BHALCHANDRAM CLOTHING LIMITED
Regd. Off.: 307, Arun Chambers, Tardeo Road, Mumbai - 400 034.
Tel.: 4050 0100 Fax : 4050 0150, Email : investor@bhalchandram.com
Website : www.bhalchandram.com, CIN : L17120MH2005PLC156451

July 19, 2025

To,
Listing Department
National Stock Exchange of India – ITP Platform,
3rd Floor, Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra East
Mumbai - 400 051.

Ref: BHALCHANDR

Dear Sir/ Madam,

Sub: Notice of 20th Annual General Meeting of the Company for the Financial Year 2024-25 as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

Further to our letter dated July 14, 2025 and pursuant to Regulation 30 of the SEBI Listing Regulations, enclosed please find herewith the Notice and Explanatory Statement convening the 20th Annual General Meeting (AGM) scheduled to be held on Monday, August 11, 2025 at 11.00 AM at the registered office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai 400034.

The notice of AGM is being sent to all the members whose email ids have been registered with the Company. The Company is pleased to provide to its members the facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means. Only Shareholders, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Monday, August 04, 2025, shall be entitled to avail the e-voting facility.

The remote e-voting facility commences on Wednesday, August 06, 2025 from 9.00 a.m. (IST) and ends on Sunday, August 10, 2025 at 5.00 p.m. (IST).

Kindly take a note of the same.

Thanking you.

Yours faithfully,
For **Bhalchandram Clothing Limited**
Sunil Kumar Patel
Digitally signed by Sunil Kumar Patel
Date: 2025.07.19 12:06:14 +05'30'
Sunil Kumar Patel
Company Secretary

Encl: As above

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of Bhalchandram Clothing Limited will be held on, Monday, August 11, 2025 at 11.00 AM at Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai - 400034 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2025 comprising of Balance Sheet as at March 31, 2025, the Statement of Profit and Loss for the year ended March 31, 2025 and the reports of Directors and the Auditors thereon.

2. To appoint a Director in place of Mr. Ujwal Lahoti (DIN: 00360785), who retires by rotation and being eligible offers himself for re-appointment.

3. To appoint Statutory Auditors and fix their remuneration:
   To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013, read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), H. P. Daga & Company, Chartered Accountants (FRN: 101991W), be and is hereby appointed as the Statutory Auditors of the Company, as recommended by Board of Directors in their meeting held on May 13, 2025 to fill the casual vacancy caused by the resignation of LLB & Company (FRN: 117758W), to hold the office from the conclusion of this Annual General Meeting until the conclusion of Twenty Fifth Annual General Meeting of the Company, and that the Board is be and hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors of the Company from time to time.

   RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.**"**

SPECIAL BUSINESS:

4. To appoint Secretarial Auditors and fix their remuneration:
   To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 204(1) and all other applicable provisions of the Companies Act, 2013, read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Atul Kulkarni & Associates, Company Secretaries, be and is hereby appointed as the Secretarial Auditors of the Company, as recommended by Board of Directors in their meeting held on May 13, 2025, to hold the office for the term of Five years from the Financial Year 2025-26 to 2029-30, and that the Board is be and hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors of the Company from time to time.

   RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.**"**

5. To delist the securities of the Company from the National Stock Exchange of India Limited in terms of Regulation 106ZD (2) a) of the Securities and Exchange Board of India (SEBI) (Listing of Specified Securities on Institutional Trading Platform) Regulations, 2013 read with SEBI circular no. CIR/MRD/DSA/33/2013 dated October 24, 2013.

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

   "RESOLVED THAT pursuant to Regulation 106ZD (2) a) of the Securities and Exchange Board of India (SEBI) (Listing of Specified Securities on Institutional Trading Platform) Regulations, 2013 read with SEBI circular no. CIR/MRD/DSA/33/2013 dated October 24, 2013, the Company expresses their intention to delist its equity shares from NSE SME EMERGE ITP Platform, the stock exchange where the equity shares of the Company are listed in accordance with SEBI (Listing of specified securities on Institutional Trading Platform) Regulations, 2013, and pursuant to the approval of the Board of Directors of the Company granted in its meeting held on July 14, 2025, to delist the equity shares of the Company from the Stock Exchange and subject to the applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on receipt of the necessary approval from NSE, the relevant provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing of specified securities on Institutional Trading Platform) Regulations, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Securities Contracts (Regulation) Act, 1956 (including the rules issued thereunder), as amended from time to time, if any, the listing agreement entered with NSE and subject to other applicable provisions, regulations and guidelines issued by SEBI, as amended from time to time and subject to such permissions, sanctions and approvals as may be required from such other authorities in this regard and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the Company from NSE SME EMERGE ITP Platform.

RESOLVED FURTHER THAT the Board of Directors of the Company ('the Board'), be and is hereby authorized on behalf of the Company to do, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting of the Equity Shares of the Company from the National Stock Exchange of India Limited in terms of Regulation 106ZD (2) a) of the Securities and Exchange Board of India (SEBI) (Listing of Specified Securities on Institutional Trading Platform) Regulations, 2013 read with SEBI circular no. CIR/MRD/DSA/33/2013 dated October 24, 2013, including making applications to the Stock Exchange for seeking the approval for the Delisting and to execute all such deeds, documents or writings as are necessary or expedient to settle any questions, difficulties or doubts that may arise in this regard or delegate the aforesaid authority to any person or to engage any advisor, lawyer, consultant, agent or intermediary, as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby severally authorized to file applications, documents and other related correspondence as may be required before any regulatory authorities in connection with the said matter.

RESOLVED FURTHER THAT all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects.**"**

Place: Mumbai
Date: July 14, 2025

By order of the Board of Directors
For **Bhalchandram Clothing Limited**

Sd/-
Ujwal R Lahoti
Managing Director
DIN: 00360785

Registered Office:
307, Arun Chambers**,**
Tardeo Road, Mumbai- 400034

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
   A person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. The instrument appointing the proxy, in order to be effective, should be duly completed and deposited at the registered office of the Company not less than 48 (forty-eight) hours before the commencement of the meeting. Proxy Form and attendance slip is enclosed to this notice.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and the rules (“the Act”) and such statement, made thereunder setting out the material facts in respect of the business under items as set out in the notice to the Annual General Meeting (AGM) is annexed hereto and forms part of this Notice.

3. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.

4. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Meeting.

5. The Registrar of Members and Share Transfer Books of the Company will be closed from Tuesday, August 05, 2025 to Monday, August 11, 2025 (both days inclusive) for the purpose of AGM.

6. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent–MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited). The members holding shares in electronic form are requested to direct change of any change of bank particulars or bank details with their respective Depository Participant(s).

7. Equity shares of the Company are under compulsory Demat trading by all Investors. Those shareholders who have not dematerialized their equity shares are advised to dematerialize their shareholding, to avoid inconvenience in future.

8. The information under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment/ re-appointment at the AGM, forms integral part of the notice.

   The Directors have furnished the requisite declaration for his re-appointment.

9. All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during normal business hours on working days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Annual General Meeting.

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the AGM.

11. The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical form may kindly provide their e-mail IDs to the RTA sending an e-mail at rnt.helpdesk@linkintime.com. The Annual Report of the Company would also be made available on the Company's website www.bhalchandram.com

12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are,

therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agents.

13. Non-Resident Indian Members are requested to inform Registrars and Transfer Agents, immediately of:
    a) Change in their residential status on return to India for permanent settlement.
    b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

14. The Company has appointed M/s. Atul Kulkarni & Associates, Practicing Company Secretary to act as the Scrutinizer, for conducting the scrutiny of the votes cast and the e-voting process in a fair and transparent manner.

15. The Notice of the AGM and instructions for e-voting, is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s) unless a member as requested for a hard copy of the same.

16. In compliance with the MCA Circulars and SEBI Circular dated 12th May 2020, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email the Company/Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.bhalchandram.com and website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com. The Notice and Annual Report 2024-25 is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. https://www.evotingindia.com.

17. Members may also note that the Notice of the 20th AGM and the Annual Report 2024-25 will be available on the Company's website, www.bhalchandram.com. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e- communication, or have any other queries, may write to us at: investor@bhalchandram.com.

18. Members who are unable to exercise their voting rights through e-voting may exercise their voting rights at a poll provided at the Annual General Meeting.

19. Investor Grievance Redressal:
    The Company has designated an exclusive e-mail id investor@bhalchandram.com to enable Investors to register their complaints, if any.

20. Members who have not registered their email addresses so far are requested to register their email addresses so that they can receive the Annual Report and other communications from the Company electronically.

21. Voting Through Electronic Means: In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

22. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE ASUNDER:-**

    The remote e-voting period begins on Wednesday, August 06, 2025 at 9:00 A.M. and ends on Sunday, August 10, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 04, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 04, 2025.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 2. 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 3. 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. 4. 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** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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
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. 1800-21-09911

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 user 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 atulvkulkarni@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 or send a request Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar Card (self-attested scanned copy of Aadhar Card) by email to investor@bhalchandram.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 (investor@bhalchandram.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.

23. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.bhalchandram.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to Nation Stock Exchange of India Limited, where the shares of the Company are listed within 2 (two) working days from the date of AGM.

24. Information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding the Directors who are proposed to be appointed / re- appointed is as below:

Agenda Item No.	2
Name of Director	Mr. Ujwal Rambilas Lahoti
Age (years)	66 years
Qualifications	B.Com
Expertise	He has more than 40 years of experience in the business of yarn and cloth trading and exports.
Directorships held in other Companies	As per Annexure 1
Memberships / Chairmanships of committees of other public companies	As per Annexure 2
Shareholding (No. of shares)	100 Equity Shares
Relationship with Directors, Manager or other KMP	Brother of Mr. Umesh Rambilas Lahoti, Director

Annexure 1

Directorships held in other companies – Mr. Ujwal Lahoti

Sr No	Names of the companies / bodies corporate / firms / association of individuals	Directorship
1.	Lahoti Overseas Limited	Director
2	Bhalchandram Clothing Limited	Managing Director
3.	Pawansoot Textiles Private Limited	Director
4.	Janaksuta Textiles and Yarns Private Limited	Director
5.	Shakambri Fabrics Private Limited	Director
6.	Crystal Tradecom Limited	Director
7.	Kirti Stockbrokers LLP	Designated Partner
8.	Psware Information Private Limited	Director
9.	G Varadan Limited	Director
10.	Elementary Realtors Private Limited	Director
11.	Yashodanandan Textiles Private Limited	Director
12.	Hind Commerce Limited	Director
13.	Bauble Investment Private Limited	Director
14.	Innovative Spintex Private Limited	Director

Annexure 2

Memberships / Chairmanships of committees of other public companies – Mr. Ujwal Lahoti

Sr No	Names of the Company	Type of Committee	Position
1.	Lahoti Overseas Limited	Stakeholder's Relationship Committee	Member
2.	Lahoti Overseas Limited	Corporate Social Responsibility Committee	Chairman
3.	Bhalchandram Clothing Limited	Stakeholder's Relationship Committee	Member
4.	Hind Commerce Limited	Stakeholder's Relationship Committee	Member
5.	Hind Commerce Limited	Nomination and Remuneration	Member

		Committee	
6.	Hind Commerce Limited	Audit Committee	Member

Place: Mumbai
Date: July 14, 2025
Registered Office:
307, Arun Chambers, Tardeo Road,
Mumbai - 400034

By Order of the Board of Directors
Sd/-
Ujwal Lahoti
Managing Director
DIN: 00360785

BHALCHANDRAM CLOTHING LIMITED

ATTENDANCE SLIP

20th Annual General Meeting to be held on Monday, August 11, 2025

Regd. Folio no./ DP ID Client ID:______________________________________

No. of shares held:____

I hereby record my presence at the 20th Annual General Meeting of the Company held on Monday, August 11, 2025 at 11.00 a.m. at the Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai – 400034.

_______________________	___________________
Name of the member/ proxy	Signature of Shareholder /proxy

Note: Please fill attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional Slip at the venue of the meeting**.**

BHALCHANDRAM CLOTHING LIMITED

PROXY FORM
FORM NO. MGT- 11

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

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

I/We being the member(s) of___________shares of **Bhalchandram Clothing Limited** hereby appoint:

1. Name:____
   Address:____
   E-mail ID:____
   Signature:____,
   Or failing him/her
2. Name:____
   Address:____
   E-mail ID:____
   Signature:____,
   Or failing him/her
3. Name:____
   Address:____
   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 **20th Annual General Meeting** of the Company, to be held on Monday, August 11, 2025 at 11.00 a.m. at the Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai - 400034 and at any adjournments thereof in respect of such resolutions as are indicated:

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

Sr. No.	Resolution	Type of resolution	For*	Against*
1.	To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2025 comprising of Balance Sheet as at March 31, 2025, the Statement of Profit and Loss for the year ended March 31, 2025 and the reports of Directors and the Auditors thereon.	Ordinary		
2.	To appoint a Director in place of Mr. Ujwal Lahoti (DIN: 00360785), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary		
3.	To appoint Statutory Auditors and fix their remuneration.	Ordinary		
4.	To appoint Secretarial Auditors and fix their remuneration.	Ordinary		
5.	To delist the securities of the Company from the National Stock Exchange of India Limited in terms of Regulation 106ZD (2) a) of the Securities and Exchange Board of India (SEBI) (Listing of Specified Securities on Institutional Trading Platform) Regulations, 2013 read with SEBI circular no. CIR/MRD/DSA/33/2013 dated October 24, 2013.	Special		

Signed this________ day of__________________2025

Affix Re 1/-

Revenue Stamp

Signature of shareholder

________________________ ________________________ ________________________

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

2. For the resolutions, explanatory statement and notes, please refer to the notice of the **20th Annual General Meeting**.

3. A Proxy need not be a member of the Company.

4. Apersoncanactasaproxyonbehalfofmembersnotexceedingfiftyandholdingintheaggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 shareholder.

5. *This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

7. In the case of joint holders, the signature of anyone holder will be sufficient, but names of all the joint holders should be stated.

Annexure to Notice

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item No. 4 and Item No. 5 of the accompanying Notice dated July 14, 2025:

Item No. 4

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity.

SEBI vide its notification dated December 12, 2024 has now amended the aforesaid Regulation relating to appointment of Secretarial Auditors, the key highlights of which inter-alia are as follows:

- The term of Secretarial Auditors shall be for a period of five years only;
- An individual can be appointed as Secretarial Auditor for not more than one term of five consecutive years;
- a Secretarial Audit firm can be appointed as Secretarial Auditor for not more than two terms of five consecutive years;
- The appointment of Secretarial Auditors must be approved by the shareholders in general meeting on the basis of recommendation of the Board.

Accordingly, the Board of Directors at its meeting held on May 13, 2025, recommended the appointment of Atul Kulkarni & Associates, (Peer Review No. 1208/2021), Practicing Company Secretaries as Secretarial Auditor of the Company for a term of five consecutive years to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report for the period commencing from FY 2025-26 till FY 2029-30, for approval of shareholders at its ensuing Annual General Meeting.

Atul Kulkarni & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. Atul Kulkarni & Associates have further confirmed that they have not incurred any disqualification and are eligible to be appointed as Secretarial Auditor of the

Company in terms of Regulation 24A (1A) of SEBI Listing Regulations, 2015, provisions of Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/ CIR/P/2024/185 dated 31 December 2024.

Pursuant to Regulation 36 of SEBI Listing Regulations, the following details are mentioned below for the information of Members:

Proposed audit fee payable to auditors	The fees for the audit will be mutually decided by the Board of Directors of the Company and Secretarial Auditor.
Terms of appointment	The Secretarial Auditor would be appointed for period of five consecutive years commencing from FY 2025-26 till FY 2029-30.
Basis of recommendation and auditor credentials	While recommending Atul Kulkarni & Associates for appointment, the Board evaluated its clientele, technical expertise, team size and eligibility criteria prescribed under SEBI Listing Regulations 2015. **Profile** M/s. Atul Kulkarni & Associates is a peer reviewed proprietary firm of CS Atul Kulkarni and is in practice since 2009, operating from Solapur. The firm has a vast experience in Secretarial Audits of the Listed and Unlisted Companies, Compliance management of client Companies and Advisory in Corporate laws. Core competence of the firm lies in compliance management in Corporate Laws.

None of the directors/key managerial personnel of the Company and their relatives are concerned or interested in this resolution.

The Board recommends passing of the Ordinary Resolution as set out in item no. 4 of this Notice for the approval of Members.

Item No. 5

The Company listed its 5,60,000 Equity Shares of face value of Rs. 10/- each on NSE SME EMERGE ITP Platform on July 06, 2015. The Promoters and the Promoter Group collectively hold 2,59,600 equity shares of the face value of Rs. 10/- each representing 46.36% of the paid-up equity share capital of the Company and 3,00,400 equity shares of the face value of Rs.10/- each representing 53.64% of the paid-up equity share capital of the Company are held by the public shareholders.

Pursuant to Regulation 106ZD (2) a) of the Securities and Exchange Board of India (SEBI) (Listing of Specified Securities on Institutional Trading Platform) Regulations, 2013 read with SEBI circular no. CIR/MRD/DSA/33/2013 dated October 24, 2013, a Company whose securities are listed on institutional trading platform shall exit the platform in the event of; its specified securities have been listed on this platform for a period of ten years. As the Company is nearing to complete 10 years of its listing on SME EMERGE ITP platform, it wishes to delist the securities.

All the shareholders of the Company will continue to remain the shareholders after delisting from NSE SME EMERGE ITP Platform.

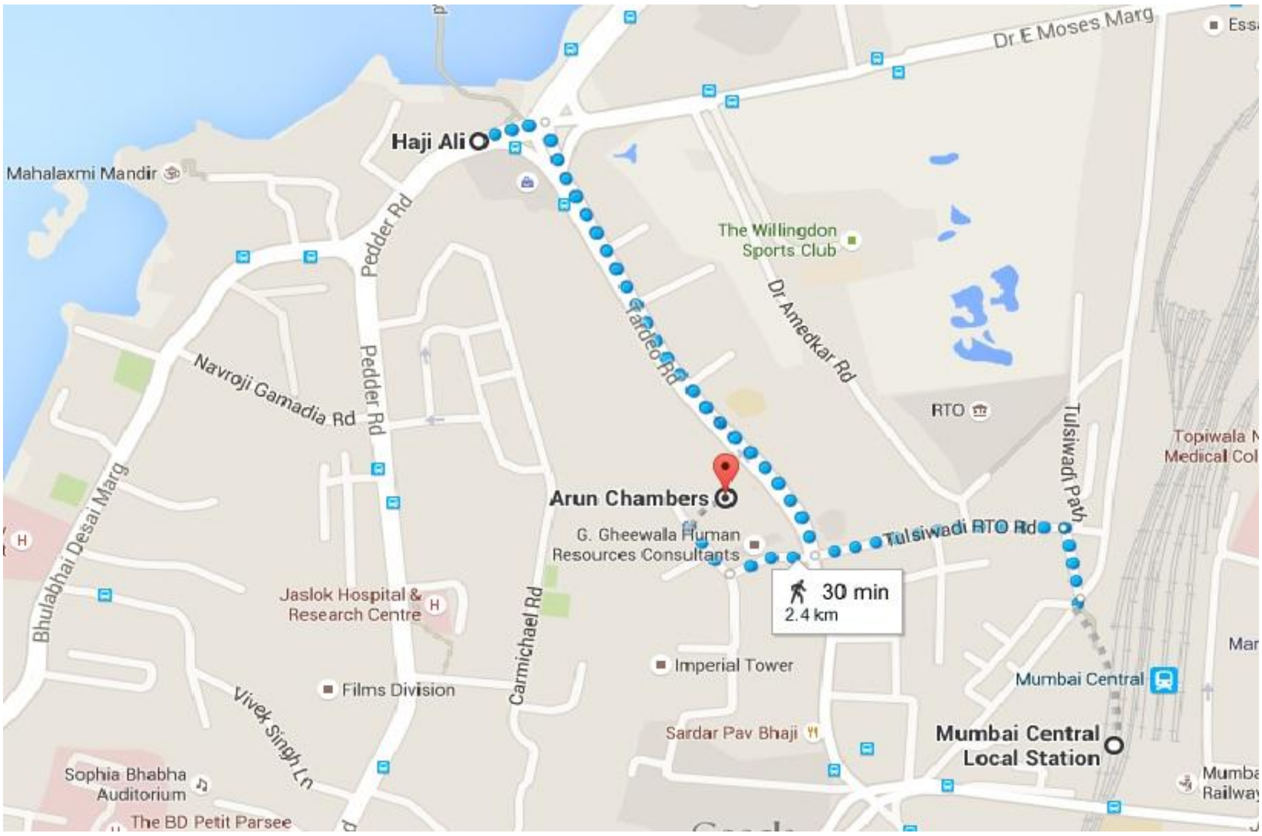
The Company is not planning to raise further capital from the public through Initial Public Offer. Therefore, the Company needs to exit from the NSE SME EMERGE ITP platform. The Board of Directors of the Company, at its meeting held on July 14, 2025 approved the proposal of Delisting from NSE SME EMERGE ITP platform subject to approval of shareholders of the Company by way of a Special Resolution passed at the Annual General Meeting.

As per the details available on the website of NSE, the Equity Shares are not traded on the said stock exchange.

None of the directors/key managerial personnel of the Company and their relatives are concerned or interested in this resolution.

The Board recommends passing of the Special Resolution set out in the Item No. 5 for the approval of Members.

Road Map for the AGM Venue:



Landmark –

- Tardeo AC Market
- Haji Ali

Nearest Railway Station – Mumbai Central

Nearest Bus Station – AC Market