

# BHILWARA SPINNERS LTD.



Corporate Identity Number (CIN) L17115RJ1980PLC008217  
Registered Office : 26 Industrial Area, Gandhi Nagar, Bhilwara 311 001 (Rajasthan)  
Phone : + 91-1482-246601 Fax +91-1482-246461  
E-mail :- bhilspinbs@gmail.com, Web. www.bhilspin.com

## NOTICE

**NOTICE is hereby given that the 43<sup>rd</sup> Annual General Meeting of the Members of the Company will be held on Wednesday the 21<sup>st</sup> day of August, 2024 at 11.00 A.M. at the Registered Office of the Company at 26, Industrial Area, Gandhi Nagar Bhilwara - 311001, Rajasthan, to transact the following Business:**

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024, The Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Shri. Ashok Kumar Kothari (DIN: 00132801) Who retire by rotation in term of Section 152 (6) of the companies Act, 2013 And being eligible offer himself for reappointment.
3. Approval for Related party transaction and in this regard, to consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, (including any statutory modification (s) or re-enactment (s) there of for the time being in force) and subject to compliances of all other applicable laws and regulations, and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, consent of the members of the Company be and is hereby accorded for entering in to related party transaction by the Company during the year. 2024- 2025 up to the maximum per annum amounts as laid down in the explanatory note to this agenda item with Bhilwara Spinners Ltd. Resolved Further That to give effect to this resolution the Board of Directors be and is hereby authorized to settle any question difficulty, or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things as may be necessary, proper desirable and to finalize any documents and writings related thereto”

### SPECIAL BUSINESS

4. Appointment Of Shri Anshul Kothari (02624500) As Managing Director & CEO  
To consider and If thought fit, to pass with or without modification resolution as Special Resolution.

**“RESOLVED THAT** pursuant to the provision of Section 196, 197, 203 Read with Schedule V and all other

applicable provisions, if any, of the Companies Act, 2013, (the Act) and the companies (Appointment and remuneration of managerial personal) Rules 2014 and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015 (Listing Regulations) (Including any statutory modification or re-enactment there off or the time being in force) and pursuant to relevant provision of article of association of the company and all other applicable rules, laws and act (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals as may be applicable, and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of the members of the company be and is hereby accorded for the appointment of Shri Anshul Kothari (DIN:02624500) as the CEO & Managing Director of the Company, not liable to retire by rotation in term of section 152 of the Companies Act, 2013, for a period of five years with effect from 28<sup>th</sup> May, 2024 up to 27<sup>th</sup> May, 2029.

**RESOLVED FURTHER THAT;** the remuneration payable to Shri Anshul Kothari (DIN:02624500) Managing Director do hereby field for a period of five years with effect from 28<sup>th</sup> May, 2024 up to 27<sup>th</sup> May, 2029. on following term and conditions:

**1) Period of Agreement: From 28<sup>th</sup> May, 2024 to 27<sup>th</sup> May 2029.**

**2) Name, Position & Designation:** Shri Anshul Kothari Director designated as Managing Director and CEO

**2A) Duties:** The Managing Director shall be subject to the Superintendence, Control and direction of the Board of Directors be entrusted with substantial powers of management and shall have control and be responsible for the general conduct and management of the business affairs of the company.

**3) Remuneration:** He shall be entitled to the following emoluments, benefits and perquisites during the period of his employment

Basic Salary Rs. 200000-10000-250000/- per month (Time Scale)

Commission Note more than 2.5% of the net profits of the Company as computed in the manner laid down in section 198 of the Companies Act, 2013.

Perquisites In addition to the salary and commission,

Shri Anshul Kothari is entitled to the following perquisites.

**Category-“A”**

I) Housing

- A. The expenditure incurred by the company hiring un furnished accommodation for him subject to a ceiling, 40% of the basic salary
- B. In case the accommodation is owned by the Company 10% of the basic salary shall be deduct by the Company, or
- C. In case no accommodation is provided by the Company, a house rent allowance subject to aceiling of 40% of the basic salary

II) Gas,Electricity and Water: -

The expend it reincurred by the Company on Gas, Electricity, Water and furnishing shall be valued as per Income-tax Rules, 1962 and will be subject to a ceiling of 10% of the basic salary.

III) Medical Allowance:-For self and family subject to a ceiling of one month’s basic salary in a year subject to payment of applicable tax as per IncomeTax Rules

IV) Leave Travel Concession: -For self and family once in a year incurred in accordance with the Rules Specified by the Company.

V) Club-Fees:-Fees, Subject to a maximum of two clubs will be allowed, this will not include admission and life membership fees.

VI) Personal Accident insurance: -  
Of an amount, the annual premium of which not exceed Rs.10000/-For the purpose of this category “family” means spouse, dependent children and dependent parents.

**Category-“B”**

I) Provident Fund:-

Company’s contribution to provident fund shall be as per the rules of the Company

II) Superannuation /Annuity Fund:-

Company’s Contribution to Superannuation / Annuity Fund shall be in accordance with the rules of the Company.

III) Gratuity:-

As per Rules of The Company at the rate of half a month’s basic salary for each completed year of service

**Category-“C”**

I) Car:-Provision of car for use on Company’s business. And personal use shall be billed by the company

II) Telephone:-Telephone at residence. Personal long-distance calls shall be billed by the Company

**RESOLVED FURTHER THAT** approval of members be and is hereby also accorded for payment of above remuneration in terms of Regulation 17 (6) (e) of amended SEBI (LODR) Regulation,2015.

**RESOLVED FURTHER THAT** the above remuneration will be paid even if it exceeds the limits prescribed under the Companies Act 2013 and rule there to subject to the

provision of Schedule V of the Companies Act,2013.

**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profit of the company in any financial year during the term of office Shri Anshul Kothari, the remuneration mentioned above shall be paid to Shri Anshul Kothari as minimum remuneration and the same shall be subject to this limits as set out in Section II of part II OF Schedule V of the Companies Act, 2013.EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

**Item-5**

Members of the Company may note that the Nomination & Remuneration Committee and the Board of Director in their respective meetings held on 24<sup>th</sup> May, 2024 have approved the Appointment and payment of remuneration of Shri Anshul Kothari (DIN:02624500) as the Managing Director of the company, not liable to retire by rotation in term of Section 152 of the Companies Act, 2013 ,for a period of five years with effect of from 28<sup>th</sup> May 2024 to27<sup>th</sup> May2029 ,subject to the approval of members. The Nomination & Remuneration Committee and the Board of directors also in their respective meeting accorded their approval for Appointment of Shri Anshul Kothari (DIN: 02624500) Managing Director as Chairman and CEO of the Company, inaccordance with Articles Of Association of the company and also in term of SEBI (LODR) Regulation, 2015, as amended from time to time.The Board considered the feedback / views of Nomination and Remuneration Committee on the performance evaluation of Shri Anshul Kothari (DIN: 02624500) Chairman, Managing Director & CEO of the Company while approving his Appointment and payment of remuneration, for a period of five years subject to the approval of members of the Company.

Members may also note that proposed remuneration as set forth in the resolution in the accordance with and within the limits of Schedule V and applicable provisions of the Companies Act, 2013(the Act)and it there fore, require approval of shareholders by way of Special Resolution.

Shri Anshul Kothari is not disqualified from being appointed as a Director in term of Section 164 of the Act and has given his consent to act as a Director.

Shri Anshul Kothari is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority.

By Order of the Board  
For Bhilwara Spinners Limited

Sd/-

**Place : Bhilwara**

**Date : 29<sup>th</sup> July 2024**

**Anjali Jain**

Company Secretary

**EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**Item No. 3**

In the light or provisions of section 188 of the Companies Act 2013 and rules there of (including any amendment thereto or re-enactment there of) and Regulation 23 of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company in their Meeting held on February, 2024, 8th approved the proposed transactions along with annual limits that the Company may enter into with its Related Party (as defined under the Companies Act 2013) for the financial Year 2024-25, for such amount as Board of Directors of the Company may from time to time determine in the interest of the Company, think proper and fit in the ordinary course of Business and on Arm's length Basis.

All prescribed disclosures as required to be given under the provisions of the Companies Act 2013 and Companies (Meetings of Board and its Powers) Rules 2014 and as per Regulation 23 of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 are given herein below in a tabular format for kind perusal of the members.

PARTICULARS OF THE PROPOSED TRANSACTIONS FOR THE PURPOSE OF APPROVAL U/S 188 OF THE COMPANIES ACT 2013 AND REGULATION 23 OF SEBI (LISTING REGULATIONS AND DISCLOSURE REQUIRMENTS) REGULATIONS, 2015

<b>TRANSACTION DEFINED U/S 188(1) OF COMPANIES ACT.2013</b>			
Name and Nature of Related Parties	Sales, purchase or supply of any goods, material*	Availing or rendering of any services*	Leasing of Property of any Kind*
Shree Barkha india Ltd, Shree Barkha synthetics Limited, Ahinsa sutings Ltd Ahinsa Infrastructure & doveloper (A group Company)	₹25 Coree	₹ 2.00 Coree	₹ 0.75 Coree

\* In Ordinary of Business and on Arm's length basis. The details of related party contract are as under:

- Name of Related party and nature of relationship: As provided in table above.
- Nature of Contract material terms, material, monetary value and Particulars of the contract or arrangement: Purchase/Sale of Yarn and Fibre Services received or rendered having value of 25.00 Crores per Annum in the ordinary course of Business and at Arm's Length Prices.

Any advance paid or received for the contract or arrangement, if any: NIL

Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract : All proposed transactions would be carried out as part of the business requirements of the Company and are ensured to be on Arm's length basis.

Whether all factors relevant to the contract have been considered, if not the details of factors not considered with the rationable for not considering those factors: All factors have been considered.

Any other information relevant or important for the Board to take a decision on the proposed transaction : NIL.

The Board Commends the ordinary Rsolution set out at Item No.3 of the Notice for approval by the share holders.

None of the Directors & Key Managerial Personnel of the Company including their relatives except as mentioned above are, in any way concerned or interested, financially or otherwise in the Resolution set out at Item No. 3

- 1 The relevant Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to Special to be transacted at the Meeting is annexed.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less that forty eight hours before the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed 15<sup>th</sup> August. 2024 to 21<sup>th</sup> August. 2024 (both days insclusive)
4. Members are requested to :
  - (i) Quote their Folio No./ Credit ID No. in all correspondence with the company.
  - (ii) Notify immediately to the Company any change in their address and their mandate, if any. Members holding Shares in electronic form should sent their respective Depository Participants.
5. Members seeking any information / clarification with regard to account and audit are requested to write to the Company in advance and their queries should reach the Company at least seven day prior to the date of meeting, so as to enable the Management to keep the information / clarification ready.

6. Members holding shares in physical form are Requested to furnish their email ID through e-mail at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or [bhilspinbs@gmail.com](mailto:bhilspinbs@gmail.com) or send letter to MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi-110020 quoting their Folio no and e-mail ID to enable them to serve any document, notice, communication, annual reports etc. through e-mail, For members who have not registered their email addresses, physical copies of the Annual Report 2024 are being sent by the permitted mode Members holding shares in demat form may get their email ID updated with their respective Depository Participants , We request the members to support the Green Initiative introduced by MCA and make it a success.
7. The Notice and Annual Report of the Company will also be available on the website of the BSE [www.bseindia.com](http://www.bseindia.com), and Company's web [www.bhilspin.com](http://www.bhilspin.com)
8. Members holding shares in physical form are Requested to dematerialize their holding in their own interest Attention of the members holding shares in physical form is also drawn towards the recent amendment by SEBI which stipulates that except in the case of transmission and transposition of Shares
9. Details under Regulation 36(3) and 26(4) of the SEBI (Listing Obligation and Disclosure requirements) Regulation 2015 and in term of Secretarial Standard 2 in respect of the Directors seeking re-appointment at the 43rd Annual General Meeting are annexed as Annexure-I to this Notice which form part of the explanatory statement.

#### 10. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Rules 2015 the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the 43rd Annual General Meeting by electronic means and the business may be trasacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the ("remote e- voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and 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.
- III. 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.
- IV. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Sunday August 18, 2024 at 09:00 A.M. and ends on Tuesday August 20, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday August 14, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday August 14, 2024.

How do I vote electronically using NSDL e-Voting system?





*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

<p><b>Individual Shareholders holding securities in demat mode with NSDL.</b></p>	<p><b>1. Existing 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</p>
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<p><b>Individual Shareholders holding securities in demat mode with NSDL.</b></p>	<p>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. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. 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> </p> <p> </p>
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<p><b>Individual Shareholders holding securities in demat mode with CDSL.</b></p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their 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 are <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

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

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

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> . or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities 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.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 121250 then user ID is 121250001***

5. Password details for shareholders other than Individual shareholders 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 shareholders whose email ids are not registered.**
6. 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 afore said two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. 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 is in active status.
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 shareholders

1. Institutional shareholders (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 rk.jain.bhilwara@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, at evoting@nsdl.co.in

#### **Process for those shareholders whose email ids are not registered with the depositories/company 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 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 bhilspinbs.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 bhilspinbs@gmail.com. If you are an Individual shareholders 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 shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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 shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

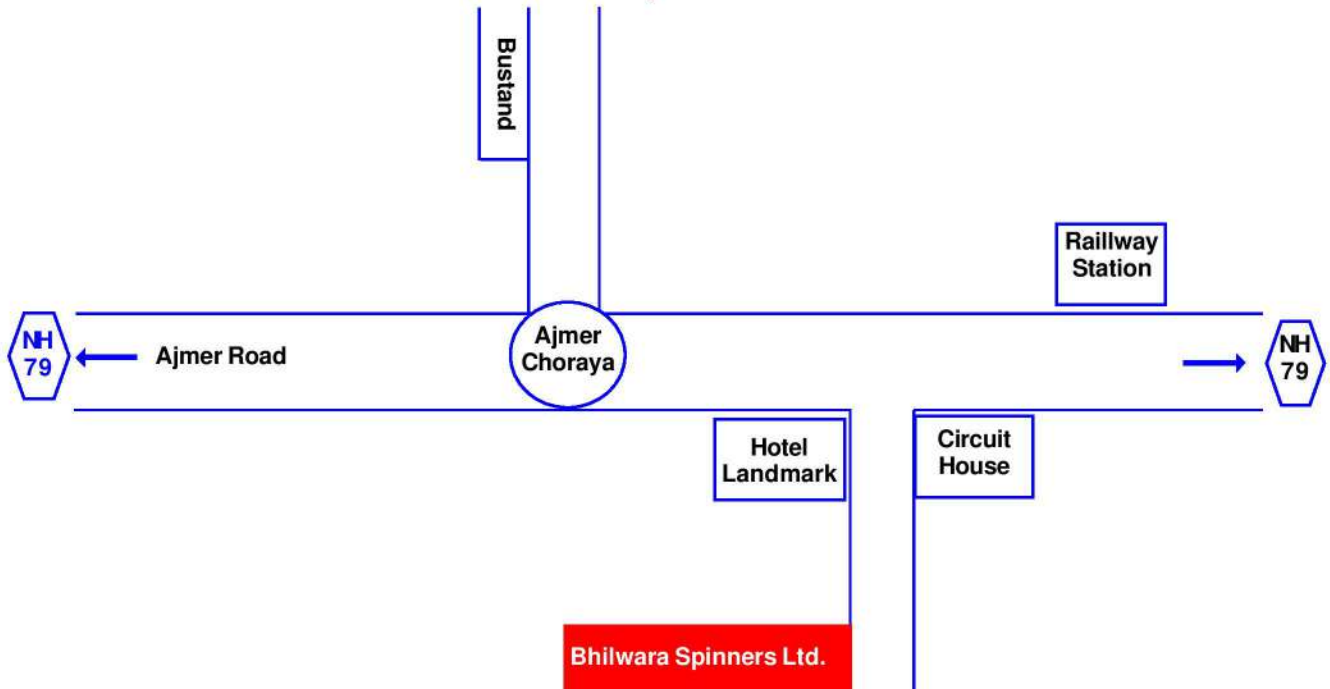
- V. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- Vi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- Vii. Mr. RK Jain Company Secretary Membership No. FCS 4584 and Proprietor of R.K. Jain & associates Bhilwara has appointed as the scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote-e-voting process in a fair and transparent manner.
- Viii. The chairman shall, at AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility,
- Xi. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than three days of the 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 forthwith.
- X. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the bse at www.bseindia.com and company's Web. www.bhilspin.com, immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited Mumbai.
11. All documents referred to in the accompanying Notice and the Explanatory statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working except Saturdays, up to and including the date of the Annual General Meeting of the Company.

**Place : Bhilwara**  
**Date : 29<sup>th</sup> July 2024**

**By Order of the Board**  
**For Bhilwara Spinners Limited**  
**Anjali Jain**  
**Company Secretary**  
**A.C.S. No. 43429**

<b>Details of the directors seeking appointment / re-appointment in forthcoming annual general meeting</b> (In pursuance of Clause 49 of the Listing Agreement)	
<b>Name Of Director</b>	<b>MR. Ashok Kumar Kothari</b>
DIN	00132801
Date Of Birth	1-9-1961
Date Of Appointment	28-5-2024
Qualification	B.COM.
Categeory	PROMOTER NON EXECUTIVE
Inter Relationship	FATHER OF Sh. Anshul kothari & Husband of Smt. Sushila Kothari
Expertise In Specific Functional Area	Experience in the fields of Textile, Infrastruture developments & Real Estates
List of Other Public Companies in which Directorship held	None
Chairman/ Member of The Committee of The Board of Directors of The Company	None
Chairman/member of the committees of Directors of other companies	
A) Audit Committee	-
b) Sharehoder/ investor's grievances committee	-
c) Remuneration Committee	-
no. of equity share held in company	70,000

**ROUTE MAP TO THE VENUE OF THE AGM  
BHILWARA SPINNERS LTD. 26, INDUSTRIAL AREA, GA  
NDHI NAGAR, BHILWARA -311001**



**Bhilwara Spinners Limited**

**CIN :- L17115 RJ 1980 PLCoo8217**

Regd. Office : 26, Industrial Area, Bhilwara - 311 001, Rajasthan

Please complete this attendance slip and hand it over at the entrance of the meeting hall. Joint Shareholders may obtain additional attendance slips on request.

DP Id\* ..... Folio No. ....

Client Id\* ..... Number of share held : .....

Name and address of the Shareholders :

I hereby record my presence at the 43<sup>th</sup> Annual General Meeting of the Company held on Wednesday, the 21<sup>st</sup> August, 2024 at 11.00 A.M. at 26, Industrial Area, Bhilwara - 311 001, Rajasthan.

\* Applicable for investors holding Shares in electronics form.

\*\* Strike out whichever is not applicable.

**Signature of the Shareholder / Proxy / Representative\*\***

.....  
.....

being a member / members of Bhilwara Spinners Ltd., hereby appoint .....

of ..... failing him .....

of ..... or failing him. ....

of ..... as my/our Proxy in my/our absence to attend and vote for

me / us on my/our behalf at the 43<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday ,

the 21<sup>st</sup> day of August 2024 at 11.00 A.M. and at any adjournment thereof As WITNESS my / our hand /

hands this.....

day of .....2024

I wish my above proxy to vote in the manner as indicated in the box below :

Resolution No.	For	Against
1. Receive consider, approve and adopt Audited Financial Statement for the financial year ended the 31 <sup>st</sup> March,2024 and , Reports of the Board of Directors and Auditors thereon		
2. Re appointment of Mr. Ashok Kumar Kothari DIN 00132801 who retires by rotationand being eligible ,offers himself for reappointment		
3. Approval for Related Party transactions		
4. Appointment of Mr. Anshul Kothari DIN 02624500 Managing Director and CEO		

Applicable for investors holding shares in electronic form

Signed this .....day of .....2024

Signature of Shareholder



Signature of first proxy holder

Signature of Second proxy holder

Signature of third proxy holder

**Notes :**

- 1 This 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.
- 2 A proxy need not be a member of the Company.
- 3 This only optional, Please put a 'X' in the appropriate column against the resolutions indicated in the Box. if you leave the 'For' or Against' Column blank against any or all the resolution, your proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- 4 Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes