

BETEX INDIA LIMITED

CIN : L17119GJ1992PLC018073

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

Phone : (91-261) 2328902 Fax: (91-261) 2334189

E-mail : corporate@betexindia.com

Date: 25/08/2022

To,
Department of Corporate Services
BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, FORT,
Mumbai: 400 001 (India)

Scrip Code: 512477

Sub.: Notice of 35th Annual General Meeting of the Members of the Betex India Limited

Dear Sir/Madam,

This is to inform that 35th Annual General Meeting (AGM) of the company will be held on Thursday 29th day of September 2022 at 12:00 p.m. to transact the business mentioned in the said AGM Notice of 35th Annual General Meeting is enclosed herewith.

We hereby inform you that the Register of Members and Share Transfer Book of the company will remain closed from Thursday, 22nd September 2022 to Thursday, 29th September, 2022 (both days inclusive) for the purpose of 35th Annual General Meeting of the company.

Further, we are pleased to inform you that company is offering e-voting facility to the shareholders which would enable them to cast their vote electronically. This facility is being provided through CDSL e-voting platform. Please note that the e-voting period starts from Monday, 26th September, 2022 at (09:00 p.m. IST) and ends on Wednesday 28th September, 2022 at (05:00 p.m. IST).

Further, we inform you that, Wednesday, 21st September, 2022 is the cut-off date in respect of the businesses to be transacted at the 35th Annual General Meeting.

In compliance with the applicable provisions and Circulars, the Notice of the 35th AGM along with the Annual Report 2021-22 including therein the Audited Financial Statements for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon will be sent only through electronic mode to those Members whose e-mail addresses are registered with the Registrar & Share Transfer Agents/Depositories. The said Notice & Annual Report 2021-22 are also available on the website of company at www.betexindia.com

Kindly take the same on your records.

Thanking You

FOR BETEX INDIA LIMITED



Priyanka Gohel
(Company Secretary and Compliance Officer)
Enclosed: As above



NOTICE OF 35TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 35th Annual General Meeting (AGM) of the members of BETEX INDIA LIMITED will be held on Thursday, 29th day of September, 2022 at 12:00 P.M. at Registered office of the company at 436, GIDC, Pandesara, Surat -394221, Gujarat, (India) to transact the following businesses;

ORDINARY BUSINESS:

To receive, consider and adopt;

1. The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon; and

2. **RE-APPOINTMENT OF MR. RITESH SOMANI AS A DIRECTOR**

To appoint a Director in place of **Mr. Ritesh Rajkumar Somani (DIN No.: 01402114)**, who retires by rotation and being eligible, offers himself for reappointment by passing the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Ritesh Rajkumar Somani (DIN No.: 01402114), who retires by rotation and being eligible, offers himself for reappointment be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

3. **APPOINTMENT OF AUDITORS**

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

“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of Audit Committee, **M/s. C P Jaria & Co., (Firm Registration Number: 104058W) Chartered Accountants, Surat, Gujarat, India**, be appointed as a Statutory Auditors of the Company, in place of retiring auditors **M/s B. Chordia & Co. (Firm Registration Number: 121083W) Chartered Accountants, Surat, Gujarat, India**, to hold the office from the conclusion of this 35th Annual General Meeting (“AGM”) until the conclusion of 39th Annual General Meeting (“AGM”) of the Company to be held in the year 2027 to examine and audit the accounts of the Company for the Financial Year 2022-23, at such remuneration and out of pocket expenses etc., as may be mutually agreed to between the Board of Directors and the Auditors.”

SPECIAL BUSINESS

4. **RE-APPOINTMENT OF MAHESHKUMAR SOMANI AS NON-EXECUTIVE DIRECTOR:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions if any, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors, **Mr. Mahesh Kumar Somani (DIN:00106449)**, a Non-Executive Director of the Company whose term of office expires at this 35th Annual General Meeting and in respect of whom the

company has received a notice in writing from a member along with deposit of the requisite amount under Section 160 of the Act, proposing his candidature for the office of director be and is hereby appointed as Non- Executive Director of the Company to hold office for a term up to 3 (Three) consecutive years with effect from October 1st, 2022 whose office shall be liable to retire by rotation and other terms and conditions including designation of his appointment shall remain the same unless otherwise as may be decided by the Board and Members of the Company."

"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

5. TO APPOINT MR. MAHESHKUMAR RAMESHWARLAL TIWARI (DIN NO.: 09700326) AS AN INDEPENDENT, NON-EXECUTIVE DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company **Mr. Maheshkumar Rameshwarlal Tiwari (Din No.: 09700326)** who was appointed as an additional director of the company, categorised as independent non-executive, by the Board of Directors with effect from August 25, 2022, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013, from a member proposing him as a director, be and is hereby appointed as an independent non-executive director for a term of five consecutive years effective from August 25, 2022 till August 24, 2027 and shall not liable to retire by rotation."

"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

6. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH RAJKUMAR SOMANI

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

"RESOLVED THAT Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to the provisions of Regulation 23(4) and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "SEBI Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective

meetings held on 30th May, 2022, and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the consent and approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with Mr. Rajkumar Sitaram Somani, being a Related Party as defined in SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm's length basis, on such terms and conditions as the Board in its absolute discretion may deem fit."

"RESOLVED FURTHER THAT the aggregate amount/value of all such arrangements / transactions / contracts that may be entered into by the Company with Mr. Rajkumar Sitaram Somani and remaining outstanding at any one point of time shall not exceed the limit as prescribed in the table provided in the Explanatory statement in item No.06, wherein approval of the shareholders shall be obtained in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid parties, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution."

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

Sd/-

**MAHESHKUMAR SOMANI
(CHAIRMAN)
(DIN: 00106449)**

**Date: 25th August, 2022
Place: Surat**

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER.
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are Liable to be considered as invalid. It is advisable that the Proxy Holder's signature may also be furnished in the Proxy Form, for identification purposes. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 (3) & (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) in respect of Special Business under Item Nos. 4 to 6 of the accompanying Notice is annexed hereto.
4. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
5. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Members are requested to intimate changes, if any, pertaining to name, postal address, email address, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code etc., to their DPs in case shares are held by them in electronic form and to the Company / Registrar and Transfer Agent i.e. M/s. Bigshare Services Pvt. Ltd., in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 in case shares are held by them in physical form.
7. As per Regulation 40 of SEBI Listing Regulations, as amended, SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA i.e. Bigshare Services Pvt. Ltd, for assistance in this regard.
8. The Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s. Bigshare Services Pvt. Ltd. the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
9. Members who would like to express their views / have questions may send their views / questions 7 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at corporate@betexindia.com and register as a speaker. Only those Members who have registered as a speaker will be allowed to express their views / ask questions during the meeting.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 22nd September, 2022 to Thursday, 29th September, 2022 (both days inclusive) for the purpose of AGM.
11. All relevant documents referred to in the accompanying Notice along with the Statutory Registers maintained by the Company as per the Act will be available for inspection in electronic mode upto the date of AGM of the Company and will also be available electronically for inspection by the Members during AGM. Members seeking to inspect such documents can send an email to corporate@betexindia.com.

12. In compliance with the MCA Circulars and the SEBI Circular dated May 13, 2022, the Notice of the 35th AGM along with Integrated Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company's RTA / DPs. Members may note that the Notice and Integrated Annual Report will also be available on the Company's website i.e. www.betexindia.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com
13. Trading in equity shares of the Company is compulsorily in dematerialised mode by all the Members. Also, as per provisions of the Listing Regulations, transfer of listed securities shall not be processed unless the securities are in dematerialised form. This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Members holding shares in physical form are requested to convert their holding(s) to dematerialised form to eliminate all risks associated with physical shares.
14. SEBI vide its circular dated 20th April 2018, directed all the listed companies to record the Income Tax PAN and Bank account details of all their shareholders holding shares in physical form. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
15. With a view to conserve natural resources, we request Members to update and register their email addresses and Mobile No. with their Depository Participants (DPs) or with the Company, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically. Members holding shares in Physical mode may register their email id by providing necessary details like Folio No., Name of Member(s) may register their email addresses by following below process:

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

16. Nomination facility is available for the Members as per Section 72 of the Act. Members of the Company have an option to nominate any person as their nominee to whom their shares shall vest in the unfortunate event of death of Member. It is advisable to avail this facility, especially by the Members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialised form, the nomination form needs to be forwarded to Depository Participant (DP).

17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; subdivision / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. **It may be noted that any service request can be processed only after the folio is KYC Compliant.**
18. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
19. The members who would have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again
20. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Central Depository Services (India) Limited (“CDSL”) in respect of the business to be transacted at AGM. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21st September 2022, may cast their vote either by remote e-voting as well as e-voting system as on date of AGM.

The information and other instructions regarding remote e-voting are detailed in Note No. **25**

21. The Company has appointed M/s. Dhiren R. Dave & Co., Practicing Company Secretaries (UIN: P1996GJ002900), Surat, Gujarat as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
22. To facilitate the Members to receive this Notice and cast their vote electronically, the Company has made special arrangements with its RTA, for registration of e-mail addresses in accordance with the MCA circulars. For Members who have not registered their e-mail addresses, the process for registration of e-mail address is as under:
- a) Members who have not registered their e-mail address and in consequence the notice could not be serviced, may temporarily get their e-mail address registered with the Company’s RTA with following link <https://www.bigshareonline.com/ForInvestor.aspx> and following the registration process as guided thereafter.
- Post successful registration of the e-mail, the Members would get soft copy of the Notice and the procedure for remote e-voting along with the User ID and Password to enable remote e-voting for this Annual General Meeting. In case of any queries, Members may write to the RTA at info@bigshareonline.com
- b) It is clarified that for permanent registration of e-mail address, Members are requested to register their email addresses as follows:

| | |
|------------------|--|
| Physical Holding | Send relevant documents to the RTA at info@bigshareonline.com in Form ISR-1 available on the Company’s website at https://www.betexindia.com/ shareholders information and helpdesk and also on the websites of the RTA https://www.bigshareonline.com/Resources.aspx |
| Demat Holding | By contacting Depository Participant (“DP”) and registering e-mail address and mobile number in demat account, as per the process advised by the DP. |

c) Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their DP / the Company's RTA, to enable servicing of notices, etc. electronically to their e-mail address.

23. Results of voting shall be declared by the Chairperson or a person so authorised by him in writing on receipt of consolidated report from the Scrutiniser. The results declared along with the Scrutiniser's Report shall be placed on the Company's website i.e. www.betexindia.com and on the website of CDSL and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

24. **The resolutions shall be deemed to have been passed on the date of the AGM, subject to the same being passed with requisite majority.**

25. INSTRUCTIONS FOR E-VOTING

(i) The Remote e-voting period begins on Monday, 26th September, 2022 at 09:00 a.m. and shall ends on Wednesday, 28th September, 2022 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 21st September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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.

A. For Individual Members holding shares in Demat mode:

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 is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode | 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 |

| | |
|--|---|
| <p>with CDSL</p> | <p>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>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

B. CASTING VOTE ELECTRONICALLY ON CDSL E-VOTING SYSTEM

1. After successfully logging by following the above process, the Members will be able to see EVSN of all companies in which they hold shares and whose voting cycle is active.
2. Click on “EVSN” for “BETEX INDIA LIMITED”.
3. On the voting page, the Member will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select option “YES / NO” as desired Option YES implies that you assent to the resolution and option NO implies that Member dissent to the resolution.
4. Click on “RESOLUTIONS FILE LINK” if Member wish to view the entire resolution details.
5. After selecting the resolution the Member has decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If the Member wishes to confirm, click on “OK”, else to change, click on “CANCEL” and accordingly modify your vote.
6. Once the Member “CONFIRM” his / her vote on the resolution, he / she will not be allowed to modify your vote.
7. Member can also take a print of the votes cast by clicking on “CLICK HERE TO PRINT” option on voting page.

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 |

C. shareholders other than individual shareholders holding in Demat form physical shareholders.

- (i) Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
 - 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,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

| | For Shareholders holding shares in Demat Form other than individual 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"> 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 as mentioned in instruction (v). |

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant Betex India Limited on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 on.
- 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; corporate@betexindia.com (designated email address by company), 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 addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id.**
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 or 180022553

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43 or 1800225533.

EXPLANATORY STATEMENT

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

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING**ITEM NO. 03 & 04**

| Name of Director | MR. RITESH RAJKUMAR SOMANI | MR. MAHESHKUMAR SITARAM SOMANI |
|--|--|---------------------------------------|
| Category | Whole Time Director | Non-Executive Director |
| DIN No. | 01402114 | 00106449 |
| Date of Birth | 02/06/1986 | 28/06/1953 |
| Age | 36 Years | 69 Years |
| Nationality | Indian | Indian |
| Qualification | Post Graduate Diploma in business management | B.com |
| Date of First Appointment | 01/04/2013 | 27/08/2001 |
| Number of Board meetings attended during the Year | 8 (Eight) | 8 (Eight) |
| Directorship in other entities | Nil | Nil |
| Names of listed Entities from which the Directors has resigned In last 3 years, If any | Nil | Nil |
| Membership / Chairmanship in Committees of other entities | Nil | Nil |
| Number of shares held in the Company (including shareholding as a beneficial owner) | 10500 | 45000 |
| Relationship between directors Inter-se | Brother's Son of Mr. Mahesh Kumar Somani and Cousin Brother of Mr. Manish Somani | Father of Mr. Manish Somani |
| Remuneration last drawn | Nil | Nil |
| Nature of expertise in specific functional areas | Finance | General Management |

ITEM NO. : 04

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and board of directors, Mr. Mahesh Kumar Somani who has been appointed as a Non-Executive Director of the Company pursuant to the provision of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, whose office is going to expire on the conclusion of this meeting on 30.09.2022, is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and eligible for appointment of Director and has also given his consent to act as a Non-Executive Director is proposed to be appointed as a Non- Executive Director of the Company for a consecutive period of 3 years with effect from October 01, 2022.

The Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Mahesh Kumar Somani as a Non- Executive Director. Accordingly, the approval of the Members is sought for the appointment of Mr. Mahesh Kumar Somani as a Non-Executive Director, liable to retire by rotation, to hold office for a period of Three (3) years, from October 01, 2022 to September 30, 2025 (both days inclusive).

None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Mahesh Kumar Somani and his relatives, are concerned / interested in passing of the above resolution.

Your Board of Directors recommends passing of the Special Resolution set out in Item No. 4 of the accompanying Notice.

ITEM NO.: 05**TO APPOINT MR. MAHESHKUMAR RAMESHWARLAL TIWARI (DIN NO.: 09700326) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") read with the Articles of Association of the Company, had approved the appointment of Mr. Maheshkumar Rameshwarlal Tiwari (Din No.: 09700326) as an Additional (Independent Non-Executive) Director of the Company with effect from August 25, 2022. The Company has received a declaration from Mr. Maheshkumar Rameshwarlal Tiwari to the effect that he fulfils all criteria for independence stipulated under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and meets the Fit and Proper criteria. The Company has also received the notice under Section 160 of the Act from a member proposing the candidature of his appointment as a Director of the Company.

Mr. Maheshkumar Rameshwarlal Tiwari is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Company. Looking to his reach experience in textile industries in dyeing and printing mills, the Board recommends this resolution in relation to obtain approval of Mr. Maheshkumar Rameshwarlal Tiwari as Independent Non-Executive Director, for subject to approval of the Members of the Company.

Brief profile of Mr. Maheshkumar Rameshwarlal Tiwari (Din No.: 09700326) in terms Regulation 36(3)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on the General Meetings ("SS-2") has been provided in this Explanatory Statement as under:

| | |
|---|--|
| Name of Director | Mr. Maheshkumar Rameshwarlal Tiwari |
| Din No.: | 09700326 |
| Date of Birth/Age | 06/06/1970, 52 Years |
| Nationality | Indian |
| Qualification | Graduation |
| Date of First Appointment | 25th August, 2022 |
| Number of Board meetings attended during their tenure (Held/Attended) | None |
| Directorship in other entities | None |
| Names of listed Entities from which the Directors has resigned In last 3 years, If any | None |
| Membership / Chairmanship in Committees of other entities | None |
| Number of shares held in the Company (including shareholding as a beneficial owner) | Nil |
| Relationship between directors Inter-se | Nil |
| Terms and Conditions of Reappointment | Mr. Maheshkumar Rameshwarlal Tiwari shall be appointed as an Independent Non-Executive Director, not liable to retire by rotation, to hold office for a period of five (5) years, from August 25, 2022 to August 24, 2027 (both days inclusive). |
| Remuneration | Entitled to the sitting fees and reimbursement of expenses for attending Board/Committee meetings. |
| Justification For Appointment / Reappointment and skills & capabilities required for the role and the manner In which the proposed Independent Directors moots such | The NRC and Board of Directors of the Company are in the opinion that Mr. Maheshkumar Rameshwarlal Tiwari person of integrity and having more than 20 Years experiences in textile Industry in various dyeing & printing mills. The Board recommends his appointment as an Independent Director to the Members. In the opinion of the Board of |

| | |
|--|---|
| requirements. | Directors, Mr. Maheshkumar Rameshwarlal Tiwari is independent of the Company and fulfils the conditions specified in the Act, and the rules made thereunder for appointment as an Independent Director. |
| Nature of expertise in specific functional areas | Dyeing & Printing |

Accordingly, the approval of the Members is sought for the appointment of Mr. Maheshkumar Rameshwarlal Tiwari as an Independent Non-Executive Director, not liable to retire by rotation, to hold office for a period of five (5) years, from August 25, 2022 to August 24, 2027 (both days inclusive).

None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Maheshkumar Rameshwarlal Tiwari and his relatives, are concerned / interested in passing of the above resolution.

Mr. Maheshkumar Rameshwarlal Tiwari is not related to any of the Directors or Key Managerial Personnel of the Company.

Your Board of Directors recommends passing of the Special Resolution set out in Item No. 5 of the accompanying Notice.

NOTE NO.: 06**APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH RAJKUMAR SITARAM SOMANI.**

Your Company is engaged in the textile processing business and is mainly engaged in job processing work on grey fabrics through its dyeing and printing units. In line with the above objective and in the best interest of the Company, the Company has been entering into various business transactions with the group entities in the ordinary course of business and at arms' length basis.

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party except with the consent of the Board and members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The transactions with the related parties as per Resolution No.06 are at arm's length and in the ordinary course of business of the Company. Further, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("Listing Regulations"), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of the Company through special resolution. Material Related Party Transaction means transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The Company proposes to enter into transaction with related parties as provided below, from time to time, at the agreed terms of the transactions between the parties. The brief details of which are provided herein below:

| Sr. No | Name(s) of the related party | Nature of relationship | Nature of contract/ arrangement/ transaction | Value of transaction | Period for which shareholders' approval is sought for the transaction |
|--------|------------------------------|----------------------------|--|------------------------------|---|
| 1. | Rajkumar Sitaram Somani | Relative of KMP (Director) | Transfer of Resources | ₹ 2 Crore (Rupees Two Crore) | For Financial Year 2022-23 |

The Audit Committee has approved the proposed transaction, being in the interest of the Company, between related parties of the Company in their meeting held on May 30, 2022. The same is being placed before the member of the Company as item no. 6 for their Approval.

None of the Directors, except Mr. Mahesh Somani, Mr. Manish Somani and Mr. Ritesh Somani or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

Your Board of Directors recommends passing of the Ordinary Resolution set out in Item No. 5 of the accompanying Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under this Item No. 6.

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

Sd/-

**MAHESHKUMAR SOMANI
(CHAIRMAN)
(DIN: 00106449)**

**Date: 25th August, 2022
Place: Surat**

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

For ease of participation by Members, provided below are key details regarding the AGM for reference:

| Sr. No. | Particulars | Details of access |
|----------------|---|--|
| 1 | Venue of AGM and for participation | Betex India Limited 436, GIDC, Pandesara, Surat- 394221, GUJARAT (INDIA) |
| 2. | Link for remote e-voting | www.evotingindia.com |
| 3. | Username and password | Please refer the instructions provided in the Notice. |
| 4. | Helpline number for e-voting | Contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 2305 8738 or 022 2305 8542-43 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 |
| 5. | Cut-off date for e-voting | Wednesday, 21st September, 2022 |
| 6. | Time period for remote e-voting | Commences on Monday, 26th September, 2022 at (09:00 a.m. IST) and ends on Wednesday, 28th September, 2022 at (05:00 p.m. IST) |
| 7. | Book closure dates | Thursday 22nd September, 2022 to Thursday 29th September, 2022 (both days inclusive) |
| 8. | Link for Members to update email ID (for physical shareholders) | https://www.bigshareonline.com/ForInvestor.aspx or send email on info@bigshareonline.com |
| 9. | Registrar and Transfer Agent Contact details | BIGSHARE SERVICES PVT LTD Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, India. Board No : 022-62638200 Direct No.: 022-62638295 Cell No.: 7045454390 www.bigshareonline.com |
| 10. | Betex India Limited – Contact details | Contact No: (91-0261) 2898595/2328902 Email: corporate@betexindia.com Visit us at: www.betexindia.com |

ROUTE MAP TO THE ANNUAL GENERAL MEETING VENUE

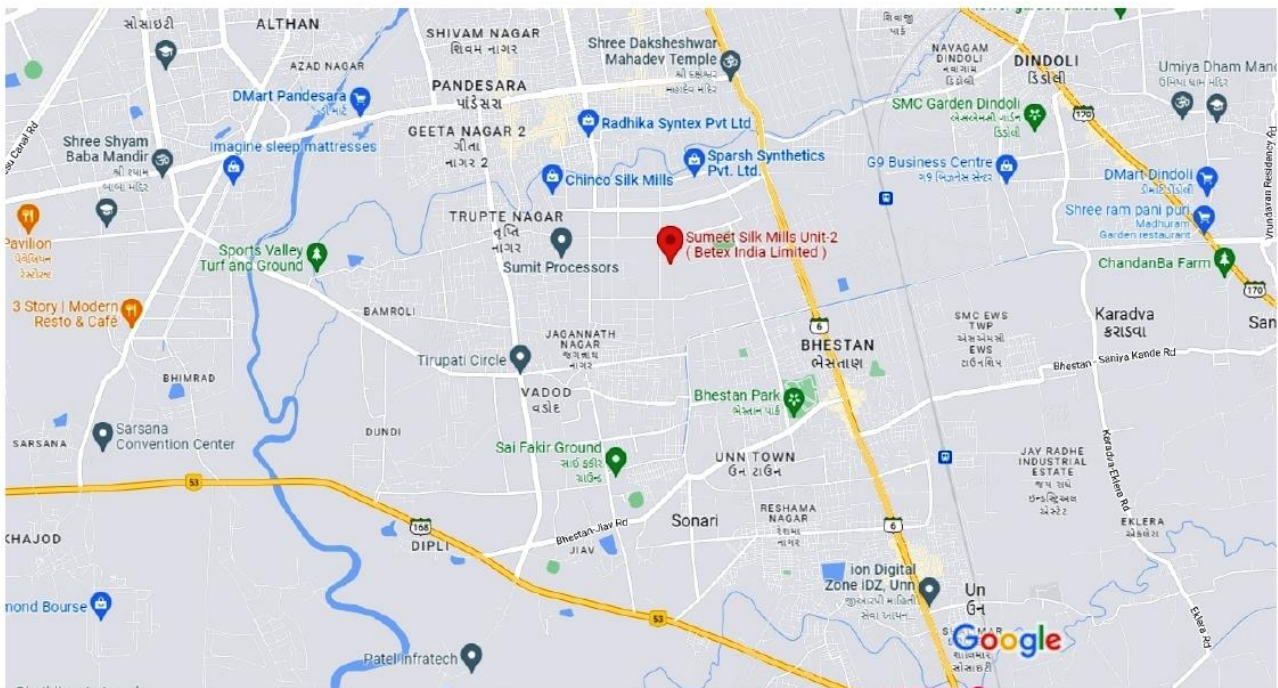
BETEX INDIA LIMITED

35th Annual General Meeting
Date: Thursday, 29th Day of September, 2022
Time: 12:00 P.M.

Venue:
436, GIDC, Pandesara,
Surat- 394221
Gujarat, (India)

Link for Venue: [https://www.google.com/maps/place/Sumeet+Silk+Mills+Unit-2+\(+Betex+India+Limited+\)/@21.1374481,72.8367949,16.75z/data=!4m5!3m4!1s0x3be051c8b32825b5:0x4e08fc348386b579!8m2!3d21.1374346!4d72.8406567](https://www.google.com/maps/place/Sumeet+Silk+Mills+Unit-2+(+Betex+India+Limited+)/@21.1374481,72.8367949,16.75z/data=!4m5!3m4!1s0x3be051c8b32825b5:0x4e08fc348386b579!8m2!3d21.1374346!4d72.8406567)

Google Maps Sumeet Silk Mills Unit-2 (Betex India Limited)



Map data ©2022 1 km