



**Bharat Textiles & Proofing
Industries Limited**

ANNUAL REPORT
2019-2020

BOARD OF DIRECTORS : MR.AJEET KUMAR BHANDARI - Managing Director
MR.ANIL BHANDARI - Whole Time Director & CFO
MR.JANARTHANAM UDAYAKUMAR - Independent Director
MR. MAHENDRAKUMAR BHANDARI - Independent Director
MS. SHIKHA BHANDARI - Non-Executive Director
Mr. SIVARAMAN UTHAYAKUMAR - Independent Director
MR. KRISHNA KUMAR BHANDARI - Additional Director
Non-Executive Director
MS.VEENA BHANDARI - Additional Director
Non-Executive Director

COMPLIANCE OFFICER : MR.AJEET KUMAR BHANDARI

REGISTERED OFFICE AND PLANT LOCATION : 994, SATYAVEDU ROAD, SIRUPUZHAPET, GUMMIDIPOONDI, TAMIL NADU-601201

ADMINISTRATION OFFICE : OLD 43, NEW 64, SATTANNA NAICKEN STREET LANE ADJACENT TO NATRAJ THEATRE, BEHIND ANGALLAMMAN KOIL BACKSIDE, CHOOLAI, CHENNAI-600112. INDIA

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

REGISTRAR AND SHARE TRANSFER AGENTS : M/S. CAMEO CORPORATE SERVICES LIMITED
"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-600 001
AXIS BANK LIMITED
Corporate Banking Branch, Chennai – 600002

CONTENTS

Sl. No.	PARTICULARS	PAGE NOS.
1.	Notice to the Shareholders	01
2.	Directors' Report	10
3.	Management Discussion and Analysis	30
4.	Independent Auditors' Report	32
5.	Balance Sheet	38
6.	Statement of Profit & Loss	39
7.	Cash Flow Statement	40
8.	Notes to Financial Statements	45



Bharat Textiles & Proofing Industries Limited

NOTICE OF THE 30TH ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the 30th Annual General Meeting of the Company will be held on Monday, the 28th December 2020 at 11.00 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, 2020 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, 2020 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 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 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."

SPECIAL BUSINESS

3. **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 omnibus approval 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 2020-21 amounting to Rs.5.00 Crores as per details as set out under item no.6 of 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."

4. **TO APPROVE THE APPOINTMENT OF MR. KRISHNA KUMAR BHANDARI AS A DIRECTOR IN THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Krishna Kumar Bhandari (DIN: 05309897), who was appointed as the Additional Director of the Company with effect from 14 February, 2020 by the Board of Directors pursuant to Section 161 of the Act as recommended by the Nomination and Remuneration Committee and who holds office upto this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company".

5. **TO APPROVE THE APPOINTMENT OF MRS. VEENA BHANDARI (DIN: 05309897) AS A DIRECTOR IN THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Veena Bhandari (DIN: 08710531) who was appointed as an Additional Director with effect from 12 March 2020 by the Board of Directors pursuant to Section 161 of the Act as recommended by the Nomination and Remuneration Committee and who holds office upto this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature be and is hereby appointed as a Director of the Company".

**Bharat Textiles & Proofing Industries Limited****6. TO APPROVE THE APPOINTMENT OF MR. KRISHNA KUMAR BHANDARI AS A WHOLE-TIME DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the shareholders of the Company be and is hereby accorded for the appointment of and payment of remuneration of INR 25,000 per month to, including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr. Krishna Kumar Bhandari (DIN: 05309897) as a Whole-time Director of the Company for a period of three years with effect from 25 July 2020 to 24 June 2023 on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Krishna Kumar Bhandari".

7. TO CONSIDER AND APPROVE REVISION IN PAYMENT OF MANAGERIAL REMUNERATION TO MR. AJEET KUMAR BHANDARI (DIN: 01023609), MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded for the revision in the remuneration of Mr. Ajeet Kumar Bhandari (DIN: 01023609), Managing Director of the Company to INR 1,15,000 per month with effect from 01 April 2020 till the remaining duration of his tenure i.e. upto 31 March 2022".

8. TO APPROVE REVISION IN PAYMENT OF MANAGERIAL REMUNERATION OF MR. ANIL KUMAR BHANDARI (DIN: 02722372), CFO AND WHOLE-TIME DIRECTOR OF THE COMPANY

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

"RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the shareholders of the Company be and is hereby accorded for the revision in the remuneration of Mr. Anil Kumar Bhandari (DIN: 02722372), the Whole-time Director of the Company to INR 30,000 per month with effect from 01 April 2020 till the remaining duration of his tenure i.e. upto 31 March 2022".

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

**Sd/
Ajeet Kumar Bhandari
(Managing Director)**

Place : Chennai
Date : 26.11.2020

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**

**Bharat Textiles & Proofing Industries Limited**

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.

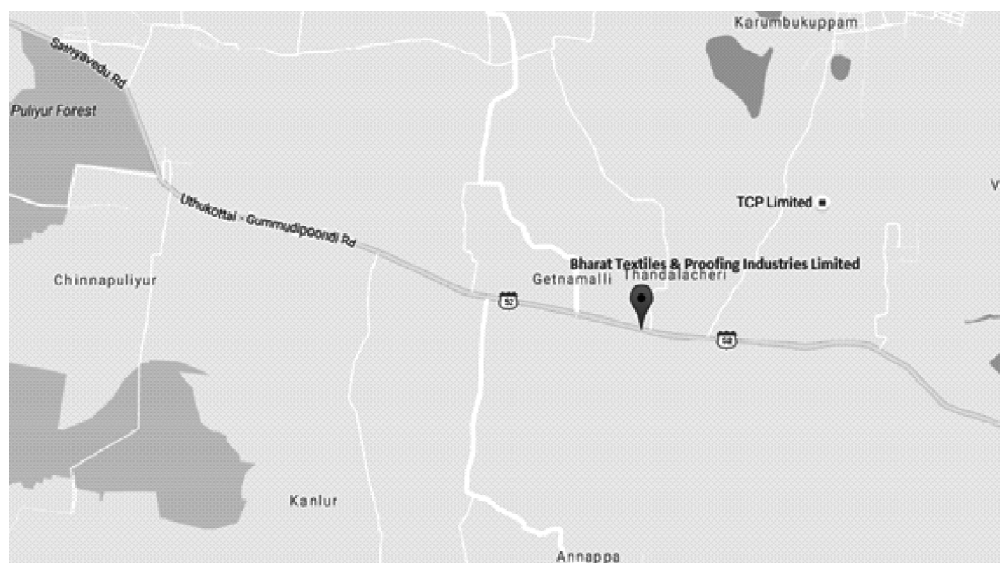
- 4. INSTRUMENT OF PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, 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 22nd December, 2020 to 28th December, 2020 (both days inclusive) for the purpose of determining members eligible for participating in voting on the resolutions contained in the Notice of AGM.
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.
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. In compliance with the circular issued by the Ministry of Corporate Affairs and SEBI Circular dated May 12, 2020,



Bharat Textiles & Proofing Industries Limited

Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

21. Members may also note that the Notice of the Annual General Meeting and the Annual Report for Financial Year 2019-20 will also be available on the Company's website www.bharattarpaulin.com to download.
22. At the ensuing Annual General Meeting of the Company, Mr. Ajeet Kumar 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 Annual General Meeting through ballot paper. Members who have casted their votes by remote e-voting prior to the Annual General Meeting may attend the Annual General Meeting but shall not be entitled to cast their votes again.

25. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and Regulation 44 of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

Members may note that those who have already voted on the resolutions through remote e-voting facility may attend the meeting but shall not be allowed to vote at the meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 24.12.2020 at 9.00 a.m. and ends on 27.12.2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21.12.2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

**Bharat Textiles & Proofing Industries Limited**

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login</p> <ul style="list-style-type: none">● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



Bharat Textiles & Proofing Industries Limited

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

26. Mr. K.V.Sampathkumar, Practising Company Secretary (Membership No. 106) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
27. The Scrutinizer immediately after the conclusion of voting at the Annual general Meeting will first count the votes cast at the meeting and thereafter will unblock the votes in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours from conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against the resolution, invalid votes, if any and whether the Resolution(s) has/have been carried or not, to the Chairman or a person authorised by him in writing who shall countersign the same.
28. The Results declared along with the Scrutinizer's report shall be placed on the Company's website www.bharattarpaulin.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") where the shares of the Company are listed.

**Bharat Textiles & Proofing Industries Limited****Annexure to the Notice of the 30th Annual General Meeting****Annexure 1****Statement pursuant to Section 102 (1) of the Companies Act 2013**

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3,4,5,6,7 and 8 of the accompanying Notice..

On Item No.3

Your Company is proposed to enter into certain business transactions with M/s. Rudraksh Textiles LLP, M/s. Krishna Tarpaulin Industries Private Limited, Him Marketing and Hospira Agencies which is a "Related Party" as defined under Section 2 (76) of the Companies Act, 2013 during Financial Year 2019-20. These transactions are estimated at Rs.5.00 Crores for F.Y. 2020-21 which are of value exceeding 10% of the Annual Turnover of the Company as per the Last Audited Financial Statement of the Company.

As per the provisions of Section 188 (1) of the Companies Act, 2013 "Related Party Transactions" requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015. Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Special Resolution where transactions proposed to be entered to falls, in the list of items referred therein and are in excess of threshold limits. Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis. All transactions entered into by the Corporation with the aforementioned related parties in the ordinary course of business and are at arm's length basis.

The amended Listing Agreement with Stock Exchanges which was made applicable from October 01, 2014 contains clause in respect of Related Party Transactions. The clause also defines term Material Related Party Transaction. It provides that all related party transactions shall be considered as "Material" if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceed 10% of the Annual Turnover of the company as per the Last Audited Financial Statement of the Company. The Material Related Party Transactions requires approval of the Shareholders by passing a Special Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

Members may please note that based on the criteria as mentioned above in the Listing Agreement, transactions entered into by the Corporation with M/s. Rudraksh Textiles LLP, M/s. Krishna Tarpaulin Industries Private Limited, M/s. Him Marketing and M/s. Hospira Agencies proposed to be entered into for F.Y. 2020-21 are "Material" and therefore requires approval of the Company by Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Shri. Anil Bhandari, Shri. Ajeet Kumar and Smt. Sikha Bhandari are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the Special Resolution for the approval of the Shareholders

On Item No. 4

Mr. Krishna Kumar Bhandari (DIN: 05309897) was appointed as an Additional Director w.e.f. 14 February 2020 in accordance with the provisions of Section 149(1), 161 of the Companies Act, 2013, read along with Rule 3 of Companies (Appointment of Directors) Rules, 2014. Pursuant to Section 161 of the Companies Act, 2013 the above Director holds office up to the date of this Annual General Meeting. In this regard the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying intention to propose Mr. Krishna Kumar Bhandari, as a candidate for the office of Director of the Company. Mr. Krishna Kumar Bhandari, if appointed, will be liable to retire by rotation under Sections 152 of the Companies Act, 2013 and in terms of provisions under the Articles of Association of the Company.

Mr. Krishna Kumar Bhandari is a B.E. Mechanical and has a rich experience in the field of manufacturing of technical textiles such as cotton canvas, digital printable fabric and PVC coated tarpaulins.

Mr. Krishna Kumar Bhandari (DIN: 05309897), aged 30 years, is the son of Mr. Ajeet Bhandari, the Managing Director and Mrs. Veena Bhandari, Additional Director of the Company

The Board feels that presence of Mr. Krishna Kumar Bhandari on the Board is desirable and would be beneficial to the company.

The Board recommends the resolution set forth in item No. 4 for Members approval by way of an Ordinary resolution.



Bharat Textiles & Proofing Industries Limited

None of the Directors except Mr. Ajeet Bhandari, Mr. Anil Kumar Bhandari, Ms. Shikha Bhandari and Mrs. Veena Bhandari is in any way interested or concerned in the resolution.

On Item No. 5

Mrs. Veena Bhandari (DIN: 05309897) was appointed as an Additional Director w.e.f. 12 March 2020 in accordance with the provisions of Section 149(1), 161 of the Companies Act, 2013, read along with Rule 3 of Companies (Appointment of Directors) Rules, 2014. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying intention to propose Mrs. Veena Bhandari, as a candidate for the office of Director of the Company. Mrs. Veena Bhandari, if appointed, will be liable to retire by rotation under Sections 152 of the Companies Act, 2013 and in terms of provisions under the Articles of Association of the Company.

Mrs. Veena Bhandari, 50 years, is wife of Mr. Ajeet Kumar Bhandari, Managing Director and mother of Mr. Krishna Kumar Bhandari, Whole-time Director of the Company.

The Board feels that presence of Mrs. Veena Bhandari on the Board is desirable and would be beneficial to the company.

The Board recommends the resolution set forth in item No.5 for Members approval by way of an Ordinary resolution.

None of the Directors except Mr. Ajeet Bhandari, Mr. Anil Kumar Bhandari Mrs. Shikha Bhandari and Mr. Krishna Kumar Bhandari is in any way interested or concerned in the resolution.

On Item No. 6

Mr. Krishna Kumar (DIN: 05309897), aged 30 years was designated as the Whole-time Director of the Company upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings on 25 July 2020 with effect from 25 July 2020 for a period of three years.

I	General Information																
	(1)	Nature of Industry	Textiles Industry														
	(2)	Date of commencement of commercial production	9 th April,1991														
	(3)	In case of new companies, expected date of commencement activities as per project approved by financial institutions appearing in the prospectus	Not applicable														
	(4)	Financial performance based on given indicators	Description	<table><tr><th colspan="2">Rs. in Lakhs</th></tr><tr><th>2019-20</th><th>2018-19</th></tr><tr><td>Income</td><td>1414.41</td><td>1516.36</td></tr><tr><td>Profit before tax</td><td>37.47</td><td>22.74</td></tr><tr><td>Profit after Tax</td><td>27.80</td><td>14.07</td></tr></table>	Rs. in Lakhs		2019-20	2018-19	Income	1414.41	1516.36	Profit before tax	37.47	22.74	Profit after Tax	27.80	14.07
Rs. in Lakhs																	
2019-20	2018-19																
Income	1414.41	1516.36															
Profit before tax	37.47	22.74															
Profit after Tax	27.80	14.07															
	(5)	Foreign investments or collaborations, if any.	The Company has not made any foreign investments and has not entered into any foreign collaborations														
II	Information about the appointee																
	(1)	Background details	Mr. Krishna Kumar Bhandari, aged 30, is a B.E. Mechanical. He is one of the members of the promoter group.														
	(2)	Past remuneration	NA														
	(3)	Recognition or awards	-														
	(4)	Job profile and suitability	Mr. Krishan Kumar has rich technical experience in the manufacturing of cotton canvas, digital printable fabric and PVC coated tarpaulins. Considering his expertise and experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Krishna Kumar should be available to the Company.														
	(5)	Remuneration proposed	As mentioned in the resolution.														
	(6)	Comparative remuneration profile with respect to Industry, size of the company, profile of the	The remuneration being proposed to be paid to Mr. Krishna Kumar is on par with the remuneration														