



BHALCHANDRAM CLOTHING LIMITED

CIN: L17120MH2005PLC156451

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of Bhalchandram Clothing Limited will be held on, Tuesday, February 11, 2025 at 11.00 A.M. at Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai - 400034 to transact the following business:

SPECIAL BUSINESS:

- 1. To approve the appointment of Mrs. Kavita Akshay Chhajer (DIN: 07146097) as an Independent Director.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), applicable Regulations of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with the Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force); Mrs. Kavita Akshay Chhajer (DIN: 07146097) (IDDB-DI-202404-057797), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from January 17, 2025 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an independent Director of the Company, not liable to retire by rotation, for a term of Five (05) years, with effect from January 17, 2025 to January 16, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to the above resolution.”

Place: Mumbai
Date: January 17, 2025

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

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

Sd/-
Ujwal R Lahoti
Managing Director
DIN: 00360785



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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING ("THE 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 "Companies Act" and such statement, the "Explanatory Statement") made thereunder setting out the material facts in respect of the business under items as set out in the notice to the Extra-Ordinary General Meeting (EGM) (the "Notice") 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 Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent– MUFG 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).
6. 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.
7. 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 General Meeting, forms integral part of the notice. The Directors have furnished the requisite declaration for her appointment.
8. The shareholders who are holding shares in demat form and have not yet registered their



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e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the sCompany 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.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository 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.
10. 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.
11. The Company has appointed M/s. Atul Kulkarni and 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.
12. The Notice of the Extra-Ordinary General Meeting 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.
13. In compliance with the MCA Circulars and SEBI Circular dated 12th May 2020, Notice of the EGM is being sent only through electronic mode to those Members whose email the Company/Depositories. Members may note that the Notice 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 is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. <https://www.evotingindia.com>.
14. Members may also note that the Notice of the EGM 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



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investor@bhalchandram.com.

15. Members who are unable to exercise their voting rights through e-voting may exercise their voting rights at a poll provided at the Extra-Ordinary General Meeting.
16. Investor Grievance Redressal:
The Company has designated an exclusive e-mail id investor@bhalchandram.com to enable Investors to register their complaints, if any.
17. Members who have not registered their email addresses so far are requested to register their email addresses so that they can receive the communications from the Company electronically.
18. 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 EGM 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 EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
19. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Thursday, February 06, 2025 at 9:00 A.M. and ends on Monday, February 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. February 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 February 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

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



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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.	- 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 - 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  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-



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	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



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<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



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authorized to vote, to the Scrutinizer by e-mail to atulykulkarni@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 (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.



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20. 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 EGM.

Place: Mumbai
Date: January 17, 2025

By Order of the Board of Directors
Sd/-

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

Ujwal Lahoti
Managing Director
DIN: 00360785



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ATTENDANCE SLIP

Extra-Ordinary General Meeting to be held on Tuesday, February 11, 2025.

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

No. of shares held: _____

I hereby record my presence at the **Extra-Ordinary General Meeting** of the Company held on Tuesday, February 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****CIN: L17120MH2005PLC156451****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 **Extra-Ordinary General Meeting** of the Company, to be held on Tuesday, February 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:



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

Resolutions	Type of resolution	For*	Against*
To approve appointment of Mrs. Kavita Akshay Chhajer (DIN: 07146097) as an Independent Director of the Company.	Ordinary		

Signed this _____ day of _____ 2025

Signature of shareholder

Affix Re 1/-

Revenue Stamp

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 **Extra- Ordinary General Meeting.**
3. A Proxy need not be a member of the Company.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate 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 (v) 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.



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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. 1 and 2 of the accompanying Notice dated January 17, 2024:

Item No. 1

Appointment of Mrs. Kavita Akshay Chhajer (DIN: 07146097) as an Independent Director.

Mrs. Kavita Akshay Chhajer (DIN: 07146097) (IDDB-DI-202404-057797) was appointed as an Additional Independent Director of the Company by the Board of Directors vide Board Resolution dated January 17. Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mrs. Kavita Chhajer has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. The matter regarding appointment of Mrs. Kavita Chhajer as Independent Director was placed before the Nomination and Remuneration Committee, which recommended her appointment as an Independent Director up to January 14, 2030.

In the opinion of the Board Mrs. Kavita Chhajer fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of management. The Board has formed an opinion that Mrs. Kavita Chhajer possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mrs. Kavita Chhajer as an Independent Director of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mrs. Kavita Chhajer as an Independent Director is now being placed before the Members in this General Meeting for their approval. The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.



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Mrs. Kavita Chhajer is interested and concerned in the Resolution mentioned at Item No. 1 of the Notice. Other than Mrs. Kavita Chhajer, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 1 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 1 for the approval of the Members.

The brief profile of Ms. Kavita Chhajer is given in Annexure A.

Place: Mumbai
Date: January 17, 2025

By Order of the Board of Directors
Sd/-

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

Ujwal Lahoti
Managing Director
DIN: 00360785



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Annexure A

Details of Directors seeking appointment as required under regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings:

Particulars	Mrs. Kavita Akshay Chhajer (DIN: 07146097)
Date of Appointment	January 17, 2025
Age in years	40
Qualification	Company Secretary and a graduate in Law.
Expertise in specific functional area	Mrs. Kavita Chhajer is a Commerce Graduate from Mumbai University, holds a Company Secretary qualification from ICSI (qualified in 2009), and completed her Law degree from Mumbai University in 2012. She is having an experience with various corporates ranging from manufacturing entities to Service business as Company Secretary and Legal advisory since 2007. She has an immense knowledge and experience in dealing with matters relating to Company Law, Securities Laws, Legal Due Diligence Companies, Documents relating to Joint Ventures, FEMA, Merger, Demerger and Acquisitions, drafting of various Legal Agreements including share purchase agreement, shareholders' agreement, vetting of Tenders and various Business agreements, Litigation management. Handling compliances of Base Layer NBFCs. Imparting training to business partners on contracts and legal aspects of the agreements.
Remuneration sought to be paid	N/A
Terms and Conditions of Appointment	The Board has appointed Mrs. Kavita Chhajer as an Additional Director-Non Executive Independent Director to hold office for a term of 5 (five) years w.e.f. January 17, 2025, subject to the approval and regularisation by the shareholders of the Company.
Date of first appointment on the Board	January 17, 2025
Shareholding in the Company	N/A
Relationship with other Directors, Managers and other	Not related to any of the Directors of the Company



BHALCHANDRAM CLOTHING LIMITED

CIN: L17120MH2005PLC156451

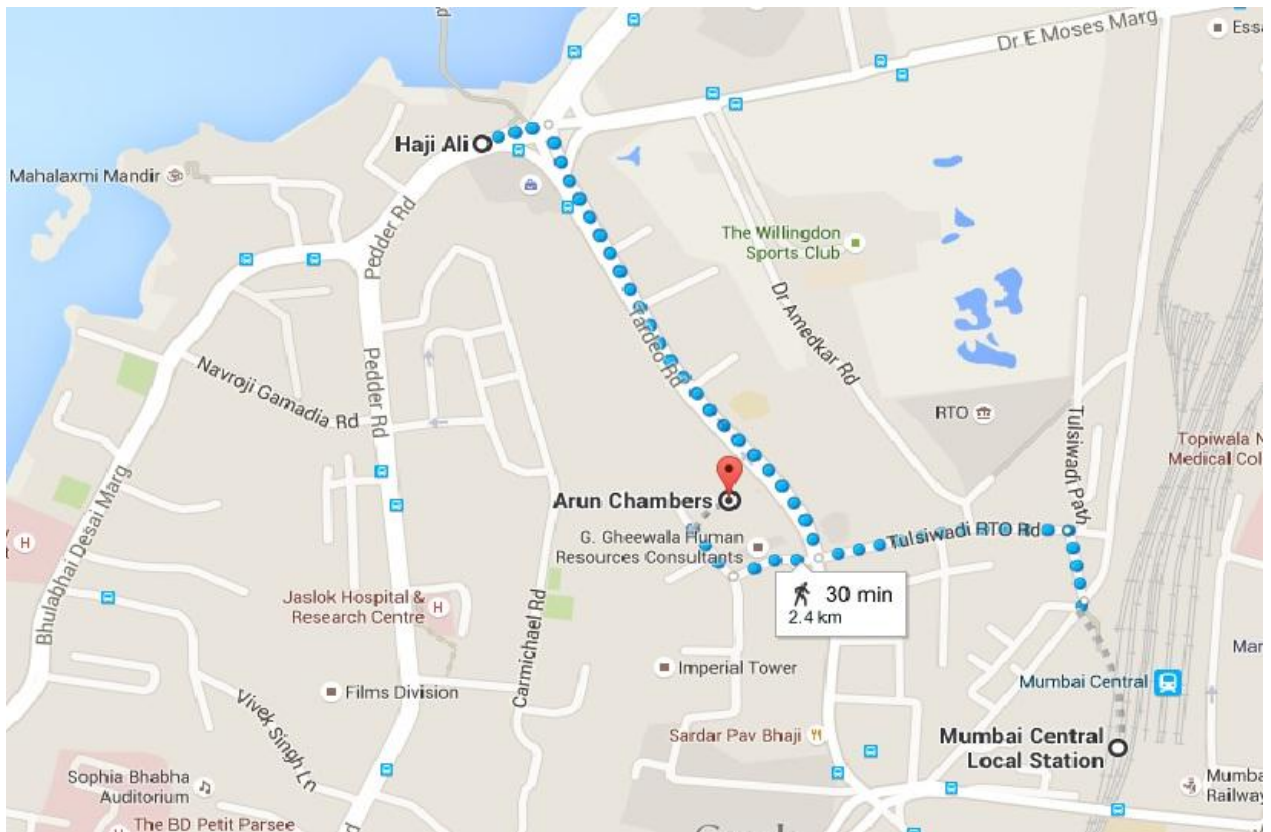
Key Managerial Personnel(s) of the Company	
Number of Meetings of the Board attended during the year	None
Directorships held in other Public Limited in India	4
Chairmanships / Membership of Committees in other public limited companies in India	Chairmanship: 2 Membership: 3



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Road Map for the EGM Venue:



Landmark –

- Tardeo AC Market
- Haji Ali

Nearest Railway Station – Mumbai Central

Nearest Bus Station – AC Market