



BSL/SEC/21

2nd September, 2021

**BSE Limited
Listing Deptt.
Floor 25, P.J. Towers
Dalal Street,
MUMBAI - 400 001**

**National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza Bandra-Kurla Complex
Bandra (East), MUMBAI-400 051**

Scrip Code: 503722

Symbol" BANSWRAS"

Sub: Notice of 45th 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:

1. The 45th Annual General Meeting (AGM) of the company will be held on Friday, 24th September, 2021 at 11.00 A.M. through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'), in accordance with the relevant circulars issued by the Ministry of Corporate affairs (MCA) and the Securities and Exchange Board of India (SEBI).
2. The company has provided the facility to vote by electronic means (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. 17th September, 2021.
3. The remote e-voting will commence at 9:00a.m. (1ST) on Monday, 20th September, 2021 and end at 5:00 p.m. (1ST) on Thursday, 23rd September, 2021.
4. The Register of Members and the Share Transfer Books of the company will remain closed from Saturday, 18th September, 2021 to Friday, 24th September, 2021 for the purpose of AGM and Dividend.

A copy of 45th AGM Notice 2020-21 is attached for your information and records.

Thanking You,

Yours Faithfully

For **BANSWARA SYNTEX LIMITED**

(H.P. KHARWAL)

COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: As above.

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 45TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 45th Annual General Meeting (AGM) of the shareholders of Banswara Syntex Ltd. will be held on Friday the 24th day of September, 2021 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 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, 2021 and Auditors' report thereon.
2. To declare final dividend on Equity Shares for the financial year ended 31st March, 2021.
3. To appoint a Director in place of Shri Shaleen Toshniwal, Whole Time Director (DIN: 00246432, who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **To ratify the remuneration to the Cost Auditors for the Financial Year 2021-22.**

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 ₹ 2,40,000/- (Rupees Two Lakh Forty Thousand only) plus GST and reimbursement of actual 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 "Cost Auditors" to conduct the audit of the cost records maintained by the Company for Financial Year ending on 31st March, 2022, be and is hereby 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."

5. **To re-appoint Shri Jagdeesh Mal Mehta (DIN: 00847311) as an Independent Director.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI's Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Jagdeesh Mal Mehta (DIN: 00847311), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act, Regulation 16(1)(b) of the SEBI's Listing Regulations and pursuant to Regulation 17 (1A) of SEBI's Listing Regulations that he has attained the age of 79 years and being eligible for re-appointment and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be, and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (five) years with effect from 27th October, 2021 to 26th October, 2026.

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

6. **To continue the current term of Shri Devendra Pal Garg (DIN: 00003068) as an Independent Director.**

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

"RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to applicable provisions of the Companies Act, 2013 if any, and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to continue the directorship of Shri Devendra Pal Garg (DIN: 00003068) as a Non Executive Independent

Director of the Company till the expiry of his existing term i.e. up to 31st March, 2024, not with standing that on 24th December, 2021 he attains the age of 75 years.

RESOLVED FURTHER THAT the Board of Directors be and is hereby, authorised 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.”

7. **To grant loan to Tesca Textiles & Seat Components (India) Pvt. Ltd., Joint Venture Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 179, 185, 186, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded for granting loan amount not exceeding ₹ 2.00 Crore to Tesca Textiles & Seat Components (India) Pvt. Ltd., Joint Venture Company and a Related Party and an entity in which Directors of the Company are interested, in one or more tranches, and on such other terms and conditions mentioned in the agreement draft of which is placed before the meeting and initialled by the Company Secretary for the purpose of identification and such loan to be utilized by the borrowing company for the purpose of

its principal business activities.

RESOLVED FURTHER THAT the above said loan is to be granted at 5.50 % p.a. rate of Interest.

RESOLVED FURTHER THAT the Board of Directors be and is hereby, authorised 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.”

By order of the Board
For **Banswara Syntex Ltd.**

Sd/-

(H.P. KHARWAL)

COMPANY SECRETARY

M. No. A28614

Place: Banswara

Dated: 18th June, 2021

Registered Office

Industrial Area, Dahod Road,
Post Box No. 21,
BANSWARA-327001 (Raj.)

NOTES:

1. In view of the global outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid-19" and General Circular No. 20/ 2020 dated 5th May 2020 and General Circular No. 2/ 2021 dated 13th January, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD/2/CIR/P/ 2021 dated 15th January, 2021, in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Covid-19 pandemic" ("SEBI Circular") have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.
2. As per the provisions of Clause 3 A. II of the General Circular No. 20/ 2020 dated 5th May, 2020, the matter of Special Business as appearing at Item Nos. 4, 5, 6 & 7 of the accompanying Notice, is considered to be unavoidable by the Board and hence, form part of this Notice.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM/Meeting") 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. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA AND SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
4. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the ensuing Annual General Meeting (Hereinafter referred to as MEETING / AGM) is appended hereto. The relevant details as required under Regulation 36(3) of SEBI's Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM is annexed herewith.
5. Corporate/Institutional Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-Voting. 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.
6. As per Regulation 40 of the SEBI'S Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 read with SEBI circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode.

In view of above and having regard to the difficulties experienced by the shareholders in disposing of the shares held in physical form and to mitigate the hardships caused to them, the Company is providing to them KYC Form for furnishing PAN and Bank details and procedure for mandatory dematerialization under notification as mentioned above.
7. To support the "Green initiative" and pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail address either with the Company or with the Depository

Participant(s) unless any member has requested for a hard copy of the same. The Annual Report for the Financial Year 2020-21 along with Notice for AGM is available at the website of the Company at www.banswarasyntex.com under 'Financials' Section.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and in case the shares are held by them in physical form intimate changes to

Computech Sharecap Limited, (RTA) :-

Address: 147, Mahatma Gandhi Road, Opp. Jahangir Art Gallery, Fort, Mumbai – 400001 (Maharashtra)

Phone: +91 22 22635000/01

Fax: +91 22 22635005

E-mail: helpdesk@computechsharecap.in

Website: www.computechsharecap.com

Members are requested to quote their Regd. Folio Number / DP and Client ID Nos. in all their correspondence with the Company or its RTA.

9. Members holding shares in physical form can avail the nomination facility as permitted under Section 72 of the Companies Act, 2013 by filing 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 obtain the nomination forms from the Company's Registrar and Share Transfer Agents (RTA). Members holding shares in electronic form may obtain the nomination forms from their respective depository participants. Both the forms are also available on the website of the Company at www.banswarasyntex.com under 'Investors' section.
10. Members who hold shares in the physical form in multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate(s) to RTA, for consolidation into single folio and are further requested to dematerialize their physical holdings.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members seeking any information with regard to the

accounts or any matter to be placed at the AGM, are requested to write to the company at least 7 days in advance of the Annual General Meeting. The same will be replied by the company suitably.

13. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.banswarasyntex.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL i.e. www.evotingindia.com.
14. The Register of Members and Shares Transfer Books of the Company shall remain closed from 18th September, 2021 to 24th September, 2021 (both days inclusive).
15. Non-Resident Indian Members are requested to inform RTA of the Company in case of any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch name, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account Details by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN and Bank Account Details to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN and Bank Account details to the Company's RTA.
17. The shareholders who have, so far, not encashed the dividend warrants for the year 2013-14 to 2019-20, are hereby informed to encash their dividend warrants by surrendering the same, in original, to the Company and getting demand drafts issued in lieu thereof/ get the same credited in their account by NEFT.
- As per the provisions of the Companies Act, 1956 and 2013 respectively, the unpaid dividend after the expiry of seven years from the date of transfer to unclaimed/ unpaid dividend account of the Company will be transferred to Investors' Education and Protection Fund (IEPF).

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account.

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5.

18. National Automated Clearing House (NACH): To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided NACH facility to the members for the remittance of dividend. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's RTA viz. Computech Sharecap Limited in the form being forwarded with the Annual Report.
19. The Members desiring inspection of the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 during AGM and the relevant documents refer to in the Notice of AGM, may send their request in writing (by email) to the Company at Secretarial@banswarasyntax.com
20. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on 17th September, 2021.
21. CS Manoj Maheshwari, FCS 3355 Practising Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-Voting and e-Voting process to be carried out at this AGM in a fair and transparent manner.
22. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and make, within Two working days of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favor or

against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

The results declared along with the Scrutiniser's Report shall be placed on the website of the Company www.banswarasyntax.com and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously communicate the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

23. **E-Voting System– For e-Voting and Joining Virtual meetings**

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI's Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by CDSL.

24. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
25. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
26. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast

vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-Voting.

27. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.banswarasyntex.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the AGM) i.e. www.evotingindia.com.

28. THE INSTRUCTIONS OF MEMBERS FOR e-Voting AND JOINING VIRTUAL MEETINGS ARE AS UNDER

- i) The voting period begins from 9:00AM on 20th September, 2021 and ends at 5:00 PM on 23rd September, 2021. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 17th September, 2021 i.e. Record Date may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 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.

- iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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 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>	<ol style="list-style-type: none"> 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.nsd.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. 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. 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 or joining virtual meeting & voting during the meeting.

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.
- 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,
- 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:
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

	For Members holding shares in Demat Form and Physical Form
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"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the code NPBSL along with the 5 digits of the sequence number mentioned on the attendance slip.
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 No. in the Dividend Bank details field as mentioned in instruction (v).

- vi) 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.
 - d. For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
 - e. Click on the EVSN to choose Banswara Syntex Ltd. to vote.
- viii) 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.
- ix) Click on the "RESOLUTIONS FILE LINK" if you wish to

- x) 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.
- 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) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only**
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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING AREAS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
3. Members who have voted through Remote E-voting will be eligible to attend the meeting. However, they

- will not be eligible to vote at the AGM.
4. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
 5. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The members who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
 8. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 9. Only those members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 10. If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.
2. Only those members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and

are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cDSLindia.com
5. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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 Company/RTA email id.
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 & joining virtual meetings through Depository.

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,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, 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 PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s K.G. Goyal & Co., (Registration No. 000017), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2022.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Audit and Records) Rules 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought, by passing an Ordinary Resolution as set out in Item No. 4 of the Notice, for ratification of the remuneration of ₹ 2,40,000/- plus GST and reimbursement of actual out of pocket expenses payable to the Cost Auditor for the financial year ending 31st March, 2022.

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

The Board recommends the Ordinary Resolution set out at **Item No. 4** of the Notice for approval by the shareholders.

ITEM NO. 5

Shri Jagdeesh Mal Mehta (DIN: 00847311), was appointed as Independent Director on the Board, for a period of 5 years w.e.f. 27th October, 2016, pursuant to the provisions of Section 149 and 152 of the Companies, 2013 ("the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI's Listing Regulations"). The appointment was approved by the Members of the Company in the 41st AGM held on 14th September, 2017.

He holds office as an Independent Director of the Company up to 26th October, 2021 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Board, on the basis of methodology for effective evaluation of performance and recommendation of the Nomination and Remuneration Committee, considering his background, experience and contribution, his continued association would be beneficial to the Company. Therefore, it is desirable to continue to avail his services as an Independent Director for further term of 5 (five) consecutive years on the Board of the Company.

Accordingly, it is proposed to re-appoint Shri Jagdeesh Mal Mehta, as an Independent Director of the Company, not liable to retire by rotation and to hold office for second term of 5 (five) years, on the Board of the Company with effect from 27th October, 2021 to 26th October, 2026. He has given his (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and provisions of SEBI's Listing Regulations and also confirmed that he is not debarred from appointment by MCA, SEBI or any statutory authority.

Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director.

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, notified on 9th May, 2018, approval of the shareholders by way of a special resolution is required for re-appointment of the Non-Executive Independent Directors of the Company who have attained the age of 75 years. Shri Jagdeesh Mal Mehta is about 79 years old.

In the opinion of the Board, he fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI's Listing Regulations and he is independent from the management.

Details of Shri Jagdeesh Mal Mehta, whose re-appointment as an Independent Director is proposed at Item No. 5 are provided **in the annexure to the NOTICE**, pursuant to the provisions of the (i) SEBI's Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Shri Jagdeesh Mal Mehta, is interested in the resolution set out at **Item No. 5** of the Notice with regard to his re-appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at **Item No. 5** of the Notice for approval by the members.

ITEM NO.6

Securities and Exchange Board of India has amended the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 9th May, 2018 and inserted new sub-regulation (1A) after the existing Sub-regulation (1) of regulation 17, namely,-

“No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.”

According to this sub-regulation listed entity shall not appoint a person or continue directorship of any person as a non-executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect.

Since Shri Devendra Pal Garg (DIN:-00003068), Independent Director of the company is attaining the age of 75 years on 24th December, 2021, and require shareholders' approval for continuation of his current term. The appointment of Shri Devendra Pal Garg as an Independent Director of the Company to hold office for the period of 5 years effective from 1st April, 2019 was approved by the shareholders of the Company at their 42nd Annual General Meeting held on 24th September, 2018. The Nomination & Remuneration Committee ('the Committee') and the Board of Directors of the Company ('the Board') are of the view that he is expert in his respective field and his experience and valuable guidance is beneficial to the Company. Hence, in order to take advantage of his counsel and advice would be appropriate that he continue to serve on the Board till the completion of his present terms of appointment as already approved by the Members and he is not debarred from appointment by MCA, SEBI or any statutory authority. Accordingly, the Board through resolution, on the recommendation of the Committee, have recommended for the approval of the Members, the continuation of the term of Shri Devendra Pal Garg as Independent Director of the Company till the end of current tenure i.e. up to the 31st March, 2024. The Board recommends the Resolution as set out above for approval of the members as Special Resolution. In the opinion of the

Board, he fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for such appointment and that he is independent of the management.

Details of Shri Devendra Pal Garg, whose re-appointment as an Independent Director is proposed at Item No. 6 are provided in the annexure to the NOTICE, pursuant to the provisions of the (i) SEBI's Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Keeping in view the experience of and contributions made by Shri Devendra Pal Garg who is attaining the age of 75 years on 24th December, 2021, the Board recommends the Special Resolution set out in the Item No 6 for the approval of the shareholders of the Company.

Except Shri Devendra Pal Garg, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

The Board recommends the Special Resolution set out at **Item No. 6** of the Notice for approval by the members.

ITEM NO.7

Pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017, a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in which any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting. It is proposed to grant loan amount not exceeding Rs. 2.00 Crore to Tesca Textiles & Seat Components (India) Pvt. Ltd., Joint Venture Company and a Related Party and an entity in which Directors of the Company are interested, in one or more tranches. The proposed loan shall be at 5.50 % p.a. rate of Interest. The fund so raised by the borrowing Company shall be used for its principal business activities only.

Particulars of proposed transactions for the purpose of approvals under Section 188 of the Companies Act, 2013 and Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014

Name of the related party;	Tesca Textiles & Seat Components (India) Pvt. Ltd
Name of the director or key managerial personnel who is related, if any;	Shri Rakesh Mehra and Shri Ravindra Kumar Toshniwal
Nature of relationship Nature, material terms, monetary value and particulars of the contract or arrangements;	Joint Venture Company granting loan not exceeding ₹ 2.00 Crore
Any other information relevant or important for the members to take a decision on the proposed resolution.	The fund so raised by the borrowing Company shall be used for its principal business activities only.

Except Shri Rakesh Mehra, Shri Ravindra Kumar Toshniwal or their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the above resolution.

The Board recommends the Special Resolution set out at **Item No. 7** of the Notice for approval by the members.

By order of the Board
 For **Banswara Syntax Ltd.**
 Sd/-
(H.P.KHARWAL)
 COMPANY SECRETARY
 M.No. A28614

Place: Banswara
 Dated: 18th June, 2021

Registered Office
 Industrial Area, Dahod Road,
 Post Box No. 21,
 BANSWARA-327001 (Raj.)

DETAILS / PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 45th AGM AS PER REGULATION 36(3) OF SEBI'S LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETING.

Position/Post	Re-Appointment/Director Retiring by Rotation	Re-Appointment	Continuation of appointment
Name of the Director	Shri Shaleen Toshniwal	Shri Jagdeesh Mal Mehta	Shri Devendra Pal Garg
DIN	00246432	00847311	00003068
Date of Birth & Age	18.03.1977 (Age 44 Yrs.)	22.10.1942 (Age 79 Yrs.)	24.12.1947 (Age 74 Yrs.)
Date of first Appointment on the Board	21.10.2003	27.10.2016	06.09.2003
Qualification (s)	Bachelor's degree in Business Management from Bentley College, USA.	B.A.L.L.B	Graduate in Mech. Engineering from university of Delhi & Masters in Industrial Engineering from Illinois Institute of technology, Chicago, USA
Experience and Expertise	He is a Bachelor in Business Management from Bentley College, USA. He is having over 17 years' Experience in the textile industry. He looks after all the five readymade garment units of the Company at Daman and Surat, Thermal power plant and H.R. strategy of the company.	He has career spanning over 49 years since 1971; he has been CEO, with the total responsibility of a company, reporting directly to chairman. He has excellent track record in managing various type of companies in different industries like, oil & gas (Refinery), Textiles, Chemicals, Power Newspaper etc.	He is an industrialist, and is on the Board of the Company since last 17 years. He has vast experience in Projects execution, implementation, finance, governance and monitoring Import & Export trade.
Name(s) of the Listed Companies in which directorship held as on 31.03.2021	1. Banswara Syntex Ltd.	1. Technocraft Industries (India) Limited 2. Banswara Syntex Ltd.	1. Banswara Syntex Ltd.
Membership / Chairmanship of the Committees of Boards of other companies	NIL	Member of Audit Committee of Technocraft Industries (India) Limited	NIL
No. of Shares held in the Company	2140745	205	500
Remuneration Sought to be paid/last drawn	During Financial year 2020-21 ₹ 54.03 Lakhs was paid	Only sitting fees is being provided	Only sitting fees is being provided
Terms & Conditions of reappointment	Same as approved by shareholders through postal Ballot on 28 th December, 2020	Same as approved by shareholders in the 41 st Annual General Meeting held on 14 th day of September, 2017	Same as approved by shareholders in the 42 nd Annual General Meeting held on 24 th day of September, 2018.
Relationships between the Directors inter-se	1. Shri Ravindra Kumar Toshniwal - Brother 2. Shri Rakesh Mehra Brother-in-law	N.A.	N.A.
The number of meetings of the Board attended during the year (2020-21)	4 (four)	4 (four)	4 (four)

By order of the Board
For **Banswara Syntex Ltd.**
Sd/-

(H.P. KHARWAL)
COMPANY SECRETARY
M. No. A28614

Place: Banswara
Dated: 18th June, 2021
Registered Office
Industrial Area, Dahod Road, Post Box No. 21,
BANSWARA-327001 (Raj.)