



**BHILWARA TECHNICAL TEXTILES LIMITED**

**CIN: L18101RJ2007PLC025502**

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

**Tel.:** +91-9116613745, 9116613746

**Corporate Office:** Bhilwara Towers, A-12, Sector – 1, Noida – 201301 (U.P)

**Phone:** +91-120 – 4390300 (EPABX)

**E-mail:** [bttil.investor@lnjbhilwara.com](mailto:bttil.investor@lnjbhilwara.com), **Website:** [www.bttil.co.in](http://www.bttil.co.in)

**Postal Ballot Notice**

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

Dear Member(s),

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

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

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

In compliance with SEBI Listing Regulations and pursuant to provisions of Section 108 and 110 of the Act read with the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their vote(s) electronically. The Company has engaged National Securities Depository Limited (“NSDL”) for facilitating remote e-voting to enable the Members to cast their vote electronically. Members are requested to read the instructions in the Notes to this Postal Ballot Notice to cast their vote electronically through the e-voting process which commences from **Saturday, 28<sup>th</sup> February, 2026 at 9:00 a.m. IST and ends on Sunday, 29<sup>th</sup> March, 2026 at 5:00 p.m. IST (both days inclusive).**

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

After completion of scrutiny of the votes, the Scrutinizer will submit the Report to the Chairman of the Company or any person authorised by him. The results of Postal Ballot along with the Scrutinizer’s Report will be announced by the Chairman or such person as authorised by him, within 2(two) working days i.e. **on or before Tuesday, 31<sup>st</sup> March, 2026 at 5:00 p.m.** The same will be displayed on the website of the Company: [www.btfl.co.in](http://www.btfl.co.in) and on the website of NSDL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be communicated to BSE Limited (“BSE”), where the Company’s Equity Shares are listed and be made available on its website viz. [www.bseindia.com](http://www.bseindia.com). The resolution will be taken as passed effectively on the last date of remote e-voting i.e. **Sunday, 29<sup>th</sup> March, 2026.**

### **SPECIAL BUSINESS**

- 1. To approve the related party transaction(s) to be entered into with Maral Overseas Limited, a related party of the Company.**

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

**“RESOLVED THAT** pursuant to provisions of Regulations 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”), read with rules made thereunder, if any, as amended from time to time, and the Policy on Related Party Transaction(s) of the Company (“RPT Policy”), and based on the approval of the Audit Committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of Company to continue with the existing contract(s)/arrangement(s)/ transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act, with Maral Overseas Limited, a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Maral Overseas

Limited, for an aggregate value up to Rs. 8,04,00,000 (Rupees Eight Crore Four Lakh), for sale/purchase of materials, availing/rendering of services, payment/reimbursement of expenses and/or such other transactions for the purpose of business, to be entered during the financial year 2026-27, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and related to the business operations of the Company.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, as applicable, in this regard and deal with any matters, take necessary steps as the Board of Directors may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel(s) or any other Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors, or any person so authorized by the Board of Directors, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

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

**Place: Noida (U. P.)  
Date: 13<sup>th</sup> February, 2026**

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

## NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ("**the Act**") and Rule 20 & 22 of the Companies (Management and Administration) Rule, 2014 ("**Rules**") read with Regulation 17(11) of the SEBI Listing Regulations, setting out the material facts and reasons for the proposed Resolution is annexed hereto and forms an integral part of this Postal Ballot Notice. This Postal Ballot Notice is also available on the website of the Company [www.bttl.co.in](http://www.bttl.co.in) and at the relevant section of the website of the Stock Exchange on which the shares of the Company are listed i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com).
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent through electronic mode only to those members whose names appear in the Register of Members of the Company/List of Beneficial Owners as received from the Depositories (NSDL & CDSL) as on **Friday, 20<sup>th</sup> February, 2026 ("Cut-Off Date")** and who has registered their email addresses with the Company's Registrar & Share Transfer Agent i.e. M/s. Beetal Financial & Computer Services Private Limited or Depositories through the respective Depository Participants. Member(s) who has not received the Postal Ballot Notice may write an email to the Company at [bttl.investor@lnjbhilwara.com](mailto:bttl.investor@lnjbhilwara.com) or download from the website of the Company i.e. [www.bttl.co.in](http://www.bttl.co.in) or from the website of the Stock Exchange on which the shares of the Company are listed i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com).
3. The voting rights of the members shall be in proportionate to their shareholding in the paid up equity shares capital of the Company as on the **Cut-Off Date i.e. Friday, 20<sup>th</sup> February, 2026**. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners maintained by the Depositories as on the **Cut-Off Date** will be entitled to cast their votes. A person who is not a Member as on the **Cut-Off Date** should treat this Postal Ballot Notice for information purposes only.
4. Resolution passed by the Members through Postal Ballot shall deemed to have been passed as if these have been passed at a General Meeting of the Members. Resolution will be taken as passed effectively on the last date of remote e-voting i.e. **Sunday, 29<sup>th</sup> March, 2026**.
5. Members who have not registered/updated their e-mail address with the Company or Depository Participant(s), may complete the e-mail registration process as detailed below:
  - a) Members holding shares in physical form and whose KYC details including e-mail address are not registered/ updated with the Company, may register/ update their KYC details including e-mail address by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN linked with Aadhaar; and self-attested copy of address proof (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport etc.) and such other documents as prescribed in the Form ISR-1, by sending the same to RTA of the Company i.e. M/s. Beetal Financial & Computer Services Private Limited, Beetal House, 3<sup>rd</sup> Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi 110062, Phone No. 011-29961281-83, Email id: [beetalrta@gmail.com](mailto:beetalrta@gmail.com).

b) Members holding shares in demat form can update their e-mail address with their Depository Participant(s).

6. Members desiring to exercise their vote by using e-voting facility are requested to carefully read and follow the instructions as mentioned at point No. 10 in the Notes. References to Postal Ballot in this notice include votes received through remote e-voting only.
7. SEBI vide Circular No. HO/38/13/11(2)2026-MIRSDPOD/I/3750/2026 dated 30<sup>th</sup> January, 2026, opened another special window for transfer and dematerialisation of physical securities that were sold or purchased prior to 1<sup>st</sup> April, 2019, which commenced from 5<sup>th</sup> February, 2026 to 4<sup>th</sup> February, 2027. The special window is also available for transfer requests that were submitted earlier but were rejected, returned, or not processed due to deficiencies in documents, procedural requirements, or otherwise. Such requests may be re-lodged after rectifying the deficiencies for registration of transfer with Registrar and Share Transfer Agents ('RTA') or Company:

<b>Registrar and Share Transfer Agents (Unit: Bhilwara Technical Textiles Limited) Beetal Financial &amp; Computer Services Private Limited</b>	<b>Corporate Office of Company To Company Secretary Bhilwara Technical Textiles Limited</b>
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Beetal House, 3 <sup>rd</sup> Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062, Phone Nos. 011-29961281-83, Email: <a href="mailto:beetalrta@gmail.com">beetalrta@gmail.com</a>	Bhilwara Towers, A-12, Sector-1, Noida - 201 301 (U.P), Phone Nos. : 0120- 4390300,4390000 E-mail: <a href="mailto:btll.investor@lnjbhilwara.com">btll.investor@lnjbhilwara.com</a>
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Further, securities transferred under this special window shall be mandatorily credited in dematerialised form to the transferee's demat account and shall be subject to a lock-in period of one year from the date of registration of transfer. During the lock-in period, such securities shall not be transferred, lien-marked, or pledged.

8. The relevant documents, if any, referred in the Postal Ballot Notice shall be available for inspection on the website of the Company i.e. [www.btll.co.in](http://www.btll.co.in) during remote e-voting period of Postal Ballot.
9. Members are requested to provide/update their KYC, nomination and bank account details to Beetal Financial & Computer Services Private Limited, Registrar and Share Transfer Agent ("RTA") of the Company or Depository Participant ("DP"). The process of registering the same is mentioned below:

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**Members holding shares in physical form:**

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<b>For updating email address and Telephone/ mobile numbers</b>	<b>In case Members holding shares in physical form and whose KYC details are updated:</b> Members shall provide duly filled and signed form ISR-1 along with self-attested copies of PAN Card and Aadhaar Card, to Beetal Financial & Computer Services Private Limited, Registrar and Share Transfer Agent ("RTA") of the Company.
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	<i>Note: members whose KYC are not updated, shall require to update their KYC along with email address as mentioned herein below.</i>
<b>KYC and Bank details</b>	<p><b>In case Members holding shares in physical form and whose KYC details are not updated:</b></p> <p>Members holding shares in physical form shall provide duly filled and signed form ISR-1 along with self-attested copies of PAN card and Aadhaar card, Cancelled Cheque or Bank Passbook/Statement attested by the Bank, to RTA.</p> <p><b>For updating signature:</b></p> <p>In case of mismatch of signature or updation of signature, Members in addition to the above documents shall provide duly filled form ISR-2 attested by the Banker.</p>
<b>Nomination</b>	<p><b>Members whose nominee details are not updated are requested to provide duly filled and signed:</b></p> <ul style="list-style-type: none"> <li>• Form SH-13 for updating the details of Nominee; or</li> <li>• Form ISR-3 for opting out of Nomination; or</li> <li>• Form SH-14 for change in existing Nomination.</li> </ul>

**Members holding shares in dematerialized form:**

Members are requested to contact their Depository Participants (DP) to register their email address, KYC, bank account and/or Nomination details in their demat account, as per the process advised by their DP.

Members may download the relevant forms viz. ISR-1, ISR-2, ISR-3, ISR-4, SH-13 and SH-14 from the website of the Company at [www.bttl.co.in](http://www.bttl.co.in).

Members are requested to send the aforesaid relevant forms along with necessary documents to the RTA of the Company at Beetal Financial & Computer Services Private Limited, (Unit: Bhilwara Technical Textiles Limited), Beetal House, 3<sup>rd</sup> Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi 110062, Phone No. 011-29961281-83, Email id: [beetalrta@gmail.com](mailto:beetalrta@gmail.com).

In case of any queries / difficulties in registering the email address, members may write to RTA at [beetalrta@gmail.com](mailto:beetalrta@gmail.com) or the Company at [bttl.investor@lnjbhilwara.com](mailto:bttl.investor@lnjbhilwara.com).

**10. INSTRUCTIONS FOR MEMBERS FOR E-VOTING:**

The e-voting period commences on **Saturday, 28<sup>th</sup> February, 2026 (9:00 a.m. IST)** and ends on **Sunday, 29<sup>th</sup> March, 2026 (5:00 p.m. IST) (both days inclusive)**. During this period, the Members of the Company, holding shares either in physical form or in demat form, as on the **Cut-Off Date** i.e. **Friday, 20<sup>th</sup> February, 2026**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time. Once the vote on a

Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

**STEP 1: ACCESS TO NSDL E-VOTING SYSTEM**

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

Type of shareholders	Login Method
<p>Individual Members holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li data-bbox="613 495 1356 1003">1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> You will have to enter your 8 digit DP ID, 8 digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="613 1052 1356 1686">2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="613 1734 1356 1980">3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store       Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On</li> </ol>

	<p>clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000

Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911
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**(B). Login Method for e-Voting for Members other than Individual Members holding shares in demat mode and Members holding shares in physical mode**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for members other than Individual members are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you

retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those members whose email ids are not registered.

7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

9. Now, you will have to click on "Login" button.

10. After you click on the "Login" button, Home page of e-Voting will open.

## **STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for members**

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [manisha.pcs@gmail.com](mailto:manisha.pcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [bttil.investor@lnjbhilwara.com](mailto:bttil.investor@lnjbhilwara.com) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com).

#### **Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to [bttil.investor@lnjbhilwara.com](mailto:bttil.investor@lnjbhilwara.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [bttil.investor@lnjbhilwara.com](mailto:bttil.investor@lnjbhilwara.com) If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual Members holding securities in demat mode.**

3. Alternatively members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Member holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

**Place: Noida (U. P.)  
Date: 13<sup>th</sup> February, 2026**

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

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

### **ITEM No. 1 To approve the related party transactions to be entered into with Maral Overseas Limited, a related party of the Company**

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) require prior approval of the members by way of a resolution for all material related party transactions and any subsequent material modifications thereto, as determined by the Audit Committee, even if such transactions are entered into in the ordinary course of business on an arm’s length basis.

Further, a transaction with a related party shall be considered material if the value of the transaction(s) entered into or proposed to be entered into, either individually or taken together with previous transaction(s) during a financial year exceeds 10% of the annual consolidated turnover or upto Rs. 20,000 crores or such other threshold limits as prescribed under schedule XII of SEBI Listing Regulations, of the listed entity as per the last audited financial statements, whichever is lower. The consolidated turnover of the Company, as per the audited financial statements for the financial year 2024–25 is Rs. 819.50 lakh.

It is pertinent to mention that the Company’s net worth is below Rs. 25 Crores and its paid-up share capital is less than Rs 10 Crores as at the end of the previous financial year 2024-25. Accordingly, pursuant to Regulation 15(2) of the SEBI Listing Regulations, the Company is exempt from compliance with the provisions relating to Corporate Governance including Regulation 23 governing related party transactions. However, in the event that the net worth or paid-up share capital of the Company exceeds the aforesaid thresholds as on 31<sup>st</sup> March, 2026 (based on audited Financial Statement), the exemption available under Regulation 15(2) shall cease to apply and the Company shall be required to comply with the applicable Corporate Governance provisions within a period of six (6) months from the date of applicability.

In this context, considering the financial performance for the quarter and period ended 31<sup>st</sup> December, 2025, the Board of Directors noted that the net worth of the Company as on 30<sup>th</sup> September, 2025 (based on the Statement of Assets and Liabilities), stood at Rs. 25.35 Crores. Accordingly, it is anticipated that the net worth of the Company may remain at a similar level or exceed Rs. 25 Crores, being the threshold for applicability of Corporate Governance provisions, as at the end of the current financial year i.e. 31<sup>st</sup> March, 2026.

Members may kindly note that Maral Overseas Limited is a related party of the Company under Regulation 2(1)(zb) of the Listing Regulations. Maral Overseas Limited is a vertically integrated textile manufacturer, supplies diverse yarns, fabrics, and apparel to global and Indian brands. Headquartered in Noida, its yarn business drives revenue, while strategic growth is focused on fabric and garment divisions for higher value and global brand partnerships.

The Company deals with Maral Overseas Limited for sale and purchase of materials, Job Work, payment or reimbursement of expenses, amongst the other business related transactions. The two businesses derive operational synergies and share common operating space and resources. Accordingly, it is proposed to enter into the aforesaid transactions during

the financial year 2026–27 for an aggregate amount of Rs. 8,04,00,000 (Rupees Eight Crore Four Lakh) on mutually agreed terms and conditions, based on business exigencies such as operational synergies and the Company’s long-term strategy, and in the best interest of the Company. All such transactions shall be undertaken in the ordinary course of business and on an arm’s length basis.

Further, the aggregate value of the transactions proposed to be entered into with Maral Overseas Limited during the financial year 2026–27 is likely to cross the applicable materiality thresholds as prescribed under Regulation 23 of the SEBI Listing Regulations.

The Audit Committee, after examining the relevant details and documents submitted by the Management and considering the mandatory disclosures required under the Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions” at its meeting held on 13<sup>th</sup> February, 2026, reviewed and approved the said transaction(s) and recommended the same to the Board of Directors, subject to approval of the members. Audit Committee noted that the transactions are proposed to be carried out on an arm’s length basis and in the ordinary course of business. Accordingly, the Board of Directors seeks the approval of the members for the aforesaid transactions.

**Details of the proposed transactions with Maral Overseas Limited, a related party of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:**

S. No.	Particulars of the information	Information provided by the management
<b>A.1</b>	<b>Basic details of the related party</b>	
1	Name of the related party	Maral Overseas Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Maral Overseas Limited is a vertically integrated textile company engaged in the business of manufacturing grey yarn, dyed yarn, knitted fabric and garments.
<b>A.2</b>	<b>Relationship and ownership of the related party</b>	
	Relationship between the Company and related party	Maral Overseas Limited is a related party of Bhilwara Technical Textiles Limited pursuant to Section 2(76) of the Companies Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
1	a) Shareholding of the Company, whether direct or indirect, in the related party. <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.</i>	The Company indirectly holds 23.74% in Maral Overseas Limited
	b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate	Not Applicable

	without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	
	c) Shareholding of the related party, whether direct or indirect, in Bhilwara Technical Textiles Limited/subsidiary (in case of transaction involving the subsidiary).  <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i>	Nil
<b>A.3</b>	<b>Details of previous transactions with the related party</b>	
		<b>Rs. 205.82 lakh</b>
		<b>FY 2024-2025 - Maral Overseas Limited</b>
	Total amount of all the transactions undertaken by the Company with the related party during last financial year.	<b>Nature of Transactions</b> <b>Amount (in Rs. lakh)</b>
<b>1</b>	<i>Note: Details need to be disclosed separately for listed entity and its subsidiary, if any.</i>	Purchase of materials      40.11
		Expenses payable      0.42
		Expenses receivable      5.00
		Job Charges expenses      160.29
		<b>Total</b> <b>205.82</b>
		<b>Value of transactions as on 31<sup>st</sup> December, 2025</b>
	Total amount of all the transactions undertaken by the Company or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<b>Nature of Transactions</b> <b>Amount (in Rs. lakh)</b>
<b>2</b>		Sale of materials      65.77
		Expenses payable      1.43
		Job Charges expenses      159.10
		<b>Total</b> <b>226.30</b>
<b>3</b>	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company or its subsidiary during the last financial year.	No default made by the related party
<b>A.4</b>	<b>Amount of the proposed transactions (All types of transactions taken together)</b>	
<b>1</b>	Amount of all the proposed transactions being placed for approval in the current meeting.	Upto Rs. 804.00 lakh
<b>2</b>	Whether the proposed transactions taken together with the transactions with the related party during the current financial year would render the proposed transaction a material RPT?	No
<b>3</b>	Value of the proposed transactions as a percentage of the Company annual consolidated turnover for the immediately preceding financial	98.10% as per the turnover for the financial year 2024-25

	year.		
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).	Not Applicable	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	0.77%	
6	Financial performance of the related party for the FY 2024-25 on standalone basis in lakhs <i>Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	<b>Particulars</b>	<b>Amount (in Rs. lakh)</b>
		Turnover	1,04,703.43
		Profit after tax	(2419.77)
		Net worth	10,889
<b>A.5</b>	<b>Basic details of the proposed transaction</b>		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<b>Type of Transactions</b>	<b>Amount (in Rs. lakh)</b>
		Sale of materials	200.00
		Purchase of materials	200.00
		Job charges expenses	400.00
		Expenses payable	3.00
		Expenses receivable	1.00
		<b>Total</b>	<b>804.00</b>
2	Details of each type of proposed transaction	The above transactions shall be entered into on such terms and conditions as may be agreed between the Company and Maral Overseas Limited on an arm length's basis and prevailing market conditions.	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year	
4	Whether omnibus approval is being sought?	Yes	
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated breakup financial year wise.	Refer point no.1 in para A(5) above.	
6	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	The Company avails various services from Maral Overseas Limited such as sale/purchase of materials, availing/rendering of services, payment/reimbursement of expenses and/or such other transactions for the purpose of business. Thus, the two	

		businesses draw synergies from each other in operations and share common operating space and resources.	
7	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.  <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i>	a. Name of the director / KMP	Shri Shekhar Agarwal, Shri Shantanu Agarwal
		b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Shri Shekhar Agarwal and Shri Shantanu Agarwal along with other promoter group entities hold 74.95% in the Related Party.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A.	
9	Other information relevant for decision making.	The transactions are being entered on the same terms and conditions by the parties as they are being extended to third party.	

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No.1.

Based on the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item no. 1 of this notice for the approval of Members.

None of Director(s) key managerial personnel(s) or their relatives except Shri Shekhar Agarwal and Shri Shantanu Agarwal, is interested in or concerned, financially or otherwise, in the proposed resolution.

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

**Place: Noida (U. P.)  
Date: 13<sup>th</sup> February, 2026**

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