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.

	
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 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