

**Compliance Pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,
2015 – 9th Annual General Meeting of Equity Shareholders of Bhilwara Technical Textiles Limited**

Date of the AGM/EGM	23rd September, 2016
Total number of shareholders on record date	10074
Cut-off date for e-voting.	16th September, 2016
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	14
Public:	39
No. of shareholders attended the meeting through Vodeo Conferencing:	
Promoters and Promoter Group:	Nil
Public:	Nil

Agenda-wise

Item No.1 Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) and the Report of Directors and Auditors thereon.								
Resolution require: (Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	35822801	35822801	100.00	35822801	0	100.00	0.00
	Poll		0	0	0	0	0	0.00
	Total	35822801	35822801	100.00	35822801	0	100.00	0.00
Public - Institutional Holders	E-Voting	1339971	0	0	0	0	0	0.00
	Poll		0	0	0	0	0	0.00
	Total	1339971	0	0	0	0	0	0
Public- Non Institutions	E-Voting	21210533	2427112	11.443	2427112	0	100.00	0.00
	Poll		9875800	46.561	9875800	0	100.00	0.00
	Total	21210533	12302912	58.004	12302912	0	100.00	0
Grand Total		58373305	48125713	82.445	48125713	0	100.00	0



Item No.2 Re-appointment of Shri Shekhar Agarwal (DIN: 00066113) who retires by rotation and, being eligible, offers himself for reappointment.								
Resolution require: (Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						Yes		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	35822801	13568877	37.878	13568877	0	100	0.00
	Poll		0	0	0	0	0	0.00
	Total	35822801	13568877	37.878	13568877	0	100.00	0
Public - Institutional Holders	E-Voting	1339971	0	0	0	0	0	0.00
	Poll		0	0	0	0	0	0.00
	Total	1339971	0	0	0	0	0	0
Public- Non Institutions	E-Voting	21210533	2426952	11.442	2426839	113	99.995	0.005
	Poll		9875800	46.561	9875800	0	100	0.00
	Total	21210533	12302752	58.00	12302639	113	99.999	0.001
Grand Total		58373305	25871629	44.321	25871516	113	99.9996	0.0004

Item No.3 Re-appointment of M/s Ashim & Associates, Chartered Accountants (Firm Registration No. 006064N) as the Statutory Auditor of the Company and to fix their remuneration.								
Resolution require: (Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	35822801	35822801	100.00	35822801	0	100	0.00
	Poll		0	0.00	0	0	0	0.00
	Total	35822801	35822801	100.0	35822801	0	100	0
Public - Institutional Holders	E-Voting	1339971	0	0.00	0	0	0	0.00
	Poll		0	0.00	0	0	0	0.00
	Total	1339971	0	0	0	0	0	0.00
Public- Non Institutions	E-Voting	21210533	2427112	11.443	2426954	158	99.993	0.007
	Poll		9875800	46.561	9875800	0	100	0.00
	Total	21210533	12302912	58.004	12302754	158	199.993	0.007
Grand Total		58373305	48125713	82.445	48125555	158	99.9997	0.0003



Item No.4 Appointment of Shri Shantanu Agarwal, (DIN: 02314304) as Director of the Company, liable to retire by rotation.

Resolution require: (Ordinary/Special)					Ordinary			
Whether promoter/promoters group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	35822801	13568877	37.878	13568877	0	100	0.00
	Poll		0	0.00	0	0	0	0.00
	Total	35822801	13568877	37.878	13568877	0	100	0
Public - Institutionals Holders	E-Voting	1339971	0	0.00	0	0	0	0.00
	Poll		0	0.00	0	0	0	0.00
	Total	1339971	0	0	0	0	0	0
Public- Non Institutions	E-Voting	21210533	2426952	11.442	2426839	113	99.995	0.005
	Poll		9875800	46.561	9875800	0	100	0.00
	Total	21210533	12302752	58.003	12302639	113	199.9953	0.0047
Grand Total		58373305	25871629	44.321	25871516	113	99.9996	0.0004





DEVESH PANDEY & ASSOCIATES

Company Secretaries

28, Second Floor
Mausam Vihar
New Delhi 110 051 (INDIA)
Tel +91 11-22515051
M: +91-98 11237186
csdeveshpandey@gmail.com

SCRUTINIZER REPORT

To
The Chairman
9th Annual General Meeting of
Shareholders of Bhilwara Technical Textiles Limited
held on Friday, September 23, 2016 at 11:30 A.M.
at LNJ Nagar, Mordl, Banswara-327 001, Rajasthan

Re: Bhilwara Technical Textiles Limited

Sub: Scrutinizer Report on the Voting at the 9th Annual General Meeting of the Bhilwara Technical Textiles Limited (the "Company") held on Friday, September 23, 2016 at 11:30 A.M. at LNJ Nagar, Mordl, Banswara-327 001, Rajasthan ("AGM")


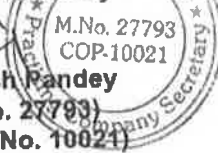
Dear Sir,

In relation to the 9th AGM of the Company, please find enclosed our consolidated report on voting through Remote e-Voting and the Ballot Papers conducted at the Annual General Meeting of the shareholders of the Company as "Annexure I"

Kindly acknowledge the receipt.

Thanking you

Yours faithfully



Devesh Pandey
(M. No. 27793)
(C. P. No. 10021)

Date: September 24, 2016
Place: Delhi



DEVESH PANDEY & ASSOCIATES
Company Secretaries

28, Second Floor
Mausam Vihar
New Delhi 110 051 (INDIA)
Tel +91 11-22515051
M: +91-98 11237186
csdeveshpandey@gmail.com

ANNEXURE I

**CONSOLIDATED REPORT OF SCRUTINIZER ON VOTING THROUGH REMOTE
EVOTING AND BALLOT PAPER**

To
The Chairman
9th Annual General Meeting of the
Shareholders of Bhilwara Technical Textiles Limited
held on Friday, September 23, 2016 at 11:30 A.M.
at LNJ Nagar, Mordi, Banswara-327 001, Rajasthan

1. BACKGROUND

I, Devesh Pandey, Company Secretary in practice (Membership No. 27793) and Partner at CorpLex Advisors LLP, a legal and corporate consulting firm was appointed as scrutinizer for the purpose of scrutinizing the Remote e-Voting as well as voting to be conducted through ballot papers at the Annual General Meeting of the equity shareholders of the Bhilwara Technical Textiles Limited held on Friday, September 23, 2016 at 11:30 A.M. at LNJ Nagar, Mordi, Banswara-327 001, Rajasthan ("AGM") in a fair and transparent manner and ascertaining the requisite majority on the resolutions as set out in the notice of AGM dated August 3, 2016. I hereby submit my report as under:

2. DISPATCH OF NOTICE AND CONVENING OF THE MEETING

The Company has informed me that the Company has completed the dispatch of the said AGM notice on August 27, 2016 to all those members whose names were appearing as on August 12, 2016.

3. CUT OFF DATE

The voting rights were reckoned on, September 16, 2016 being the "Cut Off Date" for the purpose of determining entitlements of the members to vote on the resolutions set forth in the AGM Notice through Remote e-Voting and Ballot Paper at the AGM.

4. REMOTE E-VOTING

- (a) The Company has provided Remote e-Voting facility to the members in terms of Section 108 of the Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 to enable them to cast their votes on all resolutions set forth in the notice of 9thAGM.
- (b) The Remote e-Voting was open for three days from Tuesday, September 20, 2016 (9:00 a.m.) till Thursday, September 22, 2016 (5:00 p.m.).





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- (c) The Company has engaged National Securities Depository Limited ("NSDL") for providing the Remote e-Voting facility to the members.

5. VOTING AT THE AGM

- (a) At the venue of the AGM the facility to vote through Ballot Papers had been provided to those members who were present in the AGM and have not exercised the option of Remote E-voting.
- (b) I have locked and sealed two empty ballot boxes in the presence of the members and proxies after showing the empty ballot boxes to the members. Thereafter, members have casted their votes and dropped the Ballot Papers in the ballot boxes.

6. COUNTING PROCESS

- (a) After the voting at AGM was concluded, 2 (two) ballot boxes kept for casting votes through Ballot Papers were locked in my presence with due identification marks placed by me.
- (b) The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses namely Mr. Nilesh Dave and Mr. Atul Sodani (who have signed below in confirmation of the votes being opened in their presence) and Ballot Papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the M/s Beetal Financial & Computer Services (P) Limited, the Registrar and Share Transfer Agent of the Company and the authorizations / proxies lodged with the Company.


Mr. Nilesh Dave


Mr. Atul Sodani

- (c) No Ballot Papers, were found defective or otherwise invalid in my opinion.
- (d) After counting the votes casted by members and proxy holders present at the AGM through Ballot Papers, the votes casted through Remote e-Voting were unlocked from the website of NSDL on September 23, 2016 at around 12:30 P.M. in the presence of two witnesses as named above.
- (e) I, then duly complied the results of Remote e-Voting carried out by the members and the voting done through Ballot Papers at the venue of the AGM the details of which is given below and on the basis of which this Report has been issued on the date and place mentioned at the end of this Report.

7 CONSOLIDATED RESULT

The consolidated report on the results of voting through Ballot Papers and Remote e-Voting is as follows:





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- a) **Resolution 1: Ordinary Resolution to receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2016 and the Standalone and Consolidated Statement(s) of Profit & Loss for the period ended on that date along with the Report of Board of Directors and Auditor thereon.**

Total no. of members voted (including e-Voting and ballot paper)	Total No. of members whose votes are valid (including e-Voting and ballot paper)	Total No. of Valid Votes casted (including e-Voting and ballot paper)	Total No. of members whose votes are invalid (including e-Voting and ballot paper)	Total No. of invalid votes
71	71	48125713	0	0

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes casted by them in favour
Ballot Paper	35	9875800	100
Remote e-Voting	36	38249913	100
Total	71	48125713	100

* Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes casted by them against
Ballot Paper	0	0	0
Remote e-Voting	0	0	0
Total	0	0	0

* Includes only valid votes

(iii) Invalid votes

Type of voting	Number of members whose votes were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: The resolution was passed with requisite majority as an Ordinary Resolution.





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- b) **Resolution 2: Ordinary Resolution to appoint a Director in place of Shri Shekhar Agarwal (DIN: 00066113) who retires by rotation and being eligible, offers himself for re-appointment.**

Total no. of members voted (including e-Voting and ballot paper)	Total No. of members whose votes are valid (including e-Voting and ballot paper)	Total No. of Valid Votes casted (including e-Voting and ballot paper)	Total No. of members whose votes are invalid (including e-Voting and ballot paper)	Total No. of invalid votes
63	63	25871629	0	0

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	35	9875800	100
Remote e-Voting	26	15995716	99.9992
Total	61	25871516	99.9995

* Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	0
Remote e-Voting	2	113	0.0007
Total	2	113	0.0004

* Includes only valid votes

(iii) Invalid votes

Type of voting	Number of members whose votes were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: The resolution was passed with requisite majority as an Ordinary Resolution.





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- c) **Resolution3: Ordinary Resolution for appointment of M/s Ashim & Associates, Chartered Accountants (Firm Registration No. 006064N) as Statutory Auditor and fix their remuneration.**

Total no. of members voted (including e-Voting and ballot paper)	Total No. of members whose votes are valid (including e-Voting and ballot paper)	Total No. of Valid Votes casted (including e-Voting and ballot paper)	Total No. of members whose votes are invalid (including e-Voting and ballot paper)	Total No. of invalid votes
71	71	48125713	0	0

- (i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	35	9875800	100
Remote e-Voting	34	38249755	99.9995
Total	69	48125555	99.9996

* Includes only valid votes

- (ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	0
Remote e-Voting	2	158	0.0004
Total	2	158	0.0003

* Includes only valid votes

- (iii) Invalid votes

Type of voting	Number of members whose votes were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: The resolution was passed with requisite majority as an Ordinary Resolution.





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- d) **Resolution 4: Ordinary Resolution for appointment of Shri Shantanu Agarwal (DIN: 02314304) as Director of the Company, liable to retire by rotation.**

Total no. of members voted (including e-Voting and ballot paper)	Total No. of members whose votes are valid (including e-Voting and ballot paper)	Total No. of Valid Votes casted (including e-Voting and ballot paper)	Total No. of members whose votes are invalid (including e-Voting and ballot paper)	Total No. of invalid votes
63	63	25871629	0	0

- (i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	35	9875800	100
Remote e-Voting	26	15995716	99.9992
Total	61	25871516	99.9995

* Includes only valid votes

- (ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	0
Remote e-Voting	2	113	0.0007
Total	2	113	0.0004

* Includes only valid votes

- (iii) Invalid votes

Type of voting	Number of members whose votes were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: The resolution was passed with requisite majority as an Ordinary Resolution.

Note: % has been calculated to the approximate value.





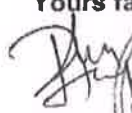
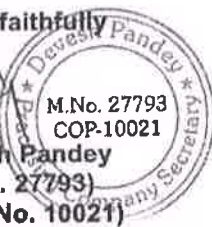
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9. The Register, all the papers and relevant records relating to the Remote e-Voting as well as the Ballot voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the aforesaid AGM. After signing of the minutes, the same shall be handed over to the authorized person of the Company for safe custody.

Thanking you

Yours faithfully



Devesh Pandey
(M. No. 27793)
(C. P. No. 10021)

Date: 24th September, 2016
Place: Noida

Countersigned by



Mrs. Sunita Mathur
Chairman of the 9th AGM

Date: September 24, 2016
Place: Noida