

BANSWARA

BSL/SEC/22

6th July, 2022

BSE Limited Listing Deptt. Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI - 400 001 Scrip Code: 503722	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra-Kurla Complex Bandra (East), MUMBAI-400 051 Symbol" BANSWRAS
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Sub: Notice of 46th Annual General Meeting, E-Voting and Book Closure

Dear Sir/Madam,

Pursuant to Regulation 30, 42, 44 and other applicable regulations of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, we hereby inform you that:

The 46th Annual General Meeting (AGM) of the company will be held on Saturday, 30th July, 2022 at 4.30 P.M. (IST) at its Registered Office i.e. Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327001, Rajasthan.

The company has provided the facility to vote by electronic means (Remote e-Voting) on all Resolutions as set out in notice of AGM to those members, who are holding shares either in physical or in electronic form as on the cut-off date i.e. 23rd July, 2022.

The remote e-voting will commence at 9:00a.m. (IST) on Tuesday, 26th July, 2022 and end at 5:00 p.m. (IST) on Friday, 29th July, 2022.

The Register of Members and the Share Transfer Books of the company will remain closed from Sunday, 24th July, 2022 to Saturday, 30th July, 2022 (both days inclusive) for the purpose of AGM and determining the eligibility of the Members entitled to dividend.

A copy of Notice of the AGM is attached for your information and records.

Yours Faithfully

For BANSWARA SYNTEX LIMITED


(H.P. KHARWAL)

Company Secretary & Compliance Officer

Membership No. A28614

Encl: a/a



BANSWARA SYNTEX LIMITED

CORPORATE OFFICE

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

Tel : +91 22 66336571-76 | Fax : +91 22 2206 4486

Email : info@banswarafabrics.com

REGISTERED OFFICE & MILLS

Industrial Area, Dahod Road, Banswara - 327 001 (Rajasthan)

Tel : +91 2962 240690 - 93, 257676 - 81

Email : info@banswarafabrics.com

NOTICE OF 46th ANNUAL GENERAL MEETING

NOTICE is hereby given that 46th Annual General Meeting (AGM) of the Members of Banswara Syntex Ltd. (the Company) will be held on Saturday, the 30th day of July, 2022 at 4.30 P.M.(IST) at its Registered Office at Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327001, Rajasthan to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022 together with the reports of the Board of Directors and Auditors thereon and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 and Auditors' report thereon.
2. To declare final dividend on Equity Shares for the financial year ended 31st March, 2022.
3. To appoint a Director in place of Shri Rakesh Mehra, Whole time Director (DIN: 00467321), who retires by rotation and, being eligible, offers himself for re-appointment.
4. **To re-appoint K.G. Somani & Co. LLP, New Delhi, as Statutory Auditors of the Company**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 as amended from time to time and applicable regulations of the Securities and exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)], and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, K.G. Somani & Co., LLP, Chartered Accountants (Firm Registration No. 006591 N/N 500377), be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of five (5) consecutive years, from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the 51st AGM of the Company to be held in the year 2027, to examine and audit the accounts of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be mutually

agreed between the Board of Directors of the Company and the Statutory Auditors from time to time;

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

SPECIAL BUSINESS

5. **To ratify the Remuneration to the Cost Auditors for the Financial Year 2022-23**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 [(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)], the payment of the remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) plus applicable taxes and out of pocket expenses to M/s. K.G. Goyal & Co., Cost Accountants (Firm Registration No. 000017) who were appointed by the Board of Directors of the Company, as the Cost Auditors to conduct the audit of the cost records maintained by the Company for financial year ending on 31st March, 2023, be and is here by ratified;

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

6. **To approve Sub- division/ Split of 1 (One) Equity Share of the Company having face value of ₹ 10/- each fully paid up into 2 (Two) Equity Shares of ₹ 5/- each and consequent alteration of capital clause of Memorandum of Association of the Company**

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

"RESOLVED THAT pursuant to provisions of Section 61(1)(d) and 64 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [(including any statutory modification(s) or re-enactment thereof, for the time

being in force)] and pursuant to the provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory and regulatory authority(ies), the consent of Members of the Company be and is hereby accorded for sub-division/ Split of existing equity shares of the Company having a face value of ₹ 10/- (Rupees Ten only) each fully paid up into 2 (Two) equity shares having a face value of ₹ 5/- (Rupees Five Only) each fully paid up;

RESOLVED FURTHER THAT pursuant to the sub-division/ split of equity shares of the Company with effect from the record date, each equity share of the Company having a face value of ₹ 10/- (Rupees Ten Only) in the Authorized, issued, subscribed and paid up equity share capital shall stand sub-divided into 2 (Two) equity shares of a face value of ₹ 5/- each (Rupees Five Only);

RESOLVED FURTHER THAT upon the sub-division/ split of the equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares having face value of ₹ 10/- each shall be deemed to have been automatically cancelled and to be of no effect on and from the record date and the Company may without requiring the surrender of the existing share certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in case of the equity shares held in dematerialized form, the number of sub-divided equity shares be credited to their respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares of the Company before sub-division/split;

RESOLVED FURTHER THAT pursuant to the Section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder), [(including any statutory modification(s) or re-enactment thereof, for the time being in force)], subject to such other approval(s)/ consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the consent of the Members of the Company be and is hereby accorded for alteration of the existing Clause V of the Memorandum of Association of the Company relating to the Share Capital by substituting with the following clause:

V. 'The Authorised Share Capital of the Company is ₹ 68,85,00,000/- (Rupees Sixty Eight Crore and Eighty

Five Lakhs Only) divided into 12,17,00,000 (Twelve Crore Seventeen Lakhs Only) Equity Shares of ₹ 5/- (Rupees Five Only) each and 500,000 (Five Lakhs) Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred Only) each and 300,000 (Three Lakhs) Redeemable Cumulative Preference Shares of ₹ 100/- (Rupees One Hundred Only) each with the power to increase or reduce its capital for the time being and to consolidate, divide or sub-divide and re-classify the shares in such capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as to dividend, voting or otherwise and to vary, modify or abrogate any such rights, privileges or conditions in accordance with the provisions of the Act and Articles of Association of the Company and issue shares of higher or lower denominations;

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the subdivision/split of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the Sub-division of shares including execution and filing of all the relevant documents with the Stock Exchange(s), Ministry of Corporate Affairs, Reserve Bank of India and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By order of the Board of Directors

Sd/-

H.P. Kharwal

Company Secretary
ACS 28614

Place: Mumbai
Dated: 3rd May, 2022

Registered Office

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

NOTES:

1. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the Act) relating to the Special Business to be transacted at the ensuing Annual General Meeting (the Meeting / AGM) is appended hereto. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) is annexed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM (IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The proxies, in order to be valid, should be duly completed, stamped and signed and must be lodged at the registered office of the Company not less than 48 hours before the commencement of the Meeting. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying Voting rights.
3. Corporate Members intending to send their authorized representatives to attend the Meeting, pursuant to Section 113 of the Act are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. The copy of the said Resolution/Authorization shall be sent to the Scrutinizer/RTA by email through its registered email address at helpdesk@computechsharecap.in with a copy marked to helpdesk.evoting@cDSLindia.com
4. The Members/Proxy holders are requested to bring their duly filled Attendance Slip along with their copy of the Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the Meeting, if not already voted through remote e-voting.
6. A Route Map showing the directions to reach the venue of the AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on General Meeting.
7. The Register of Directors and Key Managerial

Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the relevant documents refer to in the Notice of AGM, will be available for inspection by the Members at AGM.

8. With respect to the payment of dividend, the Company provides the facility of remittance of dividend amount electronically through National Automated Clearing House (NACH) to all Shareholders holding shares in demat and physical form. Shareholders holding shares in physical form who wish to avail NACH facility, may submit their bank details viz., Name of the Bank and Branch, their A/c type and Core Banking A/c No. with 9 digit MICR and 11 digit IFSC code along with the copy of cancelled cheque in the prescribed form, which can be obtained from the Company's Registrar & Share Transfer Agent (RTA), Computech Sharecap Limited, (RTA) at 147, Mahatama Gandhi Road, Fort, Mumbai – 400001, Maharashtra. Requests for payment of dividend through NACH for the year 2021-22 should be lodged with RTA on or before the book closure date.
9. **Green Initiative**

The Ministry of Corporate Affairs and the SEBI have encouraged paperless communication as a contribution to greener environment. In order to support the "Green initiative", Members holding shares in physical mode are requested to register their e-mail IDs with Company's RTA and Members holding shares in Demat mode are requested to register their e-mail IDs with their Depository Participant. Members are entitled to receive communication in physical form, free of cost, upon making a request for the same.

An electronic copy of the Annual Report 2021-22 along with the Notice are being sent to all those Members whose e-mail addresses are registered with the Company/Depository Participant(s). Members are requested to print the Attendance Slips and submit a duly filled in Attendance Slip at the Registration Counter at the Meeting. For Members who have not registered their e-mail addresses, physical copies of the Annual Report 2021-22 are being sent by the permitted modes. Members may also note that the Notice of the AGM, Attendance Slip and the Annual Report are available on the Company's website www.banswarasyntex.com.

10. Book Closure and Dividend

The Register of Members and Shares Transfer Books of the Company shall remain closed from Sunday, the 24th July, 2022 to Saturday, the 30th July, 2022 (both days inclusive) for the purposes of the AGM and determining the eligibility of the Members entitled to dividend, subject to the approval of the Members at the AGM.

Payment of Dividend, if declared at the Meeting, will be paid to the Members, whose names appear on the Register of Members of the Company as on 23rd July, 2022. In respect of the shares held in dematerialized form, the Dividend will be paid to Members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners at the close of business hours on 23rd July, 2022.

Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('IT Act'). For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are requested to update their PAN with the Company's RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

Unclaimed Dividends

- (a) Transfer to the Investor Education and Protection Fund

Members are hereby informed that the Company is required to transfer dividends which have remained unpaid/unclaimed for a period of seven years from the date on which dividend has become due for payment to the Investor Education and Protection Fund (IEPF) established by the Government. Accordingly, during the year, unclaimed dividends amounting ₹ 7,56,524/- pertaining to the financial year 2013-14 has been transferred to IEPF Members are requested to

note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed/ unpaid for a period of seven years from the dates they became first due for payment. Any Member, who has not claimed the dividend in respect of the financial year 2014-15 to 2020-21 is requested to approach the Company/ RTA of the Company for claiming the same as early as possible.

- (b) Details of Unclaimed Dividends on Website

In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends for the financial year 2014-15 and subsequent years on the website of Investor Education and Protection Fund, www.iepf.gov.in and under "Investor Relations" section on the website of the Company at www.banswarasyntex.com.

- (c) Transfer of "Underlying Share" into IEPF

In terms of Section 124(6) of the Act read with EPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which dividends have remained unclaimed for a period of seven consecutive years to the IEPF Suspense Account established by the Central Government. As required under the said Rules, the Company has published a Notice in the newspapers inviting the Members attention to the aforesaid Rules. The Company has also sent individual communication to the concerned Members whose shares are liable to be transferred to IEPF Suspense Account, pursuant to the said Rules. The Company has also uploaded full details of such shares due for transfer as well as unclaimed dividends under "Investor Relations" section on the website of the Company at www.banswarasyntex.com.

11. Nomination Facility

As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No.

SH-14. Members holding shares in physical form are requested to submit the forms to the Company's RTA. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

12. **Updation of Members' Details**

Members are requested to notify any change in their address or bank mandate to: (a) their respective Depository Participants in case of shares held in electronic form; or (b) the Company's RTA, in case of shares held in physical form.

13. As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1st, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or RTA for assistance in this regards.

14. The Members are requested to submit their queries/requests for clarification, if any, on the Annual Report via e-mail to Shri H P Kharwal, Company Secretary at secretarial@banswarasyntax.com latest by the Thursday, 21st July, 2022, which will enable the Company to furnish replies at the AGM.

15. **Voting through Electronic means**

I In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time, the Company is pleased to provide the Members facility of "remote e-voting" (e-voting from place other than venue of the AGM) to exercise their right to vote at the AGM.

The business may be transacted through e-voting Services provided by CDSL. The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the AGM. The Members attending the Meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting. The Members who have already cast their vote through remote e-voting may attend the Meeting but shall not be entitled to cast their vote again at the AGM.

THE INTRUCTIONS OF MEMBERS FOR REMOTE E-VOTING AREAS UNDER

- i) The voting period begins from **9:00 A.M. on Tuesday, the 26th July, 2022 and ends at 5:00 P.M. on Friday, the 29th July, 2022.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, the **23rd July, 2022**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- ii) Members 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 9th December, 2020, under Regulation 44 of the Regulations, listed entities are required to provide remote e-voting facility to its Members, 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 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-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDLs given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>a) 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 are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>b) After successful login the Easi /Easiest user will be able to see the e-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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>c) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>d) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available at www.cdslindia.com home page or click on 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 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>a) 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>b) 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>c) 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 or joining virtual meeting & voting during the meeting.

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

- v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on “Shareholders” module.
- c) Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- d) Next enter the Image Verification as displayed and Click on Login.
- e) 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.
- f) If you are a first-time user follow the steps given below:
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

	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
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. <ul style="list-style-type: none"> 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.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN to choose Banswara Syntex Limited to vote.
- x) 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 implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii) 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.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv) 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.

Facility for Non – Individual Shareholders and Custodians – For Remote Voting

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- Alternatively Non Individual shareholders are required 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

- i. 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 Company at secretarial@banswarasyntex.com/helpdesk@compuotechsharecap.in.
 - ii. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
 - iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- II The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of **Saturday, the 23rd July, 2022.**
- III CS Manoj Maheshwari, Practising Company Secretary and Partner of M/s. V.M. & Associates Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting and polling process to be carried out at this AGM in a fair and transparent manner.
- IV The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make within two working days of conclusion of the Meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- V The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at banswarasyntex.com and on the website of CDSL within two working days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited.

- VI All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 A.M. to 1.00 P.M.) on all working days, upto and including the date of the AGM of the Company.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, 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 on 022-23058542/43.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item numbers 4, 5 and 6 of the accompanying Notice dated 3rd May, 2022.

ITEM NO. 4

This Explanatory Statement is provided pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) However, the same is strictly not required as per Section 102 of the Act.

The Member of the Company at the 41st Annual General Meeting (the AGM) held on 14th September, 2017, appointed M/s. K. G. Somani & Co. Chartered Accountants (Firm Registration No. 006591 N), as the Statutory Auditors of the Company for a period of five consecutive years, from the conclusion of the 41st AGM till the conclusion of the 46th AGM. Accordingly, the first term of the five consecutive years, as the Statutory Auditors expires on the conclusion of the 46th AGM.

Pursuant to the provisions of Section 139 of the Act, no listed company can appoint/re-appoint an audit firm as a Statutory Auditor for more than two terms of five consecutive years and accordingly, K. G. Somani & Co. LLP, Chartered Accountants is eligible to be re-appointed as the Statutory Auditor of the Company for another term of five consecutive years.

The Board of Directors of the Company, at its meeting held on 3rd May, 2022, on the recommendation of the Audit Committee has, after considering and evaluating various proposals and factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc. recommended the re-appointment of K. G. Somani & Co. LLP, Chartered Accountants, (Firm Registration No. 006591 N/ N 500377), as the Statutory Auditors of the Company for the second term of five consecutive years from the conclusion of 46th AGM till the conclusion of the 51st AGM to be held in the year 2027, to examine and audit the accounts of the Company at a remuneration of 25,00,000/- (Rupees Twenty Five Lakhs) for the financial year ending 31st March, 2023 plus applicable taxes and out of pocket expenses.

As required under the SEBI Listing Regulations, K. G. Somani & Co. LLP, holds a valid certificate issued by the Peer Review Board of ICAI. K. G. Somani & Co. LLP, has consented to its re-appointment as Statutory Auditors and has confirmed that their re-appointment, if made, shall be in accordance with Sections 139, 141 and other applicable provisions of the Act and rules framed thereunder.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 4 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board commends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members of the Company.

ITEM NO. 5

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of M/s K.G. Goyal & Co., Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2023.

In terms of the provisions of Section 148 (3) of the Act read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Audit and Records) Rules 2014, the remuneration of the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors is required to be ratified by the Members.

The remuneration payable to M/s K.G. Goyal & Co, Cost Auditors of the Company for conducting the audit of the cost records for the financial year ended 31st March, 2023 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 3rd May, 2022, will not exceed ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) plus applicable taxes and of out of pocket expenses.

Accordingly, consent of the Members is sought, by passing an Ordinary Resolution as set out in Item No. 5 of the accompanying Notice to ratify the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2023.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 5 of the Notice.

The Board recommends the passing of the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members of the Company.

ITEM NO. 6

The Equity Shares of your Company are listed and traded on BSE Limited and National Stock Exchange of India Ltd. In order to enhance the liquidity in the capital market and to make the shares affordable to small investors, the Board of Directors at its meeting, held on 3rd May, 2022, subject to approval of Shareholders and other approvals as may be required, has recommended the subdivision of 1 (One) Equity Share of the Company of the face value of ₹ 10/- (Rupees Ten Only) each into 2 (Two) Equity Shares of the Company of face value of ₹ 5/- (Rupees Five Only) each fully paid up.

The sub-division as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association ("MOA") of the Company as set out in Item No. 6 of the Notice to reflect the change in face value of Equity Share of the Company from existing ₹ 10 (Rupees Ten only) each into ₹ 5/- (Rupees Five only) each. After the approval of Members the Share Capital Structure of the Company will be as per the table mentioned below.

Share Capital (Split 1:2)	
Present Capital	Proposed Capital
The Authorized Equity Share Capital of the Company is ₹ 60,85,00,000 (Rupees Sixty Crore Eighty Five Lakhs only) divided into 6,08,50,000 (Rupees Six Crore Eight Lakhs and Fifty Thousand only) Equity Shares of ₹ 10/- each and the subscribed and paid-up share capital of the Company is ₹ 17,11,60,420/- (Rupees Seventeen Crore Eleven Lakhs Sixty Thousand Four Hundred and Twenty Only) divided into 1,71,16,042 (One Crore Seventy One Lakhs Sixteen Thousand and Forty Two) Equity Shares of ₹ 10/- each fully paid-up.	The Authorized Equity Share Capital of the Company will be ₹ 60,85,00,000 (Rupees Sixty Crore Eighty Five Lakhs only) divided into 12,17,00,000 (Twelve Crore Seventeen Lakhs Only) Equity Shares of ₹ 5/- each and the subscribed and paid-up share capital of the Company is ₹ 17,11,60,420/- (Rupees Seventeen Crore Eleven Lakhs Sixty Thousand Four Hundred and Twenty Only) divided into 3,42,32,084 (Three Crore Forty Two Lakhs Thirty Two thousand and Eighty Four Only) Equity Shares of ₹ 5/- each fully paid-up.

The proposed sub-division of equity shares will not result in any change in the amount of authorized and paid-up share capital of the Company and will help in increasing the liquidity.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 6, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the passing of the Special Resolution as set out in Item No. 6 of the accompanying Notice for approval of the Members of the Company.

By order of the Board of Directors

Place: Mumbai
Dated: 3rd May, 2022

Registered Office
Industrial Area, Dahod Road,
Post Box No. 21,
Banswara-327001
Rajasthan

Sd/-
H.P. Kharwal
Company Secretary
ACS 28614

DETAILS / PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE 46th AGM AS PER REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETING.

Position/Post	Re-Appointment/ Director Retiring by Rotation
Name of the Director	Shri Rakesh Mehra
DIN	00467321
Date of Birth & Age	19.11.1957 (Age 64 Yrs.)
Date of first Appointment on the Board	23.04.1986
Qualification (s)	Fellow Member of Institute of Chartered Accountants of India.
Experience and Expertise	Over 36 years of experience in the Textile Industry. He has been Chairman of The Synthetic & Rayon Textiles Export Promotion Council (SRTEPC) for two terms. Presently, he is Convener of the MMF Textiles Sub Committee of Confederation of Indian Textile Industry (CITI) and President of Indian Spinners' Association (ISA).
List of the other Listed Companies in which Directorship held as on 31st March, 2022	<ul style="list-style-type: none"> • Moonfine Trading Co. Pvt. Ltd. • Excel Pack Pvt. Ltd. • TESCA Textile & Seat Components (India) Pvt. Ltd.
Chairmanship/ Membership of the Committees of Boards of other companies in which he is a Director as on 31st March, 2022	NIL
No. of Shares held in the Company	
a) Own	6061
b) For other person on Beneficial basis	NIL
Details of the Remuneration last drawn	During Financial year 2021-22, ₹ 224.14 Lakhs was paid.
Terms & Conditions of re-appointment	NIL
Relationships between the Directors <i>inter se</i>	<ul style="list-style-type: none"> • Shri Ravindra Kumar Toshniwal - Brother –in- Law • Shri Shaleen Toshniwal – Brother-in –Law
The number of Board Meetings attended during the year	4 (four)

By order of the Board of Directors

Sd/-

H.P. Kharwal

Company Secretary

M. No. A28614

ROUTE MAP TO THE 46th AGM VENUE

Venue : Banswara Syntex Limited

Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327001, Rajasthan

Date & Time: Saturday, the 30th July, 2022 at 4.30 P.M.



To view the route map in your smartphone/tabs, please scan this QR Code with your camera-enabled smartphone /tabs. If you do not have QR Code scanner, you may download the same from your appstore.