

BETEX INDIA LIMITED

CIN: L17119GJ1992PLC018073

CORPORATE OFFICE: 504, TRIVIDH CHAMBER, 5TH FLOOR, OPP. FIRE BRIGADE STATION,
RING ROAD, SURAT-395 002, GUJARAT, INDIA

CONTACT NO: (91-0261) 2898595/2328902

Email: corporate@betexindia.com

Date: 02.09.2024

To,
Department of Corporate Services
BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai: 400 001

Scrip Code: 512477

Sub: Submission of Notice of 37th Annual General Meeting

Dear Sir/Madam,

In terms of the provisions of Regulation 30 of Securities and Exchange Board of India [Listing Obligations & Disclosure Requirements] Regulations, 2015, please find enclosed the Notice of 37th Annual General Meeting of the Company to be held on Thursday, September 26, 2024 at 12.00 PM at the registered office of the company at 436, GIDC, Pandesara, Surat -394221, Gujarat, (India).

Please be informed that in terms of the recent MCA and SEBI circulars, the Electronic copy of the said Notice along with the Annual Report of the Company for the year 2023-24 is being sent by e-mail today i.e. on 02.09.2024 to the respective shareholders whose e-mail id are registered with the respective Depositories and/or Registrar and Transfer Agent of the Company.

Kindly take the above on your record and acknowledge the same.

Thanking you,

Yours faithfully,

For, BETEX INDIA LIMITED

SWATI SOMANI
Company Secretary & Compliance Officer

Encl.: as above.

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting (AGM) of the members of BETEX INDIA LIMITED will be held on Thursday, 26th day of September, 2024 at 12:00 P.M. at Registered office of the company at 436, GIDC, Pandesara, Surat -394221, Gujarat, (India) to transact the following businesses;

ORDINARY BUSINESS:

- Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024, and Report of the Board of Directors and the Auditors thereon:**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Report of Board of Directors and Auditors thereon.

- Appoint a Director in place of Mr. Manish Kumar Somani [DIN: 00356113], Executive Director who retires by rotation and being eligible, offers himself for reappointment:**

To appoint a Director in place of Mr. Manish Kumar Somani [DIN: 00356113], Executive Director who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- To approve the Re-classification of members forming part of the “Promoter Group Category” into “Public Category”:**

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

“**RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of BSE Limited and such other authorities, as may be necessary and/ or required, consent of the members be and is hereby accorded for re-classification of members of existing promoter group (referred to as “**Outgoing Promoters**”) from “Promoter Group” category to “Public” category in the shareholding of the Company.”

“**RESOLVED FURTHER THAT** any of the Director of the Company or the Key Managerial Personnel of the Company, be and are hereby severally authorised to intimate the Stock Exchange, make the necessary application(s) to the Stock Exchanges and SEBI (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, queries, whatsoever that may arise in respect thereof, amend such details and to represent before such authorities as may be required, to otherwise do and/or cause to be done all such acts, deeds, matters and things as may be necessary or expedient for the purposes of obtaining requisite approvals for re-classification of promoters/promoter group as aforesaid, in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other statutes as may be applicable.”

- To Appoint Mrs. Sakshi Saurabh Sodhani (DIN: 10742836) as an Independent Director:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all other approvals, as may be required, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mrs. Sakshi Saurabh Sodhani (DIN: 10742836) who meets the criteria for independence as provided in the Act and Listing Regulations and has submitted the declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of Director of the Company, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from 1st September, 2024, to hold office for a term of five consecutive years i.e. up to 30th August, 2029.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolution.”

5. To re-appoint Mr. Ritesh Rajkumar Somani (DIN: 01402114) as Whole-time 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 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on August 31st, 2024 and subject to such approvals and sanctions as may be required, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ritesh Rajkumar Somani (DIN: 01402114) as a Whole-time Director of the Company under the Companies Act, 2013, for a further period of five years and payment of remuneration which is not exceeding eleven per cent of the net profits of the company, for the term of three years w.e.f. 01st April, 2025, whose office shall not be liable to retire by rotation, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions, in accordance with the requirements of the Section 197 of the Companies Act, 2013, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions.”

“**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors to do all such acts, deeds, matters and things to take all such steps as may be required in this connection to give effect to this resolution and to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

6. To appoint Mr. Manish Kumar Somani (DIN: 00356113) as Managing Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on August 31st, 2024 and subject to such approvals and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Manish Kumar Somani (DIN: 00356113) as Managing Director of the Company under the Companies Act, 2013, for a period of five years and payment of remuneration which is not exceeding eleven per cent of the net profits of the company for the term of three years, w.e.f. 01st April, 2025, whose office shall not be liable to retirement by rotation, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions in accordance with the applicable provisions of the Companies Act, 2013 and applicable SEBI Regulations.”

“**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors to do all such acts, deeds, matters and things to take all such steps as may be required in this connection to give effect to this resolution and to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

7. To approve the overall Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (‘hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution’) to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ non-convertible debentures or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 50 Crores (Rupees Fifty Crores only).”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, director and/or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

8. To approve the advance of any loan/give guarantee/provide security u/s 185 of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding Rs. 25 Crores (Rupees Twenty Five Crores Only), in its absolute discretion deem beneficial and in the best interest of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

9. To increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee including corporate guarantee or provide security in connection with loan made by any other person to, or to any other person by, a body corporate as the Board of Directors; and (c) to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether Indian or overseas as board may think fit, from time to time, in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more, provided that the loans or investments made, guarantees given, and securities provided shall not any time exceeds Rs. 25 Crores (Rupees Twenty Five Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

10. To approve the related party transactions of the company:

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 188 and other applicable provisions, if any of the Companies Act, 2013 (“Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into contract(s)/ arrangement(s)/ transaction(s) with parties as detailed in the table(s) forming part of the Explanatory Statement annexed to this notice with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including the providing and/or receiving of loans or guarantees or securities or making investments, or any other transactions of whatever nature, notwithstanding the fact that the balance of such transactions on any day from the date of 37th Annual General Meeting upto the date of 38th Annual General Meeting (both days inclusive), may exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company or such other threshold limits as may be specified by the Listing Regulations from time to time, for

each such party, up to such extent and on such terms and conditions as the Board of Directors may deem fit, in the normal course of business and on arm's length basis, within the aggregate limits as mentioned in the explanatory statement.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

**By Order of the Board of Directors
For BETEX INDIA LIMITED**

**Date: 31st August, 2024
Place: Surat**

**SWATI SOMANI
Company Secretary & Compliance Officer
ACS: 68472**

**Registered office:
436, GIDC, PANDESARA,
SURAT-394221, GUJARAT (INDIA)
CIN: L17119GJ1992PLC018073**

**Tel: +91 0261 2898595/96
E-mail: corporate@betexindia.com
Website: www.betexindia.com**

NOTES:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36(3) & (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) in respect of Special Business under Item Nos. 3 to 10 of the accompanying Notice is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT AN ANNUAL GENERAL MEETING (AGM) 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 not more than fifty (50) members and holding in the aggregate not more than ten percent (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 for his entire shareholding and such person shall not act as a proxy for another person or shareholder. If a proxy is appointed for more than fifty members, he/she shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/authority letter as applicable, on behalf of the nominating organization. The Proxy Register will be available for inspection to a Member before 24 hours of AGM till the conclusion of AGM, subject to the written notice being served to the Company.

3. **THE INSTRUMENT OF PROXY** in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. Forms which are not stamped are liable to be considered as invalid. It is advisable that the Proxy Holder's signature may also be furnished in the Proxy Form, for identification purposes. A Proxy form is annexed herewith.
4. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend and vote at the AGM.

5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP-ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
7. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 20th September, 2024 to Thursday, 26th September, 2024 (both days inclusive)** for the purpose of 37th AGM.
9. Members may please note that no gifts, gift coupons, or cash in lieu of gifts will be distributed at meeting, in compliance with Section 118(10) of the Companies Act, 2013 and the Secretarial Standards issued by Institute of Company Secretaries of India.
10. Members holding shares in demat form are hereby informed to ensure that updated bank particulars be registered with their respective Depository Participants, with whom they maintain their demat accounts. The Company or its Registrar and Transfer Agent (RTA) cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.

Hence, Members are requested to intimate to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, their Depository Participant ("DP"), regarding changes if any, pertaining to name, postal address, email address, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code etc., at an early date. Also quote their Registered Folio Numbers and/or DP Identity and Client Identity Number on their correspondence.

11. The Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 1st April, 2019. Accordingly, the Company / RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

Trading in equity shares of the Company is compulsorily in dematerialised mode by all the Members. Also, as per provisions of the Listing Regulations, transfer of listed securities shall not be processed unless the securities are in dematerialised form. This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Members holding shares in physical form are requested to convert their holding(s) to dematerialised form to eliminate all risks associated with physical shares.

12. Members holding shares in physical mode are required to submit their Permanent Account Number (PAN) and bank account details to the Company/ RTA, if not registered with the Company/RTA, as mandated by SEBI by writing to the Company at corporate@betexindia.com or to RTA at investor@bigshareonline.com in alongwith the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.

As per SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, Members are requested to forward the duly filled in self-attested documents as provided in the circulars along with the related forms to Bigshare Services Private Limited at address mentioned above. Members may also furnish the documents to RTAs electronically by way of email at investor@bigshareonline.com, provided the documents furnished shall have e-sign of the holder(s)/ claimant(s) in order to avoid freezing of folios.

13. SEBI vide its circular dated 20th April 2018, directed all the listed companies to record the Income Tax PAN and Bank account details of all their shareholders holding shares in physical form. 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 with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
14. Non-resident Indian shareholders are requested to inform to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately about the following :-
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the NRE account with a Bank in India, if not furnished earlier.
15. Pursuant to provisions of Section 72 of the Companies Act, 2013 members holding Shares in physical mode are advised to file a Nomination Form in respect of their Shareholding. Any Member wishing to avail this facility may submit the prescribed statutory form SH-13 to the Company Share transfer agent. The said form can be downloaded from the Company’s website www.betexindia.com .
16. In compliance with the aforesaid MCA Circulars and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 read with SEBI Circular No. SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, Notice of the AGM alongwith the Annual Report is being sent online through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of 37th AGM and Annual Report will also be available on the Company’s www.betexindia.com , website of Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com .
17. Members who have not registered their e-mail address with the Company are requested to register/update their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company, electronically.

Physical Holdings	<p>By clicking on the below link, the Member may register his / her email address, mobile number and bank details https://www.bigshareonline.com/ForInvestor.aspx</p> <p>After clicking the above link, the Member have to fill the relevant details in the respective fields and attach self-attested copy of PAN and address proof and cancelled cheque leaf.</p>
Demat Holding	<p>By clicking on the link below, the Member may register his / her email address and mobile number https://www.bigshareonline.com/ForInvestor.aspx</p> <p>For registration of bank details, the Member may contact their respective DPs.</p>

18. 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 their 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.
19. Members who would like to express their views / have questions may send their views / questions 7 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at corporate@betexindia.com and register as a speaker. Only those Members who have registered as a speaker will be allowed to express their views / ask questions during the meeting.
20. All relevant documents referred to in the accompanying Notice along with the Statutory Registers maintained by the Company as per the Act will be available for inspection in electronic mode upto the date of AGM of the Company and will also be available electronically for inspection by the Members during AGM. Members seeking to inspect such documents can send an email to corporate@betexindia.com

21. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; subdivision / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. **It may be noted that any service request can be processed only after the folio is KYC Compliant.**
22. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
23. The members who would have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
24. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Bigshare Services Private Limited (“Registered Transfer Agent”) in respect of the business to be transacted at AGM. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by Bigshare. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Thursday, 19th September 2024**, may cast their vote either by remote e-voting as well as e-voting system as on date of AGM.
25. The information and other instructions regarding remote e-voting are detailed in **Note No.30**.
26. The Company has appointed **M/s. Dhirren R. Dave & Co.,** Practicing Company Secretaries (UIN: P1996GJ002900), Surat, Gujarat as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
27. To facilitate the Members to receive this Notice and cast their vote electronically, the Company has made special arrangements with its RTA, for registration of e-mail addresses in accordance with the MCA circulars. For Members who have not registered their e-mail addresses, the process for registration of e-mail address is as under:
- a) Members who have not registered their e-mail address and in consequence the notice could not be serviced, may temporarily get their e-mail address registered with the Company’s RTA with following link <https://www.bigshareonline.com/ForInvestor.aspx> and following the registration process as guided thereafter.
- Post successful registration of the e-mail, the Members would get soft copy of the Notice and the procedure for remote e-voting along with the User ID and Password to enable remote e-voting for this Annual General Meeting. In case of any queries, Members may write to the RTA at info@bigshareonline.com
- b) It is clarified that for permanent registration of e-mail address, Members are requested to register their email addresses as follows:
- | | |
|------------------|--|
| Physical Holding | Send relevant documents to the RTA at info@bigshareonline.com in Form ISR-1 available on the Company’s website at https://www.betexindia.com/ shareholders information and helpdesk and also on the websites of the RTA https://www.bigshareonline.com/Resources.aspx |
| Demat Holding | By contacting Depository Participant (“DP”) and registering e-mail address and mobile number in demat account, as per the process advised by the DP. |
- c) Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their DP / the Company’s RTA, to enable servicing of notices, etc. electronically to their e-mail address.
28. Results of voting shall be declared by the Chairperson or a person so authorised by him in writing on receipt of consolidated report from the Scrutiniser. The results declared along with the Scrutiniser’s Report shall be placed on the Company’s website i.e. www.betexindia.com and on the website of CDSL and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
29. The resolutions shall be deemed to have been passed on the date of the AGM, subject to the same being passed with requisite majority.

30. INSTRUCTIONS FOR E-VOTING

- (i) The Remote e-voting period begins on Monday, 23rd September, 2024 at 09:00 a.m. and shall ends on Wednesday, 25th September, 2024 at 05:00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 19th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is 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</p> <p>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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p>
<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL.

Login type	Helpdesk details
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 022-23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com> .
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note: If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3.Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on 'RESET'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
 - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
 - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".
- Note:** The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).

- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

**By Order of the Board of Directors
For BETEX INDIA LIMITED**

**Date: 31st August, 2024
Place: Surat**

**SWATI SOMANI
Company Secretary & Compliance Officer
ACS: 68472**

EXPLANATORY STATEMENT

(Pursuant To Section 102 of the Companies Act, 2013, Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

ITEM NO. 03

The Company had received the request letter dated 8th July, 2024 from the following members of existing Promoter Group (referred to as 'Outgoing Promoters') requesting to be reclassified from the Category of "Promoters/Promoter Group" to "Public Category":

SR. NO.	NAME OF OUTGOING PROMOTERS	NO. OF SHARES HELD AND (%)
1	SUSHIL SHANKARLAL SOMANI	2000 (0.13%)
2	NEELAM SUSHIL SOMANI	2000 (0.13%)
3	SHANKARLAL SITARAM SOMANI	Nil
4	GANGA DEVI SOMANI	Nil
5	SUMEET SHANKARLAL SOMANI	Nil
6	MANISHA SUMEET SOMANI	Nil
7	BAJRANGLAL SITARAM SOMANI	Nil
8	URMILADEVI BAJRANGLAL SOMANI	Nil
9	ANKIT BAJRANG SOMANI	Nil
10	SOMANI AMIT BAJRANGLAL	Nil
11	SOMANI OVERSEAS PRIVATE LIMITED	Nil
12	SITARAM PRINTS PRIVATE LIMITED	Nil
13	SIDDHIPRIYA POLY FAB PRIVATE LIMITED	Nil

As the Outgoing Promoters are no longer associated with the business of the Company in any manner, and do not exercise any control over the Company, directly and indirectly, or have any influence over the business and any decision made by the company. Further the Outgoing Promoters are not engaged in the day to day affairs of the company.

Further, the Board was also briefed that in compliance of the provisions of Regulation 31A(3)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Outgoing Promoters had confirmed that they are eligible for reclassification.

Further, the Outgoing Promoters has also confirmed that they shall continue to comply with the conditions mentioned in Regulation 31A(4) of Listing Regulations post reclassification from 'promoter group' category to 'public' category."

The Board had analyzed the request of the Outgoing Promoters in detail. On the basis of rationale and confirmation provided by the outgoing promoters in accordance with the provisions of Regulation 31A(3A) of the Listing Regulations, the Board was of the view that above mentioned request for re-classification from "Promoter Group" category to "Public" category be accepted and accordingly the same has already been approved by the Board of Directors in their Meeting held on 10th August, 2024 and further recommend the passing of the Resolution as set out at Item No. 3 of this Notice for the approval of the Members of the Company as an Ordinary Resolution.

Further in terms of Sub-regulation 3(a)(iii) of Regulation 31A of Listing Regulations, the Outgoing promoters and persons related to them shall not vote on the Resolution set out at Item No. 3 of this Notice.

Except the relatives of Mr. Maheshkumar Somani, Mr. Ritesh Somani and Mr. Manish Somani, none of the Directors /Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

ITEM NO. 04

Mrs. Sakshi Saurabh Sodhani (DIN: 10742836) has been appointed as an Additional Director in the Independent capacity with effect from 1st September, 2024, under Section 161 of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meeting held on 31st August, 2024. She holds office up to the date of the ensuing Annual General Meeting.

On recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, signifying intention to propose Mrs. Sakshi Saurabh Sodhani as a candidate for the office of an Independent Director of the Company to hold office for five consecutive years for a period from 1st September, 2024 to 30th August, 2029 and shall not retire by rotation.

Mrs. Sakshi Saurabh Sodhani (DIN: 10742836) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. As per the Section 149 of the Act, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of Company and shall not be included in the total number of Directors for retirement by rotation.

The Company has also received a declaration from Mrs. Sakshi Saurabh Sodhani that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of the Listing Regulations. Mrs. Sakshi Saurabh Sodhani possesses appropriate skills, experience and knowledge; inter alia, in Accountancy. In the opinion of the Board, She fulfils the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mrs. Sakshi Saurabh Sodhani is independent of the management.

Draft copy of appointment letter of Mrs. Sakshi Saurabh Sodhani as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during the business hours on any working days between 10.00 a.m. to 5.00 p.m. She is not holding any equity shares of the Company and she is not related to any Director of the Company. Accordingly, your Directors recommend the Special Resolution mentioned in item no. 4 for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relative except Mrs. Sakshi Saurabh Sodhani is in any way concerned or interested in the above resolution.

ITEM NO. 05 and 06

It is informed that Mr. Manish Somani and Mr. Ritesh Somani were re-appointed for a period of 5 years effective from 1st April, 2020 as the Wholtime Director of the Company by the shareholders of the Company by way of passing separate special resolution at the Annual General Meeting held on 30.09.2020. The term of their respective offices therefore would expire on 31st March, 2025.

Looking to the responsibilities undertaken and contributions made by the aforesaid Directors in development & growth of the Company during the tenure of their respective offices and upon recommendation by Nomination and Remuneration Committee and the Board of Directors at their meeting held on 31.08.2024 appointed and re-appointed the aforesaid directors, subject to the approval of the Shareholders, viz. Mr. Manish Somani as the Managing Director and Mr. Ritesh Somani as the Wholtime Director respectively, for a further period of 5 [five] years and payment of remuneration which is not exceeding eleven per cent of the net profits of the company, for the term of three years commencing from 1st April, 2025 on the following terms and conditions as stated below.

Both the aforementioned Directors have also confirmed that they are not debarred from holding the office of Director by virtue of any SEBI Order or any such authority. Mr. Manish Somani and Mr. Ritesh Somani have given their consent to act as the Managing Director and as the Wholtime Director respectively subject to the approval of the Members. Both the Directors satisfies all the conditions set out under Section 196(3) of the Act for being eligible for their re-appointment. In terms of Section 164 of the Act, they are not disqualified from being re-appointed as a Director.

Your Directors recommend the special resolutions at Item Nos. 5 & 6 for your approval and acceptance.

Except, Mr. Manish Somani, Mr. Ritesh Somani and Mr. Maheshkumar Somani along with their relatives, none of the other Directors and Key Managerial Personnel and their relatives are concerned or interested in passing the aforementioned special resolutions.

ABSTRACTS OF THE TERMS OF MANAGERIAL REMUNERATION PAYABLE TO MR. MANISH SOMANI AND MR. RITESH SOMANI

1. **Period:** 5 Years with effect from 1st April 2025 to 31st March, 2030
2. **Remuneration:**
 - I. **Basic Salary:** Rs. 1,00,000/- Per month.
 - II. **Perquisites:**
 - a. Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation or house rent and maintenance allowance (in case residential accommodation is not provided by the Company) of 60% of the salary per annum or such other suitable amount as may be decided by the Board of Directors.
 - b. Reimbursement of hospitalization and actual medical expenses incurred as per the rules of the Company (this includes mediclaim insurance premium).
 - c. Car facility and telecommunication facility as per the rules of the Company.
 - d. Reimbursement of actual travelling expenses for proceeding on leave once in a year in respect of self and family.
 - e. Reimbursement of membership fess subject to maximum of two clubs, including admission and life membership fees.
 - f. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the rules of the Company.
 - g. Payment of premium in respect of personal accident policy which shall not exceed 1,00,000/- per annum.
 - h. Leave as per Company's rules. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisite.
 - i. Reimbursement of entertainment expenses, travelling and all other expenses, actually and properly incurred for the purpose of the Company's business.

- j. No sitting fees shall be paid for attending the meeting of the Board of Directors and Committee thereof.

3. Others :

Incentive Remuneration could be paid annually, at the discretion of the Board, based on certain performance criteria and such other parameters as may be considered appropriate from time to time.

ITEM NO. 07

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item no. 7 for approval by the members of the Company as Special Resolutions.

Except Mr. Maheshkumar Somani, Mr. Ritesh Somani and Mr. Manish Somani and their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

ITEM NO. 08

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 8 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 8 of the notice for your approval as a Special Resolution.

Except Mr. Maheshkumar Somani, Mr. Ritesh Somani and Mr. Manish Somani and their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

ITEM NO. 09

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 25 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 9 for approval by the members of the Company as Special Resolution.

Except Mr. Maheshkumar Somani, Mr. Ritesh Somani and Mr. Manish Somani and their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

ITEM NO. 10

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

Further, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) also stipulates that all material related party transactions shall require prior approval of the shareholders through ordinary resolution.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 31st August, 2024 are hereby placed before the shareholders for their approval by way of ordinary resolution to enable the Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration, are proposed to be entered into by the Company with the following related parties in the ordinary course of business and at arms’ length basis.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and applicable SEBI Circular and regulations, the particulars of transactions to be entered into by the Company with related parties are as under:

Sr. No	Name(s) of the related party	Nature of relationship	Nature of contract/ arrangement/ transaction	Value of the proposed transaction
1.	SUMICOT LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
2.	AMBAJI SYNTEX PRIVATE LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
3.	BHOOMEKA PROCESSORS PRIVATE LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
4	EKTA POLYFAB PRIVATE LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
5.	MEERA DYEING & PRINTING MILLS PRIVATE LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
6.	SURVIKA VINIMAY PRIVATE LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
7.	SUMEET SILK PROCESSORS PRIVATE LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
8.	RAKESH INDUSTRIES PRIVATE LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
9.	MINDSPRING LANDMARK PRIVATE LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
10.	AKASHGANGA PROCESSORS PRIVATE	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials	₹ 25 Crores (Rupees Twenty

	LIMITED		-Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	Five Crores)
11.	SUMICOT APPARELS PRIVATE LIMITED	Director's Brother is Director	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
12.	SKY DEVELOPERS	Entity having common control	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
13.	RAKESH SOMANI	Director's Brother	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)

The proposed contracts/arrangements/transactions relate to sale/purchase of goods/services or any other transaction(s), which shall be governed by the Company's Related Party Transaction Policy and shall be reviewed by the Audit Committee within the overall limits approved by the members. The Board of Directors or any Committee thereof would carefully evaluate the proposals providing and/or receiving of loans or guarantees or securities or making investments through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such entities.

The proposal outlined above will contribute to the principal business activities of your Company and is in the interest of the Company. Hence, the Audit Committee/Board recommends the resolution set out in the Item no. 10 of the notice for your approval as an ordinary resolution. None of the Related Parties shall vote in the resolution.

Except Mr. Maheshkumar Somani, Mr. Ritesh Somani and Mr. Manish Somani and their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

**By Order of the Board of Directors
for, BETEX INDIA LIMITED**

Date: 31st August, 2024
Place: Surat

SWATI SOMANI
Company Secretary & Compliance Officer
ACS: 68472

Registered office:
436, GIDC, PANDESARA,
SURAT-394221, GUJARAT (INDIA)
CIN: L17119GJ1992PLC018073
Tel: +91 0261 2898595/96
E-mail: corporate@betexindia.com
Website: www.betexindia.com

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF LISTING REGULATIONS AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2).

NAME OF DIRECTORS	MR. MANISH SOMANI	Mr. RITESH SOMANI	MRS. SAKSHI SODHANI
Category	Non-Executive Director	Executive Director	Executive Director
DIN	00356113	01402114	10742836
Date of Birth	25/03/1983	02/06/1986	08/07/1999
Age	41 Years	38 Years	25 Years
Nationality	Indian	Indian	Indian
Qualification	BBA	MBA	B.COM
Date of First Appointment	05/02/2007	01/04/2013	31/08/2024
Brief Profile	Mr. Manish Maheshkumar Somani is an Executive Director of the Company aged 41 years, a Bachelors of Business Administration from the “METAS of Seventh Day Adventists School, Surat” Mr. Manish Kumar Somani who has over 12 years of experience in textile business operations. He has held various leadership roles in the Company. He has always been exploring new business opportunities and challenges. He was working with the group in its various business divisions since 2003 and in the year 2007, he became Director on the Board. He is looking after company’s day to day activities.	Mr. Ritesh Rajkumar Sitaram Somani is an Executive Director of the Company aged 38 Years; a Post Graduate Diploma in Business Management from “SVKM’s Narsee Monjee institute of Management Studies (NMIMS) 2010, Mumbai” He has 11 Years of experience in textile Industry. He started his career with M/s Sumeet Silk Processors (P) Ltd to run fabrics processing unit. He also spearheads initiatives in sustainability, CSR, and Innovation at Betex India Limited Presently he is taking care of two dyeing and printing houses under the company and looking over production and finance, of the company.	Mrs. Sakshi Sodhani is appointed as an Independent Non-Executive Director on the Board w.e.f 1 st September, 2024 in the Board Meeting held on 31 st August, 2024. Mrs. Sodhani aged 25 years and holds a Graduate degree in Commerce having 2 Years experience in textile Industry. She has a good knowledge of Finance & Accounts.
Nature of expertise in specific functional areas	General Management, Industry Experience, Business Development and Strategic Leadership	Production, Finance and Operations	Financial and related Consultancy Matters
Number of Board meetings attended during the Year	6 (Six)	6 (Six)	Not Applicable
Names of listed entities in which the person also holds the directorship	Betex India Limited	Betex India Limited	Betex India Limited
Name of the listed entities in which the person holds membership/ Chairmanship of Committees of the board	Nil	Nil	Nil
Names of listed Entities from which the Directors has resigned In last 3 years, If any	Nil	Nil	Nil
List of other Directorships	1. Ambaji Syntex Private Limited 2. Meera Dyeing & Printing Mills Private Limited 3. Ekta Polyfab Private Limited 4. J.R. Credit Pvt Ltd 5. Meera Fabrics Private Limited	1. Akashganga Processors Private Limited 2. Bhoomeka Processors Private Limited 3. Rakesh Industries Private Limited 4. Survika Vinimay Pvt Ltd 5. Mind Spring Landmarks Private Limited 6. Sumicot Limited 7. Sumeet Silk Processors Pvt Ltd	Nil
Terms and conditions	As detailed in the respective resolutions and explanatory statement		
Disclosure of relationship between Director Inter-se	Son of Mr. Mahesh Somani	Son of Brother of Mr. Mahesh Somani	-
Remuneration last drawn	1,00,000/- p.m	Nil	Not Applicable
Remuneration proposed to be paid	As mentioned in respective resolutions		
Number of shares held in the Company	20150	75981	-
Manner in which the proposed person meets such requirements.	As mentioned in respective resolutions		