

BHILWARA SPINNERS LIMITED

Corporate Identity Number (CIN): L17115RJ1980PLC008217
Registered Office: 26 Industrial Area, Gandhi Nagar, Bhilwara 311001 (Rajasthan)
Phone: + 91-1482-246461 Fax +91-1482-246461
E-mail:- bhilspinbs@gmail.com,
Website: www.bhilspin.com,www.bhilwaraspinners.com



Notice is hereby given that the 44th Annual General Meeting of the Members of the Company will be held on Wednesday, 24th September, 2025 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 31st March, 2025, the Report of the Board of Directors and Auditors thereon.**

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

“**RESOLVED** that pursuant to Section 129, 134 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force) the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, the Report of the Board of Director's and the Auditor's Report thereon, be and are hereby received and adopted.”

- 2. To appoint a director in place of Mrs. Sushila Kothari (DIN: 00132802) who retire by rotation in terms of Section 152(6) of the companies Act, 2013 and being eligible offer herself for reappointment.**

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

“**RESOLVED** pursuant to section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment (s) thereof for the time being Mrs. Sushila Kothari (DIN: 00132802) who retires by rotation at the 44th Annual General Meeting , be and is hereby re-appointed as a Director of the Company.

- 3. To appoint the Statutory Auditors of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the approval of the Board, the consent of the members be & is hereby accorded for Appointment of M/s CLB & Associates, Chartered Accountants (FRN:124305W) as the Statutory Auditors of the Company, to hold office for a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 49th Annual General Meeting of the Company to be held in the financial year 2030, at such remuneration as may be determined by the Board in consultation with the auditors in addition to reimbursement of all out-of-pocket expenses to be incurred by them in connection with the audit.

RESOLVED FURTHER THAT Mr. Anshul Kothari (DIN: 02624500) Managing Director or Ms. Ritu Jhamnani Company Secretary, be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

SPECIAL BUSINESS

4. Approval for Related party transaction

To consider and if deemed fit, to pass, with or without modification(s), 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) thereof for the time being in force) and subject to compliances 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, the consent of the members of the Company be and is hereby accorded for entering into related party transaction by the Company during the year 2025- 2026 up to the maximum per annum amounts as laid down in the explanatory note to this agenda item no.4.

RESOLVED FURTHER THAT any of the Board of Directors of the company be and is hereby authorized to settle any question difficulty, or doubt that may arise with regard and to do all acts, deeds, things as may be necessary, proper desirable and to finalize any documents and writings related thereto to give effect to the above Resolution”.

5. To appoint the Secretarial Auditors of the Company.

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

RESOLVED THAT pursuant to provisions of section 204 (1) of the Companies Act, 2013 read with Rule 9 of Companies (Appointment and Remuneration personnel) Rules 2014 and applicable provisions if any of Companies Act, 2013, and Regulations 24A of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations,2024 (including any statutory modification (s) or re-enactment there of for the time being in force) (as amended) ,based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for Appointment of M/s R.K. Jain & Associates (Membership No. F4584) (Peer Review Certificate No. 1361/2021 valid upto 31.07.2026) , Practising Company Secretaries as Secretarial Auditor of the Company, to conduct the Secretarial Audit for the first term of five consecutive years commencing from financial year 2025-26, at a remuneration as mutually agreed upon by the Board of Directors and the Secretarial Auditor, plus applicable taxes and out of pocket expenses.

RESOLVED FURTHER THAT Mr. Anshul Kothari (DIN: 02624500) Managing Director or Ms. Ritu Jhamnani Company Secretary of the Company be and are hereby authorized to submit and Sign the required form along with all necessary attachments and documents with Registrar of Companies and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

Date: 22-8-2025

Place: Bhilwara

**By the Order Of the Board
For Bhilwara Spinners Limited
Ritu Jhamnani
Company Secretary & Compliance Officer
Membership No. A74002**

NOTICE

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
3. Explanatory statement pursuant to section 102(1) of the Companies Act, 2013 setting out the details relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
4. Pursuant to the provision of Section 91 of the Companies Act, 2013 the register of member and share transfer books of the Company shall remain closed from Thursday, 18th September, 2025 to, Wednesday, 24th September, 2025. (Both days inclusive).
5. All documents referred to in the accompanying notice and explanatory statement pursuant to section 102 shall be open for inspection at the registered office of the Company on all working days, except Sunday between 11.00 A.M to 1.00 P.M upto dates of Annual General Meeting.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
7. SEBI vide its circular dated January 25, 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialized form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold shares in physical form are advised to dematerialize their holdings.
8. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
9. Queries on accounts and operations of the Company, if any, may be sent to the Company, ten days in advance of the meeting so as to enable the Management to keep the information ready at the meeting at bhilspinbs@gmail.com,
10. In terms of section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail IDs with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. As per the green initiative taken by Ministry of Corporate Affairs, all the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants to serve them documents/all communications including Annual Reports, Notices, Circulars etc. in electronic form.
11. In compliance with the relevant Circulars of the Ministry of Corporate Affairs and SEBI. Notice of 44th Annual General Meeting of the company along with Annual Report 2024-2025 are being circulated to the shareholders through electronic mode to those shareholders whose email addresses are registered with the RTA/Depositories. Members may note that the Notice and Annual Report 2024-2025 will also be available on the company's website [www. bhil spin. com](http://www.bhilspin.com), www. bhilwaraspineers.com and website of stock exchange www. bseindia.com for download.

12. Members holding Shares in physical form are requested to convert their holding in dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Members can contact the Company or Company's Registrar and Transfer Agents for assistance in this regard.
 13. Members are requested to bring their copies of the D.P. Statement or client master Copy of D.P. to the meeting. The Members/Proxies should bring the Attendance Slip sent here with duly filled in for attending the meeting.
 14. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 15. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant(s) Members holding shares in physical form are requested to advise any change in their address immediately to the Company/Registrar Share Transfer Agent M/s MCS Share Transfer Agent Limited Situated at office 179 - 180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, New Delhi, Delhi, 110020 through mail at admin@mcsregistrars.com.
 16. Members holding shares in Physical form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, PAN Details, e-mail address, contact numbers, etc., to Company. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, PAN Details, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, to provide efficient and better services. Members holding shares in physical form are requested to intimate such information and changes therein to the Company or RTA, M/s MCS Share Transfer Agent Limited.
 17. The Register of Directors and KMP and their share holding and register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 will be available for inspection by the members at AGM.
 18. The company has appointed M/s. R.K Jain & Associates, Practicing Company Secretaries (Membership No. FCS 4584, CP. No. 5866) as the scrutinizer for scrutinizing the entire voting process, i.e. remote e-voting to ensure that the process is carried out in a fair and transparent manner.
 19. Additional information of Directors seeking appointment /re-appointment at the ensuing AGM, as required under Regulation 36(3) of the SEBI Listing Regulations and clause 1.2.5 of the SS-2, is annexed to the Notice.
 20. The facility for voting through Polling Paper shall also be made available at the AGM and the members attending the meeting who have not already cast their vote through remote e-voting shall be able to exercise their right at the AGM.
- 21. Voting through electronic means**
- Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted 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 AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e- voting on resolution placed by the Company on e- Voting system.
 - The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is annexed to this Notice or can be downloaded from www.evoting.nsd.com.
 - The e-voting period commences on Sunday, 21st September, 2025 (9:00 A.M) and ends on 23rd September, 2025 (5:00 P.M). During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date 17th September, 2025. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e cut-off date 17th September, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com
 - The facility for voting through remote e-voting 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.

THE INTRUCTIONS FOR SHAREHOLDERS/MEMBERS FOR REMOTE E-VOTING ARE AS UNDER

The remote e-voting period begins on, Sunday, 21st September, 2025 at 9:00 A.M. and ends on Tuesday, the 23rd September, 2025 at 5:00 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, 17th September, 2025 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, 17th September, 2025.

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.

Pursuant to above said SEBI Circular, Login method for e-Voting meetings for Individual shareholders holding securities in Demat mode is given below:

Individual Shareholders holding securities in Demat mode with NSDL	<p>1) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period & voting during the meeting.</p> <p>2) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under</p>
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	<p>'IDeAS' 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period & voting during the meeting.</p> <p>3) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/Ideas Direct Reg.jsp</p> <p>4) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period & voting during the meeting.</p> <p>5) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p>

	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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 www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 above mentioned website.

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

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

Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form 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
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
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*****.
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*****
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***

1. 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.
2. 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.nsd.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at 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
3. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
4. Now, you will have to click on "Login" button.
5. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2 Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting."
 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 rkjainbhilwara@gmail.com with a copy marked to evoting@nsdl.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.nsd.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of www.evoting.nsd.com or contact NSDL on 022 - 4886 7000 or email at evoting@nsdl.com

Process for those shareholders 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 shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to b.s.choudhary63@gmail.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 Aadhaar 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 share holders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to 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 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.
3. The Chairman shall, at the 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.
4. 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 2 days of the conclusion 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.

The results declared along with the Scrutinizers' Report shall be placed on the Company's website www.bhilspin.com, www.bhilwaraspinners.com within three days of the passing of the resolutions at the Annual General Meeting of the Company that will be held on Wednesday, 24th day of September, 2025 and communicated to the BSE Ltd. within the prescribed period.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting
2. Only those Members/ shareholders, who will be present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Date : 22-08-2025

Place : Bhilwara

**By the Order Of the Board
For Bhilwara spinners limited**

**Ritu Jhamnani
Company Secretary & Compliance Officer
Membership No. A74002**

Announcement of voting result of AGM

1. Mr. Rajendra Kumar Jain, Practicing Company Secretary (Membership No. FCS 4584 and C P No. 5866) of M/S R. K Jain & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.
2. 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.

Annexure to the Notice

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE **SECURITIES AND EXCHANGE** BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

SPECIAL BUSINESSES

Item No: 4

Approval for Related party transaction

Pursuant to provisions of section 188 of the Companies Act 2013 and rules there of (including any amendment thereto or re-enactment thereof) and Regulation 23 of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company in their Meeting held on 28th May,2025 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 2025-26, at such amount as Board of Directors of the Company may determine from time to time 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 REQUIREMENTS) REGULATIONS, 2015

TRANSACTION DEFINED U/S 188 (1) OF COMPANIES ACT. 2013			
Name and Nature of Related Parties	Sales, Purchase or supply of any goods, material*	Availing or rendering of any service*	Leasing of Property of any kind
Shree Barkha india ltd, Shree Barkha synthetics Ltd. Ahinsa sutings ltd Ahinsa Infrastructure & doveloper (A group Company)	₹ 25 Crore	₹ 2.00 Crore	₹ 0.75 Crore

*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 rationale 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 Resolution set out at Item No.4 of the Notice for approval by the share holders.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of the Notice.

Item No 5 :**Appointment of Secretarial Auditor**

In accordance with Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"), every listed company and certain prescribed class of companies are required to annex a Secretarial Audit Report issued by a Company Secretary in practice, with their Board's Report prepared under Section 134(3) of the Act.

Further, the Securities and Exchange Board of India ("SEBI") vide its notification dated December 12, 2024, amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("the Listing Regulations"). The amended provisions read with the SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 inter-alia prescribes the term of appointment/ re-appointment, eligibility criteria, qualifications and disqualifications of the Secretarial Auditor of a listed entity.

Pursuant to the provisions of Section 204 of the Companies Act, 2013 ("the Act") read with rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the Company is required to undertake Secretarial Audit by a Company Secretary in Practice or a firm of Company Secretary (ies) in practice who shall be a Peer Reviewed Company Secretary. As per Regulations 24A of the SEBI Listing Regulations, a Secretarial Auditors shall be appointed with the approval of Members at their Annual General Meeting basis the recommendation of the Board of Directors.

In view of the above, based upon the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 28th May 2025, approved and recommended for the approval of the members, the appointment M/s R.K. Jain & Associates, Practicing Company Secretaries" Bhilwara (Proprietor Mr. Rajendra Kumar Jain having ICSI Membership No. F4584; CP No. 5866; Peer Review Certificate No. 1361/2021 valid upto 31.07.2026), a peer reviewed firm, as the Secretarial Auditors of the Company to undertake the Secretarial Audit for a term of 5 (Five) consecutive years i.e. from FY 2025-26 to FY 2029-30.

A consent letter and an eligibility certificate have been received from M/s. R.K. Jain & Associates, consenting to act as the Secretarial Auditors of the Company and confirming their eligibility for appointment in accordance with the provisions of Section 204 of the Act read with rule made thereunder and Regulation 24A of the SEBI Listing Regulations and the provisions of the Companies Secretaries Act, 1980 and the rules and regulation made thereunder.

M/s R.K. Jain & Associates is a Peer reviewed Practicing Company Secretary with vast experience in corporate and allied matters. Based on this evaluation, M/s R.K. Jain & Associates was found to be suitably qualified to conduct the Secretarial Audit of the Company effectively.

The brief profile of the secretarial auditor is attached herewith.

The Board of Directors recommends the Ordinary Resolution set out at item no.5 for the approval of the Members.

Brief Profile of Secretarial Auditors

Name Of The Auditor	Rajendra Kumar Jain Proprietor of M/s R.K. Jain & Associates
Appointment /Re Appointment	Appointment
Terms Of Appointment	Five consecutive years commencing from financial year FY 2025-26 to FY 2029-30.
Peer Review Certificate No	1361/2021
Brief Profile	Mr. Rajendra Kumar Jain Proprietor of this firm is a Fellow member (FCS 4584) of ICSI holding a valid COP (COP No 5866). He has an experience in the field of Secretarial Compliances. He has handled various compliances related to Corporate Secretarial functions including Board processes, Secretarial Audit, Due Diligence, corporate governance matters etc. under the Companies Act and the SEBI Regulations. The firm is committed to provide timely and effective service to its clients.

Annexure to Notice for AGM

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Details of Directors Seeking Appointment/Re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 And Secretarial Standard 2 on General Meetings)

Name of director	Mrs. Sushila Kothari
Date of birth & Age	4/11/1967
Category of director	Non - Executive Director
DIN	00132802
Nationality	Indian
Qualification	B.A
Date of First Appointment / Re-appointment	12/2/2015
Expertise/Experience in specific functional areas	Experience in the fields of Textile, Infrastructure developments & Real Estates
Directorship held in other listed Companies	No
Disclosure of relationships between directors	Mother of Mr. Anshul Kothari (Managing Director of the Company) & Wife of Mr. Ashok Kumar Kothari (Non-Executive Director of the Company)
Terms and conditions of appointment /continuation of Directorship	Term of Appointment: Ms. Sushila Kothari is liable to retire by rotation. Re-appointment in terms of Section 152(6) of the Act Remuneration : As per the existing approved terms of Appointment subject to limit of Schedule V of Companies Act 2013.
Remuneration last drawn	NIL
No. of Board Meetings attended during FY 2024-25	During the year 2024-25, Six (6) Board meetings of the Company were held and Mrs. Sushila Kothari had attended all of the Six (6) Board Meetings.
Listed entities from which resigned in past three years	Nil
Chairman / Member of the Committee of the Board of Directors of this Company	Member In Nomination & Remuneration Committee & Stakeholders Relationship Committee.
Shareholding in Bhilwara Spinners Limited Enterprises Limited	100038 Equity Shares.
Shareholding in the Company as a beneficial owner	Nil
Directorship held in other Companies	Ahinsa Infrastructure And Developers Limited

BHILWARA SPINNERS LIMITED

Corporate Identity Number (CIN): L17115RJ1980PLC008217
Registered Office: 26 Industrial Area, Gandhi Nagar, Bhilwara 311001 (Rajasthan)
Phone: + 91-1482-246461 Fax +91-1482-246461
E-mail:- bhilspinbs@gmail.com,
Website: www.bhilspin.com,www.bhilwaraspINNERS.com

Only Shareholder or the Proxies Will be allowed to attend the meeting

DIP ID *	
Client ID *	

L.F. No.	
No. of Shares held	

I / We hereby record my/ our presence at the 44th Annual General Meeting of the Company being held on Wednesday, the 24th September, 2025 at 11.00 A.M. at Registered office at Company.

Signature of Shareholder(s): 1. _____ 2. _____

Signature of the Proxy holder _____

* Applicable for Investors holding Shares in Electronic form

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

**PROXY FORM
MGT-11**

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

CIN : L17115RJ1980PLC008217
 Name of Company : Bhilwara Spinners Limited
 Registered Office : 26 Industrial Area, Bhilwara-311001, Rajasthan

Name of the Member(s)	
Registered Address	
Email ID	
Folio No. / Client ID	
DP ID	

I/We, being the member(s) of..... Shares of Bhilwara Spinners Limited, hereby appoint:

(1)	Name	.....	:	Address	.....
	Email ID	.....	:	Signature	.....or falling him
(2)	Name	.....	:	Address	.....
	Email ID	.....	:	Signature	.....or falling him
(3)	Name	.....	:	Address	.....
	Email ID	.....	:	Signature	.....or falling him

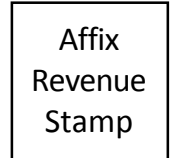
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44th Annual General Meeting of the Company to be held on Wednesday, 24th September, 2025 at 11.00 A.M. at Registered office at 26 Industrial Area, Bhilwara-311001 Rajasthan and at any adjournment thereof in respect of such resolutions as are over lief indicate below:

Resolution No.	RESOLUTIONS	Optional*	
		For	Against
1.	Adoption of Audited Financial Statement of the Company for the Financial Year ended 31 st March, 2025, together with Reports of the Board the Director and Auditors thereon.		
2.	Re-appointment of Mrs. Sushila Kothari (DIN:00132802) who retire by rotation being eligible offers herself for Re-appointment.		
3.	Appointment of Statutory Auditor		
4.	Approval of Related Party Transactions.		
5	Appointment of secretarial Auditor.		

Signed this..... day of2025

Signature of shareholder

Signature of proxy holder(s).....



- Note:
- (1) This form of proxy in order to be effective should be duly completed and deposited at the registered office 26 Industrial Area, Bhilwara-311001 Rajasthan of the company at, not less than 48 hours before the commencement of the meeting.
 - (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 44th Annual General Meeting.
 - (3) 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 resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
 - (4) In case of joint holders, signatures of any one holder will be sufficient, but names of the joint holders should be stated.

ROUTE MAP TO THE VENUE OF THE 44th ANNUAL GENERAL MEETING

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

