

BSL/SEC/2024-25/62

11th November, 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
(Maharashtra)
Scrip Code: 503722

National Stock Exchange of India Limited

Exchange Plaza Bandra-Kurla,
Bandra (East), Mumbai-400051
(Maharashtra)
Symbol :BANSWRAS

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

This is further to our letter dated 5th November, 2024 wherein we had intimated regarding appointment of Mr. Ajay Sharma (DIN:06417150) as an Additional Director in the category of Non-Executive Independent Director and appointment of Mrs. Kavita Soni (DIN: 03063791), as an Additional Director in the category of Whole-time Director of the Company, subject to approval of members of the Company.

In terms of applicable provisions of the Companies Act, 2013 and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice dated 5th November, 2024, seeking approval of the Members of the Company for following:

Sr. No.	Particulars of Resolution	Category
1.	Appointment of Mr. Ajay Sharma (DIN: 06417150) as Non-Executive Independent Director of the Company	Special Resolution
2.	Appointment of Mrs. Kavita Soni (DIN: 03063791) as Whole-time Director of the Company	Special Resolution

In compliance with the applicable circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") from time to time in this regard, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appears in the Register of Members and the Register of Beneficial Owners maintained by the Company/ Registrar and Share Transfer Agent/ Depositories respectively, as on Friday, 8th November, 2024 (Cut-off date) and whose e-mail addresses are registered with the Company and the Depositories.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing e-Voting facility to its Members. The remote e-voting will commence from 09:00 a.m. (IST) on Wednesday, 13th November, 2024 and shall end at 05:00 p.m. (IST) on Thursday, 12th December, 2024.

The Postal Ballot Notice is available on the website of the Company at <https://www.banswarasyntex.com/wp-content/uploads/2024/11/PostalBallotNotice05112024.pdf> as well as on the website of CDSL at www.evotingindia.com

This is for your information and records.

Thanking You,

Yours truly,

For **Banswara Syntex Limited**

Ravindra Kumar Toshniwal
Managing Director
DIN:- 00106789

Encl: **Postal Ballot Notice**



POSTAL BALLOT NOTICE

(Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108, 110, and other applicable provisions of the Companies Act, 2013, as amended (“**the Act**”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“**the Management Rules**”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India (“**the MCA Circulars**”) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by SEBI, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the Members of the Company (as on the Cut-off date), through postal ballot (“**the Postal Ballot**”) only by way of remote e-Voting (“**e-Voting**”) for the following Special Resolutions:

Sr. No.	Particulars
1.	Appointment of Mr. Ajay Sharma (DIN: 06417150) as Non-Executive Independent Director of the Company
2.	Appointment of Mrs. Kavita Soni (DIN: 03063791) as Whole-time Director of the Company

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/ rationale thereof form the part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-Voting i.e. **by casting votes electronically** instead of submitting Postal Ballot form.

Accordingly, the Postal Ballot Notice and instructions for e-Voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Depository Participant (“**DP**”).

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BANSWARA SYNTEX LIMITED

CORPORATE OFFICE

5th Floor, Gopal Bhawan, 199 Princess Street Mumbai 400 002

Tel : + 91 22 66336571-76 | Fax : + 91 22 66336586

Email : info@banswarasyntex.com

REGISTERED OFFICE & MILLS

Industrial Area, Dahod Road, Banswara – 327001 (Rajasthan)

Tel : + 91 2962 240690-93, 257679-68 | Fax : + 91 2962 240692

Email : secretarial@banswarasyntex.com



The Board has appointed Mr. Mihen Halani, Proprietor of M/s. Mihen Halani & Associates, (FCS No: 9926, CP No: 12015), Practicing Company Secretaries, Mumbai, as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company has provided remote e-Voting facility to its Members to cast their votes electronically. The detailed procedure with respect to e-Voting is mentioned in this Notice. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for facilitating e-Voting.

The e-Voting facility will be available during the following period:

Commencement of e-Voting period	9.00 a.m. IST on Wednesday, 13 th November, 2024
Conclusion of e-Voting period	5.00 p.m. IST on Thursday, 12 th December, 2024
Cut-off date for eligibility to vote	Friday, 8 th November, 2024

The e-Voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Thursday, 12th December, 2024, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (“**the Chairman**”) or any other person authorized by the Chairman, and the result will be announced within 02 (two) working days from the conclusion of the e-Voting period i.e. on or before 5.00 PM IST on Monday, 16th December, 2024. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date specified by the Company for e-Voting i.e. Thursday, 12th December, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. Appointment of Mr. Ajay Sharma (DIN: 06417150) as Non-Executive Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other relevant provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”), and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing

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Regulations”) (including any statutory modification(s), or re-enactments(s) thereof for time being in force) and the relevant provisions of the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors (“the Board”), Mr. Ajay Sharma (DIN: 06417150), who was appointed as an Additional Director in the capacity of Non- Executive Independent Director by the Board w.e.f. 5th November, 2024, who meets the criteria of independence as provided under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years from 5th November, 2024 to 4th November, 2029 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the foregoing Resolution.”

2. Appointment of Mrs. Kavita Soni (DIN: 03063791) as Whole-time Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (“the Rules”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors (“the Board”), Mrs. Kavita Soni (DIN : 03063791), who was appointed as an Additional Director in the capacity of Whole-time Director w.e.f. 5th November, 2024 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 Whole-time Director of the Company for a period of 3 years (Three years) from 5th November, 2024 to 4th November, 2027 on the terms and conditions including remuneration, as set out below, with the liberty to the Board of Directors of the Company to alter and vary the terms and conditions of the remuneration, as it may deems fit :-

- (I) **Basic Salary:** Rs. 3,30,000/- per month, w.e.f. 5th November, 2024 which shall be increased every year on 1st April by Rs. 35,000/- in the scale of Rs. 3,30,000 – 35,000 – 4,35,000. The first increase in the above salary will be effective from 1st April, 2025.

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(II) **Perquisites and Benefits:** In addition to above, the following perquisites not exceeding the overall ceiling as prescribed under Schedule V, annexed to the Companies Act, 2013, will be provided to Mrs. Kavita Soni, Whole-time Director:

CATEGORY (A)

a) Housing:

She will be paid 45% of her basic salary as House Rent Allowance per month or Company may provide lease-based accommodation with rent not exceeding 45% of her basic salary.

b) House Maintenance Allowance

She will be paid 3% of her basic salary as House Maintenance Allowance per month.

CATEGORY (B)

In addition to the perquisites, Mrs. Kavita Soni, Whole-time Director shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

a) Provident Fund / Superannuation Fund or Annuity Fund:

The Company's contribution to Provident Fund /Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

b) Gratuity:

Gratuity payable shall not exceed half month's Basic Salary for each completed year of service.

c) Leave:

Leave and Leave Encashment as per the rules of the Company. Leave on full salary and allowances, for a period of 24 (twenty-four) days for every 12 (twelve) months of service. Accumulation of leave as per Company's policies and encashment of leave entitled but not utilised during the period at the end of tenure.

d) Insurance:

She will be entitled to Group Medclaim Insurance Policy and Group Accidental Policy benefits as per policies of the Company.

CATEGORY (C)

a) Conveyance

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

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b) Telephone

Free telephone facility at residence. Personal long-distance calls shall be billed by the Company.

c) Reimbursement of Expenses

Apart from the remuneration as aforesaid, Mrs. Kavita Soni, Whole-time Director, shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of her duties in connection with the business of the Company.

d) Sitting Fee

No sitting fee shall be paid to Mrs. Kavita Soni, Whole-time Director, for attending the meetings of Board of Directors or any committee thereof.

e) She shall be liable to retire by rotation.

Other Terms & Conditions:

- a) Mrs. Kavita Soni, Whole-time Director will perform the duties and exercise the powers, which may be assigned to or vested in her by the Board of Directors of the Company from time to time.
- b) Either party i.e. the Company or Mrs. Kavita Soni, Whole-time Director, may terminate the agreement by giving three-months prior notice in writing to that effect.
- c) If, at any time, Mrs. Kavita Soni ceases to be the Director of the Company for any reason whatsoever, she shall also cease to be the Whole-time Director of the Company.

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate, the aforesaid remuneration including the perquisites shall be paid/payable to Mrs. Kavita Soni, Whole-time Director, subject to the applicable provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year may exceed the limits as may be specified from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof, for the time being in force, or otherwise as may be permissible under the Law.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Ministry of Corporate Affairs, Government of India to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the agreement between the Company and Mrs. Kavita Soni, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Members for their approval.

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RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the foregoing Resolution.”

Place: Mumbai

By Order of the Board of Directors

Date: 5th November, 2024

Sd/-
(Rakesh Mehra)
Chairman
DIN :00467321

Registered Office

Industrial Area, Dahod Road,
Post Box No. 21, Banswara-327001 (Rajasthan)

NOTES:

1. The Explanatory Statement, pursuant to Section 102 and Section 110 of the Act read with Rule 22 of the Management Rules, in respect of the proposed Special Resolution setting out, all the material facts and reasons are enclosed herewith and forms part of this Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the register of Members / list of beneficial owners, received from the depositories as on Friday, 8th November, 2024 (“Cut-off date”).
3. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre- paid business reply envelopes are not being sent to the shareholders for this Postal Ballot. **Members are requested to provide their assent or dissent through e-Voting only.**
4. In terms of the MCA Circulars, the Postal Ballot Notice is being sent only by email to those Members who have registered their email addresses with their depository participants or with the Company's Registrar & Share Transfer Agent. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off date are requested to register their e-mail Ids by sending an e-mail to Registrar and Transfer Agent of the Company, i.e. Computech Sharecap Limited at helpdesk@computechsharecap.in or to the Company at secretarial@banswarasyntex.com with name of registered Member(s), folio number(s)/DP Id/Client Id and no. of Equity Shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-Voting facility provided by CDSL.

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5. The voting rights of Member(s) for e-Voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date. Any person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the Cut-off date only shall be entitled to vote through e-Voting. Any person who is not a Member as on the Cut-off date should treat this notice for information purpose only.
6. A Member cannot exercise his / her / its vote by proxy on Postal Ballot.
7. Resolution, if approved, by the Members by means of Postal Ballot is deemed to have been passed at a General Meeting of the Members and the last date of the e-Voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.
8. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Secretarial Department at Email: secretarial@banswarasyntex.com or for any query/ grievance with respect to e-Voting, you can write an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.
9. Voting through Electronic Means (“e-Voting”). In compliance with provisions of Section 108 & Section 110 of the Act read with Rule 20 and Rule 22 of the Management Rules, Regulation 44 of Listing Regulations and any other applicable provisions, the Company is pleased to offer remote e-Voting facility to its Members to cast their vote by electronic means through e-Voting platform of CDSL. The e-Voting facility is available at www.evotingindia.com
10. Postal Ballot Notice is also available on the website of the Company i.e. www.banswarasyntex.com and can also be downloaded by accessing website of the CDSL at www.evotingindia.com and at the relevant sections of the websites of the BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.
11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one daily newspaper published in the language of the region (i.e. Hindi), where the Registered Office of the Company is situated (i.e. Rajasthan).
12. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on the Cut-off date i.e. Friday, 8th November, 2024.
13. All relevant documents referred to in this Notice requiring the approval of the Members shall be available for inspection by the Members only through electronic mode on all working days from the date of dispatch until

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the last date for receipt of votes by e-Voting. Members who wish to inspect the documents are requested to send an e-mail to the Company at secretarial@banswarasyntex.com mentioning their Name, Client ID and DP ID.

14. For Members who have not registered their e-mail addresses, may register the same as under:

For shares held in Physical form	The Members holding shares in physical form would need to send the Form ISR -1 duly signed by the registered shareholder(s) along with the requisite documents mentioned in the Form to our Register and Share Transfer Agent at: M/s. Computech Sharecap Ltd. 147, Mahatma Gandhi Road, Opp. Jahangir Art Gallery Fort, Mumbai – 400001
For shares held in Dematerialized form	The Members holding shares in electronic mode are requested to register/update their email address, PAN and Bank Account details with the Depository Participant where their respective dematerialized accounts are maintained.

15. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, Members holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, and eliminate risks associated with physical holding.
16. Brief profile and other additional information of the proposed appointee pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure to the Notice.
17. To exercise vote by using e-Voting facility, please carefully follow the instructions given under the heading **“THE INSTRUCTIONS OF REMOTE E-VOTING FOR SHAREHOLDERS”** of Postal Ballot Notice.
18. The result of the postal ballot will be posted on the Company’s website www.banswarasyntex.com and CDSL website www.evotingindia.com immediately after the declaration of result and the same will also be communicated to BSE Limited and the National Stock Exchange of India Limited within stipulated time period as prescribed in this regard. The Scrutinizer’s decision on the validity of e-Voting will be final.

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THE INSTRUCTIONS OF REMOTE E-VOTING FOR SHAREHOLDERS:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 9.00 a.m. (IST) on Wednesday, 13th November, 2024, and ends on 5.00 p.m. (IST) Thursday, 12th December, 2024. 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., Friday, 8th November, 2024, may cast their vote electronically. The e- Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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 e-Voting facility.

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

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Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easiest / 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 to Easiest / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see thee-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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.</p> <p>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 & My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e- Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<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</p>

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	<p>and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider 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.nsd.com. Select “Register Online for IDeAS“ Portal or click at https://eservices.nsd.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.nsd.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 and you will be redirected to e- Voting service provider 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 (DP)</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.

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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 toll free no. 1800 21 09911.
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 022 - 4886 7000 and 022 - 2499 7000.

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-Voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

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Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN to choose Banswara Syntex Ltd. to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES S implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

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- (xiv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 4. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 5. It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 6. Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@banswarasyntex.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- Please provide necessary details like 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 Registrar and Transfer Agent of the Company, i.e. Computech Sharecap Limited at helpdesk@computechsharecap.in or to the Company at secretarial@banswarasyntex.com

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2. For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013 ANNEXED TO NOTICE DATED 5TH NOVEMBER, 2024

Item No. 1 : Appointment of Mr. Ajay Sharma (DIN: 06417150) as Non-Executive Independent Director of the Company.

Pursuant to the provisions of Section 149, 150, 152, 161 of the Companies Act, 2013 read with Schedule IV of the Act and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 5th November, 2024, appointed Mr. Ajay Sharma (DIN: 06417150) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of five (5) consecutive years from 5th November, 2024 to 4th November, 2029 (both days inclusive) subject to approval of Members.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board has recommended the appointment of Mr. Ajay Sharma as an Independent Director pursuant to Sections 149 and 152 of the Companies Act, 2013. The Company has also received notice in writing from a Member proposing the candidature of Mr. Ajay Sharma to be appointed as Director of the Company.

The Company has received a declaration from Mr. Ajay Sharma confirming that he meets the criteria of independence under the Companies Act, 2013 and the Listing Regulations. Further, the Company has also received from Mr. Ajay Sharma a consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, nor debarred from holding the office of a director by virtue of any SEBI order or any such other regulatory authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

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Additional Information in respect of Mr. Ajay Sharma, including his brief resume and other requirements pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015 and SS-2 – Secretarial Standards of General Meeting in accordance of Section 118 (10) of Companies Act, 2013 is provided in **Annexure – 1**.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. On the basis of those attributes, the NRC recommended the candidature of Mr. Ajay Sharma.

In the opinion of the Board, Mr. Ajay Sharma fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. He has an extensive experience and expertise in business management & leadership. The Board is of the opinion that the appointment of Mr. Ajay Sharma as Non-Executive Independent Director, would be in the interest of the Company and it is desirable to avail his services, due to his background and experience. In line with the Company’s remuneration policy for Independent Directors, Mr. Ajay Sharma will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings / Committee meetings, if any.

The resolution seeks the approval of Members for the appointment of Mr. Ajay Sharma as Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years from 5th November, 2024 to 4th November, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

Except, Mr. Ajay Sharma, being appointee and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

The Board recommends the Special Resolution as set out in Item No. 1 of this notice for the approval of Members.

Item No. 2 : Appointment of Mrs. Kavita Soni (DIN: 03063791) as Whole-time Director of the Company.

Mrs. Kavita Soni has been closely working with the Company since 2012 wherein she has shouldered responsibilities as Sr. VP - HR & CSR. Some of her achievements include Talent Management & Development, development of leadership pipeline and driving various CSR initiatives of the Company etc. Further, she has been responsible for General Administration and Facility Management of all the factories and office spaces of the Company. Her current designation is Sr. Vice President – CSR.

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Now, as recommended by the Nomination and Remuneration Committee, the Board at its meeting held on 5th November, 2024, approved, appointment of Mrs. Kavita Soni (DIN: 03063791), as an Additional Director of the Company in the category of Whole-time Director of the Company w.e.f. 5th November, 2024 for the period of three years i.e. up to 4th November, 2027 on terms and conditions enumerated in the resolution.

In terms of Section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board has recommended the appointment of Mrs. Kavita Soni as a Whole-time Director pursuant to the Sections 149, 152, 196, 197, 198 and 203 of the Companies Act, 2013. The Company has also received notice in writing from a Member proposing the candidature of Mrs. Kavita Soni to be appointed as Director of the Company.

The Company has received from Mrs. Kavita Soni a consent to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, nor debarred from holding the office of a director by virtue of any SEBI order or any such other regulatory authority.

On recommendation of the Nomination and Remuneration Committee, the Board has decided to pay remuneration and other benefits in pursuance to Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details of which are provided in Resolution set out in Item No. 2 of this Notice.

It is submitted that based on the projections, the overall managerial remuneration may exceed the limit specified in Section 197 of the Companies Act, 2013. The Members are requested to consider the appointment and remuneration of Mrs. Kavita Soni, Whole-time Director of the Company.

Additional Information in respect of Mrs. Kavita Soni, including her brief resume and other requirements pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015 and SS-2 – Secretarial Standards of General Meeting in accordance of Section 118(10) of the Companies Act, 2013 is provided in **Annexure - 1**.

The disclosure required in terms of Section II, Part II of Schedule V of the Act is mentioned in **Annexure - 2** to this Notice.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for continues period of 30 days in the preceding financial year and in the current financial year.

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Pursuant to Section 197 and 198 read with Schedule V of the Companies Act, 2013 (“the Act”) the managerial remuneration of Mrs. Kavita Soni is required to be approved by the Members of the Company.

The resolution seeks the approval of Members for the appointment of and remuneration to Mrs. Kavita Soni as Whole-time Director of the Company for a period of 3 (three) years from 5th November, 2024 to 4th November, 2027 (both days inclusive) pursuant to Sections 149, 152, 196, 197, 198 and 203 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and she shall be liable to retire by rotation.

Mr. Rakesh Mehra, Mr. Ravindra Kumar Toshniwal, Mr. Shaleen Toshniwal and Mrs. Kavita Soni, (being related to each other) and their relatives are deemed to be interested in or concerned, financially or otherwise, in the resolutions set out at Item No. 2 of the Notice.

Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, deemed to be interested or concerned, financially or otherwise, in the resolutions set out at Item No. 2 of the Notice.

The Board recommends the Special Resolution set out in the Item No. 2 for the approval of the Members of the Company.

Annexure – 1

Brief profile of Directors including the information required to be furnished under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are given below:

Position/Post	Non-Executive Independent Director	Whole-time Director
Name of the Director	Mr. Ajay Sharma	Mrs. Kavita Soni
DIN	06417150	03063791
Date of Birth / Age	21 st October, 1962 (62 years)	13 th July, 1965 (59 years)
Date of Appointment	5 th November, 2024	5 th November, 2024
Qualification (s)	<ol style="list-style-type: none"> MBA(Finance) from RA Poddar Institute of Management (University of Rajasthan) ICWA (Inter)- Institute of Costs and Works Accountants of India. M. Com from Himachal University. 	BA (Hons) Economics from St. Xavier’s College, Mumbai University

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	<p>4. B.com (Hons) from Hansraj College (University of Delhi)</p> <p>5. CAIIB from Indian Institute of Banking and Finance.</p>	
Relationships between the Directors inter- se	None	<p>1. Mr. Ravindra Kumar Toshniwal – Brother</p> <p>2. Mr. Shaleen Toshniwal – Brother</p> <p>3. Mr. Rakesh Mehra- Brother-in-law</p>
Brief Resume	<p>Mr. Ajay Sharma (Aged 62 years) is a MBA (Finance) from R A Poddar Institute of Management (University of Rajasthan), ICWA (Inter) and CAIIB from Indian Institute of Banking and Finance.</p> <p>Mr. Ajay Sharma has over 35 years of post-qualification experience in IDBI Bank having diverse experience in areas like Corporate Finance, Finance & Accounts Department, Human Resources, Training, Internal Audit, Treasury, Syndication and Sourcing department.</p> <p>Mr. Sharma was appointed as Executive Director & Chief Financial Officer of IDBI Bank since 2017 to 2021 and as Executive Director – Human Resources & Training from June, 2021 to October, 2022. Further, he was appointed as the Nominee Director of IDBI Bank on Board of various listed/unlisted companies. In his last assignment, Mr. Sharma was an Advisor – HR & Training of IDBI Bank till May, 2024.</p>	<p>Mrs. Kavita Soni (Aged 59 years) has done her BA (Hons.) in Economics from St. Xavier’s College, Mumbai University in 1986. She has over three & half decade of professional experience in setting up manufacturing units, trading houses, assisting educational institutes, charitable organizations and supporting self-help groups etc. in India and UAE. She has a varied experience in Business Administration, HR and Finance etc. She has attended numerous international trade shows, business conferences and workshops wherein she has gained expert knowledge in the field of business laws, compliances, HR and international procurement.</p> <p>Since 2011 Mrs. Kavita Soni has been closely working with Banswara Syntex Group of Companies and its subsidiaries wherein she has shouldered responsibilities as Sr. VP - HR & CSR. In this role, her critical responsibilities include Talent Management & Development, development of leadership pipeline and driving various CSR initiatives of the Company. She has been responsible for General Administration and Facility Management of all the factories and office spaces of the Banswara Syntex Group entities.</p>
Nature of expertise in specific functional areas	As detailed in “Brief Resume” hereinabove	As detailed in “Brief Resume” hereinabove
Name(s) of the other Companies in which directorship held as on Date of Postal Ballot	NIL	<p>1. Speedshore Trading Company Private Limited.</p> <p>2. Moonfine Trading Company Private Limited.</p> <p>3. Lawson Trading Co Pvt Ltd.</p>

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		4. Niral Trading Private Limited. 5. Rastogi Estates and Construction Company Private Limited.
Membership/ Chairmanship of the Committees in other companies as on date of Postal Ballot.	NIL	NIL
Listed Entities from which resigned as Director in past 3 years	NIL	NIL
Shareholding (including shareholding as a beneficial owner) in the Company	NIL	19,34,465 (5.65%) equity shares
Skills and capabilities required for the role and manner in which he/she meets such requirements	As detailed in “Brief Resume” hereinabove	As detailed in “Brief Resume” hereinabove
Remuneration proposed to be paid	Sitting Fees	As per Resolution set out in the item No.2 of this Notice and explanatory statement thereto
Last drawn Remuneration	Not Applicable	First appointment as Director (Rs.64.94 lakhs during FY 2023-24 as Sr. Vice President – CSR)
Terms & Conditions of appointment	As mentioned under Resolution at Item No. 1 and formal letter of appointment.	As mentioned under Resolution at Item No. 2. and the agreement between the Company and Mrs. Kavita Soni
The number of meetings of the Board attended during the year (2024-25)	N.A.	N.A.

Annexure – 2

Pursuant to clause (iv) of Section II, Part II of Schedule V of the Companies Act, 2013 the following statement is given

I. GENERAL INFORMATION

Sr. No.	Particulars/Subject	Information
1.	Nature of industry	Manufacturing of Textile Products
2.	Date or expected date of Commencement of commercial production	5 th May, 1976

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3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Financial performance based on given indicators	In the Financial Year 2023-24, the Company had a turnover of Rs. 1,264.21 Crores and Profit after Tax of Rs.35.25 Crores.
5.	Foreign Investments or collaborators, if any.	No such investment or collaboration except minor shareholding of Non-Resident Indians.

II. INFORMATION ABOUT THE EXECUTIVE DIRECTOR

Sr. No.	Particulars/Subject	Information
		Mrs. Kavita Soni, Whole-time Director
1.	Background Details	As detailed in Annexure – 1 to this Notice
2.	Past remuneration	First appointment as Director (Rs.64.94 lakhs during FY 2023-24 as Sr. Vice President – CSR)
3.	Recognition or awards	As detailed in Annexure – 1 to this Notice
4.	Job profile and her suitability	To look after CSR, ESG initiatives, and be responsible for General Administration and facility management of all the factories and office space and as may be directed by the Board of Directors from time to time.
5.	Remuneration proposed	Salary, perquisites and other terms as fully set out in resolution at item No. 2 of the Notice and explanatory statement thereto.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Yes
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, or other director, if any	Mrs. Kavita Soni is relative of Mr. Rakesh Mehra, Chairman and Whole-time Director, Mr. Ravindra Kumar Toshniwal, Managing Director and Mr. Shaleen Toshniwal, Jt. Managing Director as detailed out in Annexure – 1 to the notice.

BANSWARA SYNTEX LIMITED

CORPORATE OFFICE

5th Floor, Gopal Bhawan, 199 Princess Street Mumbai 400 002
 Tel : + 91 22 66336571-76 | Fax : + 91 22 66336586
 Email : info@banswarasyntex.com

REGISTERED OFFICE & MILLS

Industrial Area, Dahod Road, Banswara – 327001 (Rajasthan)
 Tel : + 91 2962 240690-93, 257679-68 | Fax : + 91 2962 240692
 Email : secretarial@banswarasyntex.com



III OTHER INFORMATION

Sr. No.	Particulars/Subject	Information
1.	Reason of loss or inadequate profits for FY 2023-24	Textile industry is going through headwinds. Lack of exports demand due to geopolitical tensions, recession and slowdown in Europe, Turkey, US and UK had an impact Company's exports, turnover and domestic market continued to face challenges on demand and pricing pressure and overall revenue from operation declined by 16% during FY 2023-24. Due to these margins were under tremendous pressure.
2.	Steps taken or proposed to be taken for improvement	The Company is well-positioned to leverage emerging export opportunities and optimize capacity utilization for operational efficiency. Moving forward, our priorities include developing Value Added yarn, expanding our branded fabric business, and increasing exports in the garment sector
3.	Expected increase in the productivity and profits in measurable terms	In view of the steps taken by the Company as stated above, the Company believes that there will be improvement in productivity and profitability in the years to come.

By order of the Board of Directors

For Banswara Syntex Limited

Sd/-

Rakesh Mehra
DIN : 00467321

Place: Mumbai

Date : 5th November, 2024

Registered Office

Industrial Area, Dahod Road,
Post Box No. 21, Banswara-327001 (Rajasthan)

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