar Bhandari
Wholetime Director & CFO
DIN : 02722372

Shiv Ratan Jhawar
Company Secretary

Bharat Textiles & Proofing Industries Limited

STATEMENT OF CHANGES IN EQUITY (SOCEI)

Statement of Changes in Equity (SOCIE)

Note (a) : Equity Share Capital

Particulars	As at 31st March 2025	As at 31st March 2024
	Rs in Lakhs	Rs in Lakhs
Balance at the beginning of the reporting period	585.71	585.71
Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the reporting period	585.71	585.71
Changes in equity share capital during the year	-	-
Balance at the end of the reporting period	585.71	585.71

Note (b) : Other Equity Rs in Lakhs

Particulars	Reserves & Surplus		Items of OCI	Total Equity
	General reserve	Retained earnings	Equity Instruments through OCI	
Balance at 1st April, 2024	33.00	(434.40)	-	(401.40)
Change in accounting policy or prior period errors	-	-	-	-
Restated balance at 1st April 2024	33.00	(434.40)	-	(401.40)
Profit for the year	-	26.25	-	26.25
Other comprehensive income for the year net of income tax	-	-	-	-
Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax	-	-	-	-
Total comprehensive income for the year	-	26.25	-	26.25
Cash dividends	-	-	-	-
Dividend Distribution Tax (DDT)	-	-	-	-
	-	-	-	-
Balance at 31st March, 2025	33.00	(408.15)	-	(375.15)
Balance at the beginning of the reporting period	33.00	(408.15)	-	(375.15)
Change in accounting policy or prior period errors	-	-	-	-
Restated balance at 1st April 2025	33.00	(408.15)	-	(375.15)
Profit for the year	-	33.13	-	33.13
Other comprehensive income for the year net of income tax	-	-	-	-
Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax	-	-	-	-
Total comprehensive income for the year	-	33.13	-	33.13
Cash dividends	-	-	-	-
Dividend Distribution Tax (DDT)	-	-	-	-
	-	-	-	-
Balance at 31st March, 2026	33.00	(375.02)	-	(342.02)

In terms of our report attached.

For DIYALI B AND ASSOCIATES
Chartered Accountants
Firm Regn No. 017740S

For and on behalf of the Board of Directors

DIYALI B
Proprietrix
Membership No. 242354

Ajeet Kumar Bhandari
Managing Director
DIN : 01023609

Anil Kumar Bhandari
Wholetime Director & CFO
DIN : 02722372

Place : Chennai
Date : 29th May, 2026

Shiv Ratan Jhawar
Company Secratery

Bharat Textiles & Proofing Industries Limited
Notes to the financial statements

Note	Particulars
1	**Corporate information**
	M/s.Bharat Textiles and Proofing Industries Ltd (L17111TN1990PLC020072), is a public limited company domiciled in the state of Tamilnadu. The Company is engaged in manufacturing and trading of Tarpaulin, HDPE and chemically processed canvas.
	The financial statements were approved for issue by the Board of Directors on 29th May 2026.
2	**Basis of preparation of financial statements**
2.1	**Basis of preparation and compliance with Ind AS**
	The Financial Statements of the Company as at and for the year ended 31st March 2023 have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('Act"), and the Companies (Indian Accounting Standards) Rules issued from time to time and relevant provisions of the Companies Act, 2013 (collectively called as Ind AS).
2.2	**Basis of measurement**
	The financial statements have been prepared on a going concern basis, using historical cost convention and on an accrual method of accounting, except for financial assets, financial liabilities and defined benefit plans which have been measured at fair value, as required by relevant Ind AS.
2.3	**Current and non-current classification**
	The Company presents assets and liabilities in the Balance Sheet based on current / non-current classification.
	An asset is classified as current if it satisfies any of the following criteria:
	a) It is expected to be realised or intended to be sold in the Company's normal operating cycle.
	b) It is held primarily for the purpose of trading,
	c) It is expected to be realised within twelve months after the reporting period, or
	d) It is a cash or cash equivalent unless restricted from being exchanged or used to settle a liability for atleast twelve months after the reporting period
	All other assets are classified as non-current
	A liability is classified as current if it satisfies any of the following criteria:
	a) it is expected to be settled in the Company's normal operating cycle,
	b) it is held primarily for the purpose of trading,
	c) it is due to be settled within twelve months after the reporting period
	d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
	The Company classifies all other liabilities as noncurrent. Current liabilities include current portion of noncurrent financial liabilities
	Deferred tax assets and liabilities are classified as noncurrent assets and liabilities.
2.4	**Use of estimates and assumptions**
	The preparation of the company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.
2.5	**Property, plant and equipment**
	Property, plant and equipments are stated at historical cost less accumulated depreciation. Cost comprises of purchase price and other attributable costs , if any , in bringing the assets to its working condition for its intended use.
	Depreciation
	(i) Depreciation on Property, plant and equipment is provided for on Straight Line method in the manner prescribed in Part C of Schedule II of the Companies Act,2013 and reckoning the maximum residual value @ 5% of the original cost of the asset.
	(ii) In respect of addition of assets during the year, depreciation has been provided on Pro-rata basis.
2.6	**Inventories**

Inventories are valued as under :
(I) Raw Materials, Stores & Consumables* - at lower of cost or net realisable value.
(ii) Work In progress** - at cost.
(iii) Finished Goods*** - at lower of cost or net realizable value.

Costs are arrived at by using FIFO method and it includes the followings :
* Cost of raw materials includes purchase price plus transportation charges, insurance charges, handling charges and other direct attributable costs to bring the material to the present location as on the reporting date.
** Cost of Work in progress includes landed cost of raw material plus proportionate labour and overheads on absorption costing basis.
*** Cost of finished goods includes landed cost of raw material plus proportionate labour and overheads on absorption costing basis.

2.7 Revenue recognition

Sale of goods
Revenue is recognised at the fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as sales tax, value added tax and Goods & Service Tax except excise duty.

Others
All other incomes are recognised when no significant uncertainty as to its subsequent realisation exists.

2.8 Employee benefits

(i) Short-term employee benefits
Short term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

(ii) Post Employment benefits
(a) Defined contribution plans
A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Contributions paid/payable for Provident Fund of eligible employees is recognized in the statement of Profit and Loss each year.

(b) Defined benefit plans
A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

Post employment benefits are recognized as an expense in the statement of profit and loss for the year in which the employee has rendered services. The calculation of defined benefit obligation is performed by the management under projected unit credit method.

2.9 Financial instruments

Financial instruments are recognised when the Company becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commits to purchase or sell the asset.

(A) Financial Assets
The Company determines the classification of its financial assets at initial recognition. The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

The financial assets are classified in the following measurement categories:
a) Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and

b) Those to be measured at amortised cost.
For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss as incurred. Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments.

(i) Amortised Cost
The Company classifies its financial assets as at amortised cost only if both of the following criteria are met:
a) The asset is held within a business model with the objective of collecting the contractual cash flows, and

b) The contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.

Financial assets at amortised cost include loans receivable, trade and other receivables, and other financial assets that are held with the objective of collecting contractual cash flows. After initial measurement at fair value, the financial assets are measured at amortised cost using the effective interest rate (EIR) method, less impairment.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the Statement of Profit or Loss in other income.

(ii) Fair value through other comprehensive income

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the asset's cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, and interest revenue which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.

(iii) Financial assets at fair value through profit or loss

The Company classifies the following financial assets at fair value through profit or loss:

a) Debt investments that do not qualify for measurement at amortised cost;

b) Debt investments that do not qualify for measurement at fair value through other comprehensive income; and

c) Debt investments that have been designated at fair value through profit or loss.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the assets expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

(B) Financial Liabilities

The Company determines the classification of its financial liabilities at initial recognition.

Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss. Loans and borrowings, payables are subsequently measured at amortised cost.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

2.10 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

2.11 Taxation

A. Current Tax

Current income tax is measured at the amount of tax expected to be payable on the taxable income for the year.

B. Deferred Tax

Deferred tax is recognised on temporary differences between carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extend that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on the tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.12 Segment accounting

The Company operates in a single segment i.e manufacturing and marketing of cotton canvas and hence not call for segmentwise disclosure of assets, liabilities, revenues or expenses as prescribed under Indian Accounting Standard 108 on "Operating Segments".

The Company operated mainly in Indian market during the year and there are no reportable geographical segments.

2.13 Provisions, Contingent Liabilities, Contingent Assets and Commitments

A. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

B. Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount can not be made.

C. Contingent assets

Contingent assets are disclosed, where an inflow of economic benefit is probable.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

2.14 Cash flow statement

Cash flow are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals of accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and finance activities of the Company are segregated.

2.15 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

2.16 Dividend to Equity Shareholders

Dividend to equity shareholders is recognised as a liability and deducted from shareholder's equity in the period in which the dividends are approved by the equity shareholders in the general meeting.

Bharat Textiles & Proofing Industries Limited
Notes to Financial statements

Note 3 : Property, plant and equipment

Particular	Gross Carrying Value				Depreciation				Net Carrying Value	
	As at 01-04-2025	Additions	Deletions	As at 31-03-2026	Upto 01-04-2025	For the Year	On deletion	As at 31-03-2026	As at 31-03-2026	As at 31-03-2025
Land and Site Development	59.03	-	47.95	11.08	-	-	-	-	11.08	59.03
Buildings	318.53	15.36	213.82	120.07	126.24	6.82	58.53	74.53	45.54	192.29
Computer & Accessories	1.24	-	-	1.24	0.97	0.17	-	1.14	0.10	0.27
Plant and Machinery	694.66	128.56	229.34	593.88	296.26	38.43	107.38	227.31	366.57	398.40
Vehicles	14.43	27.96	-	42.39	12.21	2.68	-	14.89	27.50	2.22
Furniture & Fixtures	38.18	-	31.23	6.95	14.64	2.77	14.43	2.98	3.97	23.54
Office Equipments	11.89	2.70	2.96	11.63	7.42	1.98	2.62	6.78	4.85	4.47
Total	1,137.96	174.58	525.30	787.24	457.74	52.85	182.96	327.63	459.61	680.22

Rs in Lakhs

Particular	Gross Carrying Value				Depreciation				Net Carrying Value	
	As at 01-04-2024	Additions	Deletions	As at 31-03-2025	Upto 01-04-2024	For the Year	On deletion	As at 31-03-2025	As at 31-03-2025	As at 31-03-2024
Land and Site Development	59.03	-	-	59.03	-	-	-	-	59.03	59.03
Buildings	318.53	-	-	318.53	111.40	14.84	-	126.24	192.29	207.13
Computer & Accessories	1.24	-	-	1.24	0.58	0.39	-	0.97	0.27	0.66
Plant and Machinery	681.40	13.26	-	694.66	253.52	42.74	-	296.26	398.40	427.88
Vehicles	14.43	-	-	14.43	11.91	0.30	-	12.21	2.22	2.52
Furniture & Fixtures	38.18	-	-	38.18	11.01	3.63	-	14.64	23.54	27.18
Office Equipments	10.29	1.60	-	11.89	5.80	1.62	-	7.42	4.47	4.49
Total	1,123.10	14.86	-	1,137.96	394.22	63.52	-	457.74	680.22	728.89

Note 3A: Work In progress

Particular	Amount in CWIP for a period of			As at 31st March 2026
	Less than 1 year	1-2 years	2-3 years	
Projects in progress	67.06	-	-	67.06
	67.06	-	-	67.06

Particular	Amount in CWIP for a period of			As at 31st March 2025
	Less than 1 year	1-2 years	2-3 years	
Projects in progress	-	-	-	-
	-	-	-	-

Bharat Textiles & Proofing Industries Limited
Notes to Financial statements

Note 4 : Deferred tax assets (net)

Particulars		As at 31st March 2026	As at 31st March 2025
(a) Statement of Profit & loss		Rs in Lakhs	Rs in Lakhs
Profit & loss section			
Current income tax		2.91	-
Deferred tax relating to origination & reversal of temporary differences		27.90	(14.83)
Deferred tax relating to reversal of MAT credit		-	-
Deferred tax relating to Ind AS adjustments		-	-
Income tax expense reported in the statement of profit or loss		30.81	(14.83)
(b) Other comprehensive income section			
Unrealised (gain)/loss on FVTOCI equity securities		-	-
Net loss/(gain) on remeasurements of defined benefit plans		-	-
Income tax charged to OCI		-	-
(c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended			
Accounting profit before income tax		63.94	11.42
Statutory income tax rate		0.000%	0.000%
Tax at applicable statutory income tax rate	(A)	-	-
Tax effects of :			
Income not subject to tax		-	-
Inadmissible expenses or expenses treated separately		-	-
Admissible deductions		0.52	0.06
Deferred tax on other items		(31.33)	14.77
Total tax effect	(B)	(30.81)	14.83
Income tax expense reported in statement of Profit & loss	(A+B)	(30.81)	14.83

Deferred tax relates to the following:

Particulars	Balance sheet	
	As at 31st March 2026	As at 31st March 2025
Deferred tax liability	Rs in Lakhs	Rs in Lakhs
Property, plant and equipment	(24.88)	(66.34)
Deferred tax asset		
Minimum Alternative Tax	18.33	36.19
Carried forwarded losses as per Income Tax Act	-	52.02
Expenses allowable on payment basis for tax purposes	1.17	0.65
Total	(5.38)	22.52

Particulars	Profit and Loss	
	As at 31st March 2026	As at 31st March 2025
	Rs in Lakhs	Rs in Lakhs
Property, plant and equipment	41.46	1.88
Minimum Alternative Tax	(17.86)	17.86
Carried forwarded losses as per Income Tax Act	(52.02)	(4.97)
Expenses allowable on payment basis- Gratuity (U/s 43B of Income Tax Act)	0.52	0.06
Total	(27.90)	14.83

Reconciliation of deferred tax assets (net):

Particulars	As at 31st March 2026	As at 31st March 2025
	Rs in Lakhs	Rs in Lakhs
Balance at the beginning of the reporting period	22.52	7.69
Tax income/(expense) during the period recognised in Profit & Loss	(27.90)	14.83
Total	(5.38)	22.52

Bharat Textiles & Proofing Industries Limited
Notes to Financial statements

Note 5 : Other non-current assets

Particulars	As at 31st March 2026	As at 31st March 2025
	Rs in Lakhs	Rs in Lakhs
Security Deposits	13.49	23.50
Total	13.49	23.50

Note 6 : Inventories

Particulars	As at 31st March 2026	As at 31st March 2025
Stock In Trade	Rs in Lakhs	Rs in Lakhs
Raw Materials	198.25	237.04
Work in progress	34.13	38.32
Finished Goods	151.90	156.92
Stores & Spares	22.49	23.30
Power & Fuel	3.27	4.84
Total	410.04	460.42

Note 7 : Trade receivables

Particulars	As at 31st March 2026	As at 31st March 2025
	Rs in Lakhs	Rs in Lakhs
Secured, considered good	-	-
Unsecured, considered good	214.30	261.91
Unsecured, considered doubtful	-	-
	214.30	261.91
Less: Allowance for doubtful debts	-	-
Total	214.30	261.91

Trade receivable ageing schedule

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	169.63	7.36	1.20	2.60	33.51	214.30
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Bharat Textiles & Proofing Industries Limited
Notes to Financial statements

Note 8 : Cash and cash equivalents

Particulars	As at 31st March 2026	As at 31st March 2025
Cash and cash equivalents	Rs in Lakhs	Rs in Lakhs
Cash on hand		
- In Indian Rupees	5.64	0.48
- In Foreign Currencies	0.93	-
Balances with banks		
- In current accounts	0.39	2.66
- In deposit accounts	0.80	1.14
Total	7.76	4.28

Note 9 : Current Tax Assets (Net)

Particulars	As at 31st March 2026	As at 31st March 2025
	Rs in Lakhs	Rs in Lakhs
Advance Payment of Income Tax (Net)	10.01	10.02
Total	10.01	10.02

Note 10 : Other current assets

Particulars	As at 31st March 2026	As at 31st March 2025
Unsecured, considered good	Rs in Lakhs	Rs in Lakhs
Balances with govt. authorities	62.48	31.70
Capital Advance	48.13	-
Others	8.97	14.04
Total	119.58	45.74

Bharat Textiles & Proofing Industries Limited
Notes to Financial statements

Note 11 : Equity Share capital

Particulars	As at 31st March 2026		As at 31st March 2025	
	Number of shares (In Lakhs)	Amount (Rs in Lakhs)	Number of shares (In Lakhs)	Amount (Rs in Lakhs)
Authorised Share Capital				
Equity Shares of Rs 10/- each with voting rights	120.00	1,200.00	120.00	1,200.00
Issued Share Capital				
Equity Shares of Rs 10/- each with voting rights				
Shares outstanding at beginning of the year	58.57	585.71	58.57	585.71
Shares outstanding at the end of the year	58.57	585.71	58.57	585.71
Subscribed and fully paid up				
Equity Shares of Rs 10/- each with voting rights				
Shares outstanding at beginning of the year	58.57	585.71	58.57	585.71
Shares outstanding at the end of the year	58.57	585.71	58.57	585.71
Total	58.57	585.71	58.57	585.71

a) Rights, preferences and restrictions attached to shares

Equity shares

The Company has one class of equity shares having a par value of Rs 10/- each. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

b) Shareholders holding more than 5% of equity share capital

Particulars	As at 31st March 2026		As at 31st March 2025	
	Number of shares (In Lakhs)	% of Share holding	Number of shares (In Lakhs)	% of Share holding
Ugamchand Bhandari	5.29	9.03%	5.29	9.03%
Veena Bhandari	5.14	8.77%	5.14	8.77%
H Mahaveer Chand Jain	3.12	5.33%	3.12	5.33%
Ajeet Kumar Bhandari	5.06	8.63%	5.06	8.63%

c) Promotor's Shareholding

Shares held by promoters at the end of the year				% Change during the year
Sl.No	Promoter Name	Number of shares (In Lakhs)	% of Total Shares	
1	Ugamchand Bhandari	5.29	9.03%	0.00%
2	Veena Bhandari	5.14	8.77%	0.00%
3	H Mahaveer Chand Jain	3.12	5.33%	0.00%
4	Ajeet Kumar Bhandari	5.06	8.63%	0.00%
Total		18.61	31.76%	0.00%

Bharat Textiles & Proofing Industries Limited
Notes to Financial statements

Note 12 : Other equity

Rs in Lakhs

Particulars	Reserves & Surplus		Items of OCI	Total Equity
	General reserve	Retained earnings	Equity Instruments through OCI	
Balance at 1st April, 2024	33.00	(434.40)	-	(401.40)
Profit for the year	-	26.25	-	26.25
Other comprehensive income for the year net of income tax	-	-	-	-
Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax	-	-	-	-
Total comprehensive income for the year	-	26.25	-	26.25
Cash dividends	-	-	-	-
Dividend Distribution Tax (DDT)	-	-	-	-
	-	-	-	-
Balance at 31st March, 2025	33.00	(408.15)	-	(375.15)
Balance at the beginning of the reporting period	33.00	(408.15)	-	(375.15)
Profit for the year	-	33.13	-	33.13
Other comprehensive income for the year net of income tax	-	-	-	-
Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax	-	-	-	-
Total comprehensive income for the year	-	33.13	-	33.13
Cash dividends	-	-	-	-
Dividend Distribution Tax (DDT)	-	-	-	-
	-	-	-	-
Balance at 31st March, 2026	33.00	(375.02)	-	(342.02)

Bharat Textiles & Proofing Industries Limited
Notes to Financial statements

Note 13 : Borrowings-Long Term

Particulars	As at 31st March 2026	As at 31st March 2025
Secured	Rs in Lakhs	Rs in Lakhs
From Banks		
Term Loan from Kotak Bank	26.09	35.49
(Secured by hypothecation of machinery, personal guarantee by directors and collateral security against land & building situated at No 46, Sirupuzhalpatti Village, Gummidipoondi 'Taluk)		
Term Loan from Union Bank	19.18	-
(Secured by hypothecation of Motor Car)		
Term Loan from Kotak Bank	-	4.88
(Secured by hypothecation of machinery, personal guarantee by directors and collateral security against land & building situated at No 46, Sirupuzhalpatti Village, Gummidipoondi 'Taluk)		
Unsecured		
From Directors & relatives	270.47	295.45
From Others		
From Corporates	226.32	385.33
Total	542.06	721.15

Note 14 : Long term provisions

Particulars	As at 31st March 2026	As at 31st March 2025
	Rs in Lakhs	Rs in Lakhs
Provision for Gratuity (Refer Note 26)	4.65	2.52
Total	4.65	2.52

Note 15 : Financial Liabilities- short term borrowings

Particulars	As at 31st March 2026	As at 31st March 2025
Secured	Rs in Lakhs	Rs in Lakhs
From Banks		
Term Loan from Kotak Bank	4.80	8.85
(Secured by hypothecation of machinery, personal guarantee by directors and collateral security against land & building situated at No 46, Sirupuzhalpatti Village, Gummidipoondi 'Taluk)		
Term Loan from Kotak Bank	9.13	27.92
(Secured by hypothecation of machinery, personal guarantee by directors and collateral security against land & building situated at No 46, Sirupuzhalpatti Village, Gummidipoondi 'Taluk)		
Cash Credit From Kotak Bank	380.22	366.77
(Secured by land & building situated at No 994,Sathyavedu Road, Sirupuzhalpatti Village, Gummidipoondi Taluk		
Term Loan from Union Bank	4.98	-
(Secured by hypothecation of Motor Car)		
Total	399.13	403.54

Bharat Textiles & Proofing Industries Limited
Notes to Financial statements

Note 16 : Current financial liabilities- trade payables

Particulars	As at 31st March 2026	As at 31st March 2025
Unsecured, considered good	Rs in Lakhs	Rs in Lakhs
Due to Micro, Small and Medium Enterprises (MSMED)*	-	-
Others	44.93	77.70
Total	44.93	77.70

*Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

Particulars	As at 31st March 2026	As at 31st March 2025
	Rs in Lakhs	Rs in Lakhs
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Trade Payable Ageing Schedule — Rs in Lakhs

Particular	Outstanding for following periods from due date of payment				
	Less than 1 year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) MSME	-	-	-	-	-
(ii) Others	41.86	-	3.07	-	44.93
(iii) Disputed Dues-MSME	-	-	-	-	-
(iv) Disputed Dues-Others	-	-	-	-	-

Note 17 : Other current liabilities

Particulars	As at 31st March 2026	As at 31st March 2025
	Rs in Lakhs	Rs in Lakhs
Statutory dues	4.93	9.64
Others	57.08	83.50
Total	62.01	93.14

Bharat Textiles & Proofing Industries Limited
Notes to Financial statements

Note 18 : Revenue from operation

	Particulars	Year ended 31st March, 2026 Rs in Lakhs	Year ended 31st March, 2025 Rs in Lakhs
	Revenue from operation		
	Sale of Products		
	Finished Goods	1,929.86	1,631.99
	Total	1,929.86	1,631.99

Note 19 : Other income

	Particulars	Year ended 31st March, 2026 Rs in Lakhs	Year ended 31st March, 2025 Rs in Lakhs
(a)	Interest income	0.43	2.51
(b)	Commission on Sales	-	32.59
(c)	Eyelet Charges	0.13	0.17
(d)	Duty drawback & Export Incentive	2.89	-
(e)	Freight, Packing & Forwarding Charges collected	3.11	3.36
(f)	Profit on sale of Land & Building	113.25	-
(g)	Miscellaneous Income	0.52	0.59
	Total	120.33	39.22

Note 20 : Cost of materials consumed

	Particulars	Year ended 31st March, 2026 Rs in Lakhs	Year ended 31st March, 2025 Rs in Lakhs
	Opening stock		
	- Yarn, Dies & Chemicals, Canvas	237.04	193.15
	Add : Purchases		
	- Yarn, Dies & Chemicals, Canvas	1,481.08	1,291.60
	Less : Closing Stock		
	- Yarn, Dies & Chemicals, Canvas	198.25	237.04
	Cost of material consumed	1,519.87	1,247.71

Note 21 : Changes in inventories of finished goods, work-in-progress and stock-in-trade

	Particulars	Year ended 31st March, 2026 Rs in Lakhs	Year ended 31st March, 2025 Rs in Lakhs
	Inventories at the end of the year:		
	Work-in-Progress	34.13	38.32
	Finished goods	151.90	156.92
		186.03	195.24
	Inventories at the beginning of the year:		
	Work-in-Progress	38.32	27.52
	Finished goods	156.92	112.80
		195.24	140.32
	Net (increase) / decrease	9.21	(54.92)

Bharat Textiles & Proofing Industries Limited
Notes to Financial statements

Note 22 : Employee benefit expenses

	Particulars	Year ended 31st March, 2026 Rs in Lakhs	Year ended 31st March, 2025 Rs in Lakhs
(a)	Salaries, Wages, Bonus and other benefits	118.15	112.94
(b)	Gratuity Expenses	2.13	0.24
(c)	Director's Remuneration	18.20	16.20
(d)	Staff welfare expenses	4.49	2.66
	Total	142.97	132.04

Note 23 : Finance cost

	Particulars	Year ended 31st March, 2026 Rs in Lakhs	Year ended 31st March, 2025 Rs in Lakhs
	Interest on Secured Loans	34.04	37.61
	Interest on Unsecured Loans	33.75	27.50
	Total	67.79	65.11

Bharat Textiles & Proofing Industries Limited
Notes to Financial statements

Note 24 : Other expenses

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
	Rs in Lakhs	Rs in Lakhs
Audit Fees	1.60	1.35
Advertisement Expenses	2.13	1.82
Bank Charges	1.71	1.11
Brokerage & Commission	1.01	2.00
Conveyance Expenses	1.52	0.63
Consumption of Stores & Spares	35.78	7.93
Claims & Rebates	-	1.26
Donation	-	0.11
Freight & Forwarding Charges	5.41	5.51
Exchange Fluctuation	0.09	-
General Expenses	5.17	4.82
Interest on TDS	0.06	0.19
Insurance Charges	2.72	0.72
Legal And Profesional Fee	7.11	6.61
Power, Fuel & Electricity	75.76	128.98
Printing & Stationery	1.08	0.73
Postage & Telegram	0.55	2.77
Rate & Taxes	9.08	2.84
Repairs & Maintenance - Machinery	8.05	9.79
Repairs & Maintenance - Computer	0.38	0.47
Rent	12.77	14.57
Sales Promotion Expenses	0.68	0.81
Security Charges	0.30	-
Telephone & Interenet Expenses	0.35	0.93
Travelling Expenses	16.76	6.79
Vehicle Maintenance	3.49	3.59
Total	193.56	206.33

Notes : Payments to Auditors, excluding taxes

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
	Rs in Lakhs	Rs in Lakhs
Payments to the auditors		
- For Statutory Audit	1.60	1.35
Total	1.60	1.35

Bharat Textiles & Proofing Industries Limited
Notes to Financial statements

Note	Particulars	As at 31st March 2026	As at 31st March 2025
		Rs in Lakhs	Rs in Lakhs
25	(i) Commitments and Contingent liabilities (to the extent not provided for)		
	Commitments	-	-
	Contingent liabilities		
	- Claims against the Company not acknowledged as debt		
	- Disputed Income tax demands appealed against, not provided for (AY 2015-2016)	89.82	89.82
	(ii) Contingent Assets The Company does not have any contingent assets.		
26	Employee benefit plans		
	a) Defined contribution plans: Amount towards Defined Contribution Plans have been recognised under "Contributions to provident and other funds" in Note : 22 Rs NIL for financial year 2025-2026 (Rs NIL for financial year 2024-2025).		
	b) Defined benefit plans: The Company operates post employment defined employee benefits plans in the form of unfunded Gratuity. Details of unfunded plans are as follows:		

	Particular	As at 31st March 2026	As at 31st March 2025
		Rs in Lakhs	Rs in Lakhs
	1. Changes In Present Value of obligation		
	a. Obligation as at the beginning of the year	2.52	2.28
	b. Current Service Cost	2.13	0.24
	c. Interest Cost	-	-
	d. Actuarial (Gain)/Loss	-	-
	e. Benefits Paid	-	-
	f. Obligation as at the end of the year	4.65	2.52
	2. Changes in Fair Value of Plan Assets		
	a. Fair Value of Plan Assets as at the beginning of the year	-	-
	b. Expected return on Plan Assets	-	-
	c. Actuarial Gain/(Loss)	-	-
	d. Contributions	-	-
	e. Benefits Paid	-	-
	f. Fair Value of Plan Assets as at the end of the year	-	-
	3. Amount Recognised in The Balance Sheet		
	a. Fair Value of Plan Assets as at the end of the year	-	-
	b. Present Value of Obligation as at the end of the year	4.65	2.52
	c. Amount recognised in the Balance Sheet	(4.65)	(2.52)
	4. Expense recognised in P & L during the year		
	a. Current Service Cost	2.13	0.24
	b. Net Interest Cost	-	-
	c. Expense recognised during the year	2.13	0.24
	5. Expense recognised in OCI during the year		
	a. Return on Plan Assets,Excluding Interest Income	-	-
	b. Actuarial (Gain)/Loss recognised on Obligation	-	-
	c. Net (Income)/Expense recognised during the year	-	-

Assumptions :

Particular	As at 31st March 2026	As at 31st March 2025
a. Discount Rate (per annum)	7.55%	7.55%
b. Salary Escalation Rate (per annum)	4.00%	4.00%

c. The estimate of mortality rate during employment has been considered as per Indian Assured Lives Mortality (2012-2014).
d. The estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors.

Bharat Textiles & Proofing Industries Limited
Notes to Financial statements

Note	Particulars			
27	Related party transactions			
	Description of relationship	Names of related parties		
	Key Management Personnel (KMP)			
	Managing Director	Mr. Ajeet Kumar Bhandari		
	Whole-time Director & CEO	Mr. Anil Bhandari		
	Non-Executive Director	Mrs. Shikha Shalinkumar Salecha		
	Independent Director	Mr. Sivaraman Uthayakumar		
	Independent Director	Mr. Janarthanam Udayakumar		
	Director	Mr Krishna Kumar Bhandari		
	Director	Mrs Veena Bhandari		
	Company Secretary	Mr Shiv Ratan Jhawar		
	Relatives of Directors & Key Management Personnel			
	Rudraaksh Textiles LLP	Jivan Plastic India LLP		
	Krishna Tarupaulin Pvt Ltd	Hospira Agencies		
	Rudresh Polymer India LLP	Jitendra Bhandari		
	Him Marketing			
	(a) Details of transactions with Key management personnel :			
	Description	Name	Year ended 31st March, 2026	Year ended 31st March, 2025
			Rs in Lakhs	Rs in Lakhs
	Managerial remuneration	Ajeet Kumar Bhandari	12.50	11.25
		Anil Kumar Bhandari	2.70	2.70
		Krishna Kumar Bhandari	3.00	2.25
		Shiv Ratan Jhawar	2.64	2.64
	Rent	Anil Kumar Bhandari	3.00	3.00
		Jitendra Bhandari	3.00	3.00
	Interest to Directors	Ajeet Kumar Bhandari	8.14	7.80
		Anil Kumar Bhandari	5.19	4.37
		Krishna Kumar Bhandari	10.19	8.02
		Veena Bhandari	7.94	6.13
	Loans Outstanding	Ajeet Kumar Bhandari	58.70	78.00
		Anil Kumar Bhandari	37.27	57.63
		Krishna Kumar Bhandari	105.10	90.68
		Veena Bhandari	69.40	69.15
	Salary Payable	Ajeet Kumar Bhandari	-	0.69
		Anil Kumar Bhandari	-	-
		Krishna Kumar Bhandari	-	0.25
	Accounts Payable	Krishna Kumar Bhandari	0.01	-
	Rent Payable	Anil Kumar Bhandari	0.25	-
		Jitendra Bhandari	0.25	-

Bharat Textiles & Proofing Industries Limited
Notes to Financial statements

	(b) Details of transactions with Relatives of Directors & Key Management Personnel			
	Rudraaksh Textiles LLP	Purchase	152.51	0.31
		Sales	8.34	461.59
		Account Receivable	-	-
		Account Payable	10.31	-
	Jivan Plastic India LLP	Sales	0.04	0.21
		Account Receivable	-	-
	Him Marketing	Job Work Charges Payment	-	-
		Purchase	0.26	0.08
		Sales	18.01	12.62
		Account Receivable	0.24	1.02
	Hospira Agencies	Sales	-	-
		Purchases	-	-
		Staff Welfare	-	0.23
		Account Payable	0.86	0.01
		Account Receivable	-	-
	* All the above figures are including taxes, wherever applicable.			

Note	Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
		In Lakhs	In Lakhs
28	Earnings per share		
	Basic & Diluted		
	Net profit / (loss) for the year	33.13	26.25
	Weighted average number of equity shares	58.57	58.57
	Par value per share (In Rupees)	10.00	10.00
	Earnings per share (In Rupees)	0.57	0.45

29 **Ratios**

The ratios for the years ended 31st March, 2025 and 31st March, 2026 are as follows :

Particulars	Numerator	Denominator	As at 31st March, 2026	As at 31st March, 2025	Variance (%) *
Current ratio	Current assets	Current liabilities	1.51	1.36	10.50%
Debt – Equity ratio	Total debt	Shareholder’s equity	3.86	5.34	-27.69%
Debt service coverage ratio	Earnings available for debt service@	Debt service#	0.20	0.12	57.49%
Return on Equity (ROE)	Net profits after taxes	Average shareholder’s equity	0.15	0.13	9.71%
Inventory turnover ratio	Cost of goods sold	Average Inventory	3.51	2.91	20.86%
Trade receivables turnover ratio	Revenue	Average trade receivable	8.11	5.78	40.17%
Trade payables turnover ratio	Purchases of services and other expenses	Average trade payables	24.79	11.63	113.18%
Net capital turnover ratio	Revenue	Working capital	7.55	7.85	-3.78%
Net profit ratio	Net profit	Revenue	0.017	0.016	6.73%
Return on Capital Employed (ROCE)	Earning before interest and taxes	Capital employed^	0.54	0.41	32.82%
Return on Investment(ROI)					
- Quoted	Income generated from investments	Average investments	0.00	0.00	0.00%
- Unquoted	Income generated from investments	Average investments	0.00	0.00	0.00%

-

-

*** The reason for variation in the Ratios in excess of 25% are as follows :**

The company has sold its fixed assets during the year at a profit resulting in a higher net profit. Part of the fund is utilised to repay the debt of the company. Higher year end sales and purchases resulted in a higher trade receivable and trade payables. This has resulted in the variation in the afore-said ratios.

30 **Previous year's figures have been re-grouped/re-arranged wherever found necessary.**

In terms of our report attached.

For DIYALI B AND ASSOCIATES

Chartered Accountants
Firm Regn No. 017740S

DIYALI B
Proprietrix
Membership No. 242354

Place : Chennai
Date : 29th May, 2026

For and on behalf of the Board of Directors

Ajeet Kumar Bhandari
Managing Director
DIN : 01023609

Anil Kumar Bhandari
Wholetime Director & CFO
DIN : 02722372

Shiv Ratan Jhawar
Company Secretary