



**Bharat Textiles & Proofing
Industries Limited**

2017-18

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BOARD OF DIRECTORS : MR. AJEET KUMAR BHANDARI - Managing Director
MR. ANIL BHANDARI - Whole Time Director & CFO
MR. S. VINOD KUMAR - Independent Director
MR. MAHENDRAKUMAR BHANDARI - Independent Director
MS. SHIKHA BHANDARI - Non-Executive Director
Mr. SIVARAMAN UTHAYAKUMAR - Independent Director

COMPLIANCE OFFICER: MR. AJEET KUMAR BHANDARI

REGISTERED OFFICE AND: No. 994, SATYAVEDU ROAD, SIRUPUZHALPET, GUMMIDIPOONDI

PLANT LOCATION TAMIL NADU-601201

ADMINISTRATION OFFICE: NEW NO.39, (OLD NO. 50) 205, ABC TRADE CENTRE
2ND FLOOR (INSIDE DEVI THEATRE COMPOUND)
ANNA SALAI, CHENNAI – 600 002

AUDITORS : M/s CHANDARANA & SANKLECHA
137 NAIMIAPPA NAICKEN STREET,
2ND FLOOR, CHENNAI-600003

REGISTRAR AND SHARE M/s. CAMEO CORPORATE SERVICES LIMITED

TRANSFER AGENTS : “SUBRAMANIAM BUILDING” (V FLOOR)
NO. 1, CLUB HOUSE ROAD, CHENNAI – 600 002

BANKERS : ICICI BANK LIMITED
84, NSC Bose Road, Chennai – 600 079
INDIAN BANK
66, Rajaji Salai, Harbour Branch
Chennai-600001
AXIS BANK LIMITED
Corporate Banking Branch
Chennai – 600002



NOTICE OF THE 28TH ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the 28th Annual General Meeting of the Company will be held on Thursday the 27th September, 2018 at 10:00 A.M. at the Registered Office of the Company situated at No.994, Satyavedu Road, Suravalikandigai, Sirupuzhalpet (P), Gummidipoondi, Tamil Nadu-601201 for transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended on 31st March, 2018 and the reports of the Board of Directors and Auditors thereon and in this regard to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited Financial Statements of the Company for the year ended 31st March, 2018 together with the reports of the auditors and directors thereon be and are hereby received, considered, approved and adopted.”

2. To appoint a Director in place of Mr. Ajeet Kumar Bhandari (DIN: 01023609), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Ajeet Kumar Bhandari (DIN: 01023609), who retires by rotation in accordance with section 152 of the Companies, Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation.”

3. To reappoint Auditors and to fix their remuneration 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 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the shareholders of the Company be and is hereby accorded for the reappointment of M/s. Chandarana & Sanklecha (ICAI Firm Registration No 00057S) Chartered Accountants, who have completed their term in this Annual General Meeting, as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2022-23 on such remuneration as may be determined by the Board of Directors.”



SPECIAL BUSINESS

4. To approve material related party transactions:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force), and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the Company be and is hereby accorded to the Material Related Party transactions proposed to be entered for the Financial Year 2018-19 amounting to Rs.5.00 Crores as per details as set out in the Statement annexed to this Notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

5. To regularize and approve the appointment of Shri. Janarthanam Udayakumar as a Director

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

“RESOLVED THAT Shri. Janarthanam Udayakumar (DIN: 08203611), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21/08/2018, in terms of Section 161(1) of the Companies Act, 2013 and pursuant to the recommendations of the Remuneration and Nomination Committee and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose the candidature of Shri. Janarthanam Udayakumar for the office of Director be and is hereby appointed as a Director of the Company;



6. To regularize and approve the appointment of Shri. Janarthanam Udayakumar as an Independent Director

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

“RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Shri. Janarthanam Udayakumar, Director of the Company be and is hereby designated as an Independent Director and he is not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years up to the conclusion of the 33rd AGM of the Company.”

7. To rescind the resolution passed by the members of the Company at the EGM dated 31.08.2013 :

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

“RESOLVED THAT the members of the Company hereby rescind the resolution passed by the Company in the Extra-ordinary General Meeting held on 31 st August, 2013 to increase the Authorised Capital of the Company from Rs. 12,00,00,000/- divided into 1,20,00,000 Equity Shares of Rs. 10 Each to Rs. 16,00,00,000/- divided into 1,60,00,000 Equity Share of Rs. 10 Each.”

By order of the Board
For **Bharat Textiles & Proofing Industries Limited**

Sd/-

Ajeet Kumar Bhandari
DIN: 01023609
(Managing Director)

Place : Chennai
Date : 21/08/2018



NOTES:

1. The statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out in the Notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.
2. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Pursuant to Secretarial Standard on General Meeting (SS- 2) in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
3. **A MEMBER OF THE COMPANY WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR A MEMBER.**
4. **INSTRUMENT OF PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.**
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Register of members and the share transfer books of the Company will remain closed from **21st September, 2018 to 26th September, 2018** (both days inclusive) for the purpose of determining members eligible for participating in voting on the resolutions contained in the Notice of AGM.



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6. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorising their representative to attend and vote on behalf of the Company in the meeting.
7. A member of a company registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as its proxy unless such other person is also a member of such company.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical transfer and for ease in portfolio management. Members can contact the company or Registrar and Share Transfer Agents, M/s. Cameo Corporate Services Limited for assistance in this regard.
9. To promote green initiative, members are requested to register their e-mail address through their Depository Participants for sending future communications to them by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
10. Shareholders/proxy holders are requested to produce at the entrance, the attached admission slip duly completed and signed, for admission to the meeting hall.
11. Members desirous of getting any information about the accounts and operations of the Company are requested to address their query to the company at the registered office of the company well in advance so that the same may reach at least ten days before the date of the meeting so as to enable the management to keep the required information readily available at the meeting.
12. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company by such intending person.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which directors are interested under section 189 will be made available for inspection by members of the Company at the meeting.



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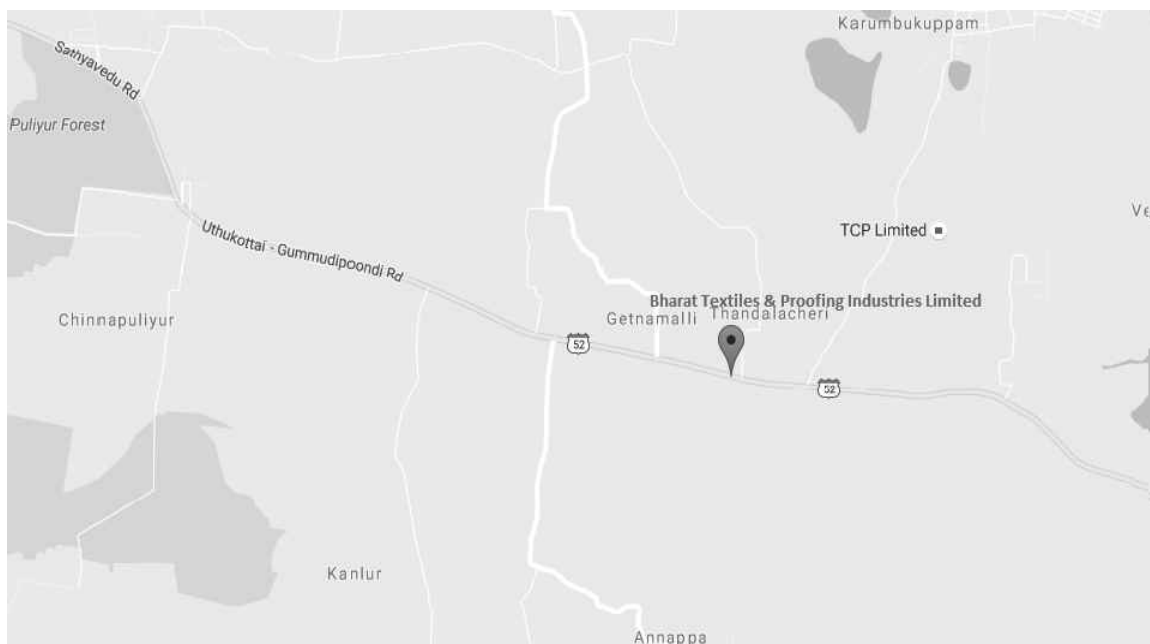
14. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company or the RTA for consolidating their holdings into one folio.
15. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Members are requested to send all communications relating to transfer of physical shares/ demat, etc. directly to the Registrars and Share Transfer Agents, M/s. Cameo Corporate Services Limited, 'Subramanian Building' (V Floor), No.1, Club House Road, Chennai – 600 002.
17. Members are requested to update their respective email address with the depository participant to ensure that the annual report and other documents reach you on your preferred email account.
18. 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.
19. SEBI has made it mandatory for every participant in the securities/capital market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit the details of their PAN along with a photocopy of both sides of the PAN Card, duly attested, to the Registrar and Share Transfer Agents M/s. Cameo Corporate Services Limited, 'Subramanian Building' (V Floor), No.1, Club House Road, Chennai – 600 002.
20. Electronic copy of the Annual Report is being sent to all the members whose e-mail IDs are registered with the Company's RTA/Depository Participants, unless such members have requested for a hard copy of the same. For members, who have not yet registered their e-mail address, physical copies of the Annual Report are being sent through the permitted mode.
21. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for Financial Year 2017-18 will also be available on the Company's website www.bharattarpaulin.com to download. The physical copies of the aforesaid



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documents will also be available at the Company's Corporate Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: ajeet@bharatcanvas.com.

22. At the ensuing Annual General Meeting of the Company, Mr. Ajeet Bhandari, Managing Director who retires by rotation and being eligible, offer himself for re-appointment.
23. The Route map of the Annual General Meeting is attached below and available in the Company's website as well.



24. Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through ballot paper, will also be made available at the Annual General Meeting and the members attending the Annual General Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the