

BHILWARA SPINNERS LTD.

CIN L17115RJ1980PLC008217

Regd. Office: 26, Industrial Area, Poxt Box No.6, Gandhi Nagar, Bhilwara-311 001 (Rajasthan) India

Ph : 01482 – 246601 Fax : 01482 – 246461

Email : bhilspinbs@gmail.com, website: www.bhilspin.com

Date: 24 November, 2023

The Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
MUMBAI- 400 001 .

Scrip Code: **514272 (Bhilwara Spinners Limited)**

Sub: Notice of Extra-Ordinary General Meeting and Intimation of Remote E-voting.

Dear Sir,

The Extraordinary General Meeting ('EGM') of the Company is scheduled to be held on Saturday, the 16th December, 2023 at 11.00 A.M. (IST) at the Registered Office at 26, Industrial Area, Gandhi Nagar, Bhilwara -311 001 (Rajasthan) to transact businesses as set out in the Notice of EGM.

The Company is providing the remote e-voting facility to its shareholders to cast their votes on the resolutions set forth in the Notice of EGM through National Securities Depository Limited ('NSDL').

The remote e-voting will commence on Wednesday, the 13th December, 2023 (9.00 a.m. IST) to Friday, 15th December, 2023 (5:00 p.m. IST). During this period, Members of the Company holding shares in physical or electronic form as on 9th December, 2023 ('cut-off date') may cast their vote electronically.

We are enclosing a copy of the said Notice convening the Meeting along with the Explanatory Statement for your information and records.

This disclosure is being submitted in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Thanking You.

Yours faithfully,
For Bhilwara Spinners Limited

ANJALI JAIN

Anjali Jain

Company Secretary & Compliance Officer

Digitally signed by ANJALI JAIN
DN: c=IN, postalCode=311001, st=RAJASTHAN, street=C-59
BHILWARA, SURNAME=JAIN, o=ANJALI JAIN, ou=ANJALI JAIN, email=ANJALI.JAIN@BHILWARA.COM, cn=ANJALI JAIN
serialNumber=4306898b777b0a91a5152465d894cc9a9b26c02d
2.5.4.20=dca9f93969ef1205e94de0e18b9f57c811e35Sec0f04b1820d
c42ac475e38e704, email=JAINANJ2207@GMAIL.COM, cn=ANJALI
JAIN
Date: 2023.11.24 15:52:49 +05'30'

BHILWARA SPINNERS LTD.

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Ph : 01482 – 246601 Fax : 01482 – 246461

Email : bhilspinbs@gmail.com, website: www.bhilspin.com

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Bhilwara Spinners Limited will be held on Saturday, the 16th December, 2023 at 11:00 A.M. at the Registered Office of the Company at 26, Industrial Area, Gandhi Nagar, Bhilwara -311 001 (Rajasthan) to transact the following business:

Special Business:

Item No.-1:

To approve the appointment of Chitra Naraniwal (DIN: 09077116) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other laws, rules and regulations as may be applicable from time to time and pursuant to the recommendation of Nomination, Remuneration and Compensation Committee and the Board of Directors (“the Board”), the consent of the members be and is hereby accorded for the appointment of Chitra Naraniwal (DIN: 09077116), who was appointed as an additional director w.e.f. 7th October, 2023 pursuant to the provision of Section 161(1) of the Act, as a Non-Executive Independent Director of the Company, to hold office for a term of five years commencing from 7th October, 2023 to 6th October 2028 (both days inclusive), whose office shall not be liable to retire by rotation, on such terms and conditions including remuneration determined/ to be determined by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 2: Issue of Equity Shares to promoter, promoter group & indentified individuals on preferential basis:

*To consider and if thought fit, to pass, the following Resolution as **Special Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the company with BSE Limited on which the equity shares of the company having face value of Rs. 10/- (Rs. Ten) each are listed, Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended (“**Listing Regulations**”) and the law, rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Securities and Exchange Board of India, the Stock Exchanges, Ministry of Corporate Affairs or any other relevant authority (hereinafter referred as "Applicable Regulatory Authorities") from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required from any and/ or all Government or regulatory authorities and/ or all other institutions and bodies provided that such sanctions are acceptable to the Board of Directors of the Company and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to accept, the consent and approval of the members of the Company (“**Members**”) be and is hereby accorded to the Board to create, issue, offer and allot upto 23,50,000 (Twenty Three Lakhs Fifty Thousand) Equity Shares at a face value of Rs. 10/- (Rupees Ten) per equity shares at the issue price of Rs. 65/- (Rupees Sixty Five), aggregating up to Rs. 15,27,50,000/- (Rupees Fifteen Crore and Twenty Seven Lakh Fifty Thousand Only) on a preferential basis to the following Promoter(s), Promoter(s) Group & indentified individuals (“**Proposed Allottees**”) in such manner and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and/or other applicable provisions of the law and at such price as will be determined in accordance with Regulation 164 of the SEBI ICDR Regulations:

S. No.	Name of the Proposed Allottees	No of Equity Shares Proposed
1.	Ahinsa Infrastructure And Developers Limited	300000
2.	Anshul Kothari	75000

Bhilwara Spinners Limited

3.	Bhanwar Lal Kothari	90000
4.	Ashok Kumar Kothari	70000
5.	Sushila Kothari	80000
6.	Narendra Kumar Kothari	75000
7.	Narendra Kumar Kothari HUF	55000
8.	Bhanwar Lal Kothari HUF	55000
9.	Akshita Tater	40000
10.	Shree Bharka India Ltd	430000
11.	Om Prakash Patwari	100000
12.	Kartik Maheshwari	50000
13.	Vandana Patwari	50000
14.	Lad Kanwar Kothari	90000
15.	Arpit Kumar Jain	45000
16.	Abhishek Bumb	45000
17.	Puneet Kothari	70000
18.	Sandeep Kothari	80000
19.	Sourabh Kothari	60000
20.	Anjali Jain	80000
21.	Anju Devi Chaplot	22500
22.	Rajrindra Singh Pokharna	60000
23.	Mahendra Kumar Singhvi	50000
24.	LeelaSinghvi	35000
25.	Shikha Jain	55000
26.	Chanda Devi Kothari	45000
27.	Rakesh Kothari	40000
28.	RanuVishvas Shishodia	20000
29.	Monika Choudhary	15000
30.	Sanjeev Jodhawat	12500
31.	Dhiraj Kumar Choudhary HUF	10000
32.	Mamta Jain	25000
33.	Deepak Mehta HUF	10000
34.	Preetam Kumar Nagouri	10000
	Total	2350000

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the Equity Shares to be issued and allotted to the proposed Allottees (“Proposed Allottees”) as above be 16.11.2023, being the date falling 30 days prior to the date of this Extra Ordinary General Meeting of the Company, to approve the allotment of Equity Shares in dematerialized form is proposed to be completed within maximum period of 15 days from the date of passing of the special resolution and in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by applicable regulatory authorities, then the allotment shall be completed within 15 days from the date of receipt of such approval or permission as the case may be.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to proposed allottees pursuant to this resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects including dividend and voting rights.

RESOLVED FURTHER THAT the Equity Shares shall remain locked-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange-BSE subject to receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, the Board, be and are authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage / appoint lead managers, valuer(s), Merchant Banker, brokers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, and other consultants and advisors to the issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memorandam, documents, etc. with such agencies, as may be required, and as permitted by law.

RESOLVED FURTHER THAT the Board is authorised to take necessary steps for listing of the above mentioned Equity Shares on the Stock Exchanges where the Equity Shares of the Company are listed, as per the terms and conditions of the Listing Regulations, SEBI ICDR Regulations and other applicable Guidelines, Rules and Regulations.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board is authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

Bhilwara Spinners Limited

RESOLVED FURTHER THAT the Board is authorized to delegate all or any of the powers herein conferred by this resolution to any committee of the Board or any one or more Director(s)/Company Secretary/any other officer(s) of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any Governmental authorities and to appoint any professional advisor/consultants/ lawyers."

By Order of the Board of Directors
For Bhilwara Spinners Limited

Ashok Kumar Kothari
Managing Director
DIN: 00132801

Place: Bhilwara
Date: 18.11.2023

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the Special business under Item No. 1 & 2 set out above is annexed and details as required under the SEBI (Issue of Capital and Disclosure Requirements) Regulation 2018, (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
2. A member entitled to attend and vote at the Extraordinary General Meeting of the Company is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. The instrument appointing a proxy in order to be a valid must be duly filled in all respects and should be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
3. A person shall not act as a Proxy for more than 50 Members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person can act as Proxy for a Member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
4. Members/Proxies are requested to bring their attendance slips duly filled in along with their copy of this notice for attending the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Share Transfer Agent of the Company at the address mentioned below quoting their folio number(s):

M/s. MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area,
Phase I, New Delhi-110020.
7. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to M/s. MCS Share Transfer Agent Limited.

8. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days, except Sunday between 11.00 a.m. to 01:00 p.m. up to and including the date of Extraordinary General Meeting of the Company.
9. Members are requested to notify immediately any change in their addresses to the Company to address any future communication at their correct address.
10. Members holding shares in physical form may be aware that trading of the Equity Shares of the Company has to be in demat form. In view of this and several other benefits of holding shares in demat mode, you are requested to have your shares dematerialized to avail the benefits of electronic form of trading.
11. In support of the “Green Initiative” announced by the Government of India, electronic copies of this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses have been made available to Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of e-voting along with Entrance Pass and Proxy Form, will be sent to them in the permitted mode.
12. Pursuant to the MCA General Circular No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020; General Circular No. 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated 8th December, 2021; General Circular No. 3/2022 dated 5th May, 2022; General Circular No. 11/2022 dated December 28, 2022 and SEBI Circular No. SEBI/HO/DDHS-RACPOD1/P/CIR/2023/001 dated 5th January, 2023 (collectively referred as “**Circulars**”), which permits the Company to send the Notice of EGM by email to all its shareholders who have registered their email addresses with the Company / Registrar and Share Transfer Agent (“**RTA**”) or Depository / Depository Participants. As permitted under the Circulars, the Company is sending the Notice on EGM in electronic form only. The Notice of EGM are made available on the Company’s website www.bhilspin.com and also on the website of the stock exchange where the shares of the Company have been listed, viz., BSE Limited.
13. A route map, showing directions to reach the EGM venue is annexed hereto.
14. Voting through electronic means.
 - 1) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted vide Companies (Management & Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is

pleased to provide its members voting by electronic means (remote e-voting i.e. voting electronically from a place other than the venue of the general meeting) to cast their votes electronically in respect of businesses to be transacted at Extraordinary General Meeting. The Company has engaged the services of NSDL e-voting platform, i.e., <https://www.evoting.nsdl.com/> as the agency to provide e-voting facility.

- 2) The facility for voting through polling paper shall be made available at the Extraordinary General Meeting (EGM) venue. Only those members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through polling paper.
- 3) The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 13th December, 2023 at 9:00 A.M. and ends on Friday, 15th December, 2023 at 5:00P.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. 9th December, 2023, 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 9th December 2023.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 ‘ 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. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>

2. 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. 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.
3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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. 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 evoting 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</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is

	12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to 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.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mahatre 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:

Bhilwara Spinners Limited

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to bhilspinbs@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 Aadhar Card) to bhilspinbs@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.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.

Explanatory statement pursuant to section 102 of the Companies Act, 2013

Item No.1:

The Board of Directors of the Company, on the recommendation of the Nomination, Remuneration and Compensation (NRC) Committee, has appointed Chitra Naraniwal (DIN: 09077116) as an Additional Director in the category of Non- Executive Independent Director w.e.f. 7th October, 2023 under Sections 161 and 149 of the Companies Act, 2013 (“the Act”) read with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulation, 2015”) for a term of five years from 7th October 2023 to 6th October 2028 (both days inclusive), not liable to retire by rotation, subject to the approval of the shareholders.

The Company has received from Chitra Naraniwal (i) consent in writing to act as Director of the Company; (ii) a declaration that she is not disqualified to act as Director under Section 164(2) of the Act; (iii) meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015; (iv) a confirmation that she is registered in the Independent Director’s databank; and (v) a declaration that she is not debarred from holding of office of director pursuant to any SEBI order or any other such authority.

The Board noted that Chitra Naraniwal meets all the attributes/skills/capabilities required for the role as an Independent Director, as identified by the NRC Committee of the Company. Chitra Naraniwal, inter-alia, possesses (i) Sound business & financial knowledge and Strategic thinking; (ii) Professional experience of 6 years in commerce & industries, finance and securities laws; (iii) Leadership quality and having sound judgement ability; and (iv) Good knowledge & understanding of customer behavior.

In the opinion of the Board, Chitra Naraniwal fulfils the conditions of independent director as specified in the Act/Regulations and she is independent of the management. The Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing his candidature for the appointment as an Independent Director of the Company.

Pursuant to SEBI (LODR) Regulations, 2015, the approval of shareholders for the appointment of a director shall be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, it is proposed to seek approval of shareholders of the Company by way of a Special Resolution in the ensuing EGM for the appointment of Ms. Chitra Naraniwal as a Non-Executive Independent Director of the Company for a term of five years from 7th October 2023 to 6th October, 2028 (both days inclusive), not liable to retire by rotation, on such terms and conditions including remuneration by way of profit related commission determined/to be determined by the Board.

The Board recommends the Resolution set out at Item No. 1 of the Notice for the approval of the members as a Special Resolution.

The brief profile, specific areas of his expertise and other information as required under SEBI (LODR) Regulations, 2015 and SS-2, is provided as annexure to the notice. The terms and conditions of appointment of Director would be available for inspection between 11.00 A.M. and 1.00 P.M. (IST) on all working days of the Company, except holiday, upto the date of EGM. Members seeking to inspect such document can send an E-mail to bhilspinbs@gmail.com

No Director, Key Managerial Personnel, and their relatives, except appointee himself, is in any way, concerned or interested in the resolution.

Item 2: Issue of Equity Shares to Promoters/ Promoter Group of the Company/ Identified Persons on Preferential Basis:

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to Promoter(s), Promoter(s) Group & Identified individual (“Proposed Allottees”) of the Company.

The Board of Directors in its meeting held on 18th November, 2023 has approved the offer and issue up to 23,50,000 Equity Shares of the Company Shares of Rs. 10/- (Rupees Ten only) each at a Premium of Rs. 55/- (Rupees Fifty Five only) per share aggregating to Rs.15,27,50,000/- (Rupees Fifteen Crore and Twenty Seven Lakh Fifty Thousand Only) on Preferential basis to the proposed Allottees, subject to inter alia the approval of the shareholders of the company and receipt of applicable regulatory and statutory approvals in relation thereto.

That as per terms and conditions of the Sanction letter of the Bank, the company is required to increase its net worth/equity to the extent of minimum of Rs. 12.00 Crore, hence, it was proposed by the Board of Director to consider and approve Preferential Issue of such number of Equity Shares of the Company to Promoter(s), Promoter(s) Group & Identified persons of the Company as may be decided by the Board subject to obtaining the approval of the shareholders of the Company

The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations, 2018 and the Companies Act, 2013 read with the rules issued thereunder, are set forth below:

i) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on Saturday, 18th November, 2023 had, subject to the approval of the Members of the company and such other approvals as may be required, approved the issuance of Equity Shares up to 23,50,000 Equity Share at a issue price of Rs.

65/- (Rupees Sixty Five only) per Equity Share, aggregating to Rs. 15,27,50,000/- (Rupees Fifteen Crore and Twenty Seven Lakh Fifty Thousand Only), for cash consideration, on a preferential basis to the Promoter(s), Promoter(s) Group & Identified persons.

ii) Objects of the Preferential Issue

The Company proposes to raise funds aggregating up to Rs. 15, 27, 50,000/- (Rupees Fifteen Crore and Twenty Seven Lakh Fifty Thousand Only) through the Preferential Issue as per terms and conditions of the Sanction letter of the Bank, the company is required to increase its net worth/equity to the extent of minimum of Rs. 12.00 Crore. The proceeds of the Preferential Issue shall be utilized for fulfilling the conditions of Bank as Margin money for ongoing project implementation and working capital of the Company.

iii) Maximum Number of specified securities offered and the price at which security is being offered

Up to 23,50,000 (Twenty Three Lakh Fifty Thousand) Equity Shares of the Company at a price of Rs. 65/- (including a premium of Rs. 55/-) per Equity Share aggregating up to Rs. 15,27,50,000/- (Rupees Fifteen Crore and Twenty Seven Lakh Fifty Thousand Only), such price being not less than the price as on the Relevant Date i.e. 16th November, 2023 determined in accordance with the provisions of Chapter V Regulation 164 of the SEBI ICDR Regulations.

iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is 16th November, 2023, being the date 30 days prior to the date of this Extra-ordinary General Meeting (EGM) at which the proposed preferential issue will be considered.

v) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on BSE Limited (“BSE”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and volume weighted average price of the company’s equity shares at BSE Platform has been considered in accordance with the SEBI (ICDR) Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs. 62.90/- per Equity Shares. The price per Equity Share to be issued in pursuance to the Preferential Issue is fixed at Rs. 65/- per Equity Share which is not less than the higher of the following:

- (a) **Rs. 62.90 per Share** – being the 90 trading days volume weighted average price of the Company’s equity shares quoted on the Stock Exchange (BSE Limited), preceding the Relevant Date; or
- (b) **Rs. 61.67 per Share** – being the 10 trading days volume weighted average prices of the Company’s equity shares quoted on the Stock Exchange (BSE Limited), preceding the Relevant Date.

- vi) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects**

Ms. Sushila Kothari, Promoter of the company, intends to subscribe 80,000 Equity shares in the proposed issue and M/s. Ahinsa Infrastructure And Developers Limited, Promoter of the company, intends to subscribe 3,00,000 Equity shares in the proposed issue. The immediate relatives of the promoter Ms. Sushila Kothari in terms of Regulation 2(1)(pp)(ii) of SEBI ICDR Regulations intend to subscribe the proposed issue, which includes Mr Ashok Kumar Kothari (Managing Director and Chairperson); Mr. Anshul Kothari, (Director of the company); Mr. Bhanwar Lal Kothari; Mr. Narendra Kumar Kothari; Narendra Kumar Kothari HUF; Bhanwar Lal Kothari HUF and Akshita Tater, intend to subscribe Equity shares in the proposed issue as mentioned in the Resolution.

Mr Ashok Kumar Kothari (Managing Director and Chairperson); Mr. Anshul Kothari, (Director of the company) and Ms. Anjali Jain (Company Secretary & Compliance Officer) Key Managerial Personnel of the company intend to subscribe Equity shares in the proposed issue. The contribution being made by the Promoters or Directors/KMP are part of the Preferential Issue.

- vii) Time frame within which the Preferential Issue shall be completed**

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

- viii) Principal terms of assets charged as securities-** Not applicable.

- ix) Valuation and Justification for the allotment proposed to be made for consideration other than cash :** Not applicable

- x) Material terms of raising such securities:**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights

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xi) Shareholding pattern of the Company before and after the Preferential Issue

S. No.	Category	Pre Issue		Post Preferential Issue	
		No of shares	% of Shareholding	No of shares	% of Shareholding
A	<u>Promoter Holding</u>				
1	Indian:				
	Individual	20038	0.30	560038	6.14
	Bodies Corporate	3346740	49.50	3646740	40.03
	Sub Total	3366778	49.80	4206778	46.17
2	Foreign Promoters	NIL	NIL	NIL	NIL
	Sub Total (A)	3366778	49.80	4206778	46.17
B	<u>Non-Promoter Holding</u>				
1	Institutional Investor	106810	1.58	106810	1.17
2	Non Institution:				
	Individual	2877866	42.56	3937866	43.22
	Bodies Corporate	58229	0.86	488229	5.36
	Others HUF	351447	5.20	371447	4.08
	Sub Total (B)	3394352	50.20	4904352	53.83
	Grand Total	6761130	100.00	9111130	100.00

xii) the percentage of post Preferential Issue capital that may be held by allottees(s) and change in control, if any, in the Company consequent to the Preferential Issue

The Equity Shares are proposed to be allotted to the promoter, promoter group and identified individual of the company. Details of shareholding of proposed allottees, prior to and after the proposed Preferential Issue, are as under:

Bhilwara Spinners Limited

S. No.	Name of the proposed allottees	Pre-Preferential Issue		Post-Allotment of Equity Shares pursuant to the Preferential Issue	
		No. of Equity Shares held	Percentage held	No. of Equity Shares held	Percentage held
1.	Ahinsa Infrastructure & Developers Limited	3346740	49.50	3646740	40.03
2.	Anshul Kothari	-	-	75000	0.82
3.	Bhanwar Lal Kothari	-	-	90000	0.99
4.	Ashok Kumar Kothari	-	-	70000	0.77
5.	Sushila Kothari	20038	0.30	100038	1.10
6.	Narendra umar Kothari	-	-	75000	0.82
7.	Narendra Kumar Kothari HUF	-	-	55000	0.61
8.	Bhanwar Lal Kothari HUF	-	-	55000	0.61
9.	Akshita Tater	-	-	40000	0.44
10.	Shree Bharka India Ltd	-	-	430000	4.72
11.	Om Prakash Patwari	-	-	100000	1.10
12.	Kartik Maheshwari	-	-	50000	0.55
13.	Smt Vandna Patwari	-	-	50000	0.55
14.	Lad Kanwar Kothari	32438	0.48	122438	1.34
15.	Arpit Kumar Jain	-	-	45000	0.49
16.	Abhishek Bumb	-	-	45000	0.49
17.	Puneet Kothari	-	-	70000	0.77
18.	Sandeep Kothari	84287	1.25	164287	1.80
19.	Sourabh Kothari	94997	1.41	154997	1.70
20.	Anjali Jain	95286	1.41	175286	1.92
21.	Anju Devi Chaplot	-	-	22500	0.25

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22.	Rajendra Singh Pokharna	-	-	60000	0.66
23.	Mahendra Kumar Singhvi	-	-	50000	0.55
24.	Leela Singhvi	-	-	35000	0.38
25.	Shikha Jain	68855	1.02	123855	1.36
26.	Chanda Devi Kothari	93404	1.38	138406	1.52
27.	Rakesh Kothari	-	-	40000	0.44
28.	Ranu Vishvas Shishodia	-	-	20000	0.22
29.	Monika Choudhary	-	-	15000	0.16
30.	Sanjeev Jodhawat	-	-	12500	0.14
31.	Dhiraj Kumar Choudhary HUF	-	-	10000	0.11
32.	Mamta Jain	-	-	25000	0.27
33.	Deepak Mehta HUF	-	-	10000	0.11
34.	Preetam Kumar Nagouri	-	-	10000	0.11

There shall be no change in control of the Company pursuant to the aforesaid Preferential Issue. However, the percentage of shareholding and voting rights exercised by identified individual promoters, Promoter group of the Company, will change in accordance with the change in the shareholding pattern as set above.

xiii) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees,

Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed Allottees:

Sr. No.	Name of Proposed Allottees	Natural Persons who are ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control
1	Ahinsa Infrastructure and Developers Limited	1. Ashok Kumar Kothari 2. Anshul Kothari 3. Sushila Kothari 4. Sandeep Kothari 5. Sourabh Kothari 6. Chandra Singh Kothari

Bhilwara Spinners Limited

2	Anshul Kothari	Not Applicable
3	Bhanwar Lal Kothari	Not Applicable
4	Ashok Kumar Kothari	Not Applicable
5	Sushila Kothari	Not Applicable
6	Narendra Kumar Kothari	Not Applicable
7	Narendra Kumar Kothari HUF	Narendra Kumar Kothari
8	Bhanwar Lal Kothari HUF	Bhanwar Lal Kothari
9	Akshita Tater	Not Applicable
10	Shree Bharka India Ltd	1. Sourabh Kothari 2. Sandeep Kothari 3. Narendra Kumar Kothari 4. Puneet Kothari 5. Ashok Kumar Kothari 6. Bhawar Lal Kothari 7. Chandra Singh Kothari
11	Om Prakash Patwari	Not Applicable
12	Kartik Maheshwari	Not Applicable
13	Smt Vandna Patwari	Not Applicable
14	Lad Kanwar Kothari	Not Applicable
15	Arpit Kumar Jain	Not Applicable
16	Abhishek Bumb	Not Applicable
17	Puneet Kothari	Not Applicable
18	Sandeep Kothari	Not Applicable
19	Sourabh Kothari	Not Applicable
20	Anjali Jain	Not Applicable
21	Anju Devi Chaplot	Not Applicable

Bhilwara Spinners Limited

22	Rajendra Singh Pokharna	Not Applicable
23	Mahendra Kumar Singhvi	Not Applicable
24	Smt Leela Singhvi	Not Applicable
25	Shikha Jain	Not Applicable
26	Chanda Devi Kothari	Not Applicable
27	Rakesh Kothari	Not Applicable
28	Smt Ranu Vishvasshishodia	Not Applicable
29	Smt Monika Choudhary	Not Applicable
30	Sanjeev Jodhawat	Not Applicable
31	Dhiraj Kumar Choudhary HUF	Dhiraj Kumar Choudhary
32	Smt Mamta Jain	Not Applicable
33	Deepak Mehta HUF	Deepak Mehata
34	Preetam Kumar Nagouri	Not Applicable

xi) Lock-in Period

The Equity Shares shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

The Equity Shares to be allotted on a preferential basis to the promoters or promoter group shall be locked in for a period of 18 months from the date of trading approval granted by the stock exchange.

The Equity shares to be allotted on a preferential basis to persons other than the promoters and promoter group shall be locked-in for a period of six months from the date of trading approval.

The entire pre-Preferential Issue shareholding of the proposed allottees shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

xii) Undertakings

- a) None of the Company, its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations.
- b) None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- c) The issuer shall re-compute the issue price in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- d) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till time such amount is paid by the allottees.

xiii) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non promoter

Sr. No.	Name of Proposed Allottees	Current Status (promoter or non-promoter)	Proposed status (promoter or non-promoter)
1	Ahinsa Infrastructure and Developers Ltd	Promoter	Promoter
2	Anshul Kothari	NA	Promoter
3	Bhanwar Lal Kothari	NA	Promoter
4	Ashok Kumar Kothari	NA	Promoter
5	Sushila Kothari	Promoter	Promoter
6	Narendra Kumar Kothari	NA	Promoter
7	Narendra Kumar Kothari HUF	NA	Promoter
8	Bhanwar Lal Kothari HUF	NA	Promoter
9	Akshita Tater	NA	Promoter
10	Shree Bharka India Ltd	NA	Non - Promoter
11	Om Prakash Patwari	NA	Non - Promoter
12	Kartik Maheshwari	NA	Non – Promoter
13	Smt Vandna Patwari	NA	Non – Promoter
14	Lad Kanwar Kothari	NA	Non – Promoter
15	Arpit Kumar Jain	NA	Non – Promoter

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16	Abhishek Bumb	NA	Non – Promoter
17	Puneet Kothari	NA	Non – Promoter
18	Sandeep Kothari	NA	Non – Promoter
19	Sourabh Kothari	NA	Non – Promoter
20	Anjali Jain	NA	Non – Promoter
21	Anju Devi Chaplot	NA	Non - Promoter
22	Rajendra Singh Pokharna	NA	Non – Promoter
23	Mahendra Kumar Singhvi	NA	Non – Promoter
24	Smt Leela Singhvi	NA	Non – Promoter
25	Shikha Jain	NA	Non - Promoter
26	Chanda Devi Kothari	NA	Non – Promoter
27	Rakesh Kothari	NA	Non – Promoter
28	Smt Ranu Vishvasshishodia	NA	Non – Promoter
29	Smt Monika Choudhary	NA	Non – Promoter
30	Sanjeev Jodhawat	NA	Non – Promoter
31	Dhiraj Kumar Choudhary HUF	NA	Non – Promoter
32	Smt Mamta Jain	NA	Non - Promoter
33	Deepak Mehta HUF	NA	Non – Promoter
34	Preetam Kumar Nagouri	NA	Non - Promoter

xiv) Auditors' Certificate

The certificate from Brij Kishore Sharma, Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting.

The copy of the certificate shall be placed in the meeting and Company's website link for the Certificate is www.bhilspin.com

xv) Other disclosures

- a) During the period from 1st April, 2023 until the date of Notice of this EOGM, the Company has not made any preferential issue of Equity Shares.
- b) The identified persons and promoter/promoter group of the Company have confirmed that they have not sold or transferred any Equity Shares during the 90 trading days preceding the Relevant Date.
- c) Since the Equity Shares of the Company are listed & frequently traded on the stock exchange and the Preferential Issue is not more than 5% of the post issue fully diluted share capital, report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the said Equity Shares to the proposed allottees is being sought by way of a Special Resolution as set out in the said item of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the said resolution.

By Order of the Board of Directors
For Bhilwara Spinners Limited

ASHOK KUMAR KOTHARI
(Director)
DIN: 00132801

Place: Bhilwara
Date: 18.11.2023

ANNEXURE TO THE NOTICE

The brief profile, specific areas of his expertise and other information as required under SEBI (LODR) Regulations, 2015

Name	CHITRA NARANIWAL
Date of Birth	29/07/1994
Brief Resume, Qualifications, Experience and expertise in specific functional areas	Ms. Chitra Naraniwal, inter-alia, possesses (i) Sound business & financial knowledge and Strategic thinking; (ii) Professional experience of 6 years in e-commerce and digital marketing; (iii) Leadership quality and having sound judgement ability; and (iv) Good knowledge & understanding of customer behavior.
Disclosure of relationships with Directors/KMP	NIL
Date of first appointment on the Board	07/10/2023
Date of current appointment	07/10/2023
Terms and Conditions of Appointment including Remuneration proposed to be paid	Terms of Appointment – 7th October 2023 to 6th October 2028 Proposed Remuneration – Profit related commission determined/to be determined by Board, subject to the overall limit of remuneration for all non-executive directors.
Remuneration last drawn (including sitting fees, if any)	NA
Number of meetings of the Board attended during the financial year (FY 2022-23)	NA
Directorships held in other public Companies (excluding foreign & section 8 companies)	Vandana Knitwear Limited-Director
Memberships / Chairmanships of Committees across companies	Member in NRC and SRC committees and Chairman of Audit Committee of Vandana Knitwear Limited
Listed entities from which resigned from past three years	NIL
No. of shares held in the Company including shareholding as beneficial owner	NIL
Skills and capabilities required for the role and the manner in which such requirements are met	Business acumen, strategic thinking, leadership skills, financial knowledge, relevant business experience, board services and governance, judgement ability, effective participation and other diversity.

BHILWARA SPINNERS LTD.

CIN L17115RJ1980PLC008217

Regd. Office: 26, Industrial Area, Poxt Box No.6, Gandhi Nagar, Bhilwara-311 001 (Rajasthan) India

Ph : 01482 – 246601 Fax : 01482 – 246461

Email : bhilspinbs@gmail.com, website: www.bhilspin.com

Attendance Slip

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 hall.

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the Company at 26, Industrial Area, Gandhi Nagar, Bhilwara -311001, Rajasthan, at 11:00 A.M. on Saturday, the 16th December, 2023.

.....
Full name of the Shareholder
(in block capitals) Signature

FolioNo...../DP IDNo.*..... &

Client ID No.*.....

* Applicable for members holding shares in electronic form.

.....
Full name of Proxy
(in block capitals) Signature

NOTE: Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

Bhilwara Spinners Limited

Form No. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company:	Bhilwara Spinners Limited
Registered office:	26, Industrial Area, Post Box No.6, Gandhi Nagar, Bhilwara-311 001 (Rajasthan)

BALLOT PAPER

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity

I hereby exercise my vote in respect of ~~Ordinary~~ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	To approve the appointment of Ms. Chitra Naraniwal (DIN: 09077116) as an Independent Director of the Company			
2.	Issue of Equity Shares to promoter, promoter group & proposed individuals on preferential basis			

Place:

Date:

(Signature of the shareholder)

BHILWARA SPINNERS LTD.

CIN L17115RJ1980PLC008217

Regd. Office: 26, Industrial Area, Poxst Box No.6, Gandhi Nagar, Bhilwara-311 001 (Rajasthan) India

Ph : 01482 – 246601 Fax : 01482 – 246461

Email : bhilspinbs@gmail.com, website: www.bhilspin.com

Form No. MGT-11 (PROXY FORM)

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

Name of the member (s):

E-mail Id:.....

Registered address:

Folio/Client Id:.....

DP ID:

I/we, being the member (s) having..... Shares of the above named company, hereby appoint:

1) Name.....R/o..... having e-mail id..... (Signature)or failing him

2) Name.....R/o..... having e-mail id..... (Signature)or failing him

3) Name.....R/o..... having e-mail id..... (Signature)

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Saturday, 16th December, 2023 at 11:00 A.M. at 26, Industrial Area, Post Box No.6, Gandhi Nagar, Bhilwara-311 001 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	Type of Resolution	Mark(√)
	Special Business		
1.	To approve the appointment of Chitra Naraniwal (DIN: 09077116) as an Independent Director of the Company	Special	
2.	Issue of Equity Shares to promoter, promoter group & proposed individuals on preferential basis	Special	

* Please put a (√) in the appropriate column against the resolutions indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Rs. 1/-
Revenue Stamp

Signed this.....day of 2023

Signature of Shareholder

Signature of First Proxy holder

Signature of Second Proxy

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

