



BANARAS BEADS LIMITED

AN EXPORT HOUSE RECOGNISED BY GOVERNMENT OF INDIA
CIN No. L01131UP1980PLC004984

AN ISO
CERTIFIED
COMPANY

Regd. & Head Office	: A-1, Industrial Estate, Varanasi - 221106 (INDIA)
Phones	: +91-542-2370161-4 (4 Lines)
Fax	: +91-542-2370165, 2370214
E-mail	: rksingh@banarasbead.com investor@bblinvestor.com
Website	: www.banarasbead.com

Manufacturers & Exporters of All kind of Beads, Fashion Jewelry and Accessories.

REF.: BBL/SECT/

June 26, 2024

To,

The BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400001

The National Stock Exchange Of (I) Ltd.,
Exchange Plaza, 5th Floor,
Plot No.C/1, G-Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051

Sub.: Notice of Annual General Meeting to be held on 1st August, 2024 for F.Y. 2023-2024.

Dear Sir,

Please find attached Notice of 44th Annual General meeting to be held on 1st August, 2024 for F.Y. 2023-2024 of the company for your information and record purposes.

Please take the same on record and do the needful at your end.

Thanking you,

Yours faithfully,

For BANARAS BEADS LIMITED

(R.K. SINGH)
COMPANY SECRETARY
Encl. As above



NOTICE

NOTICE is hereby given that 44th Annual General Meeting of the Members of Banaras Beads Limited will be held at Kanhaiya Lal Gupta Smriti Bhawan, D-58/50-A-2-1-A, Shivpurawa, Rathyatra, Varanasi 221010 on Thursday the 1st August, 2024 at 3.00 P.M. to transact the following Ordinary and Special Business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statement

To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the year ended March 31, 2024 and the reports of the Board of Directors (the Board) and Auditors thereon.

Item No. 2 – Re-appointment of Shri Ashok Kumar Gupta (DIN: 00016661) as a director liable to retire by rotation.

Explanation: Based on the terms of appointment, executive director/whole time director Mr. Ashok Kumar Gupta, (DIN: 00016661) is subject to retirement by rotation, who was initially appointed in the year 1980 as Director and thereafter members have approved his retirement by rotation several times. His last re-appointed by rotation was approved by members on July 27, 2021, and whose office is liable to retire at the ensuing AGM, being eligible, seeks reappointment. Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee meeting held on 25th May, 2024, the Board recommends his reappointment. To consider and if thought fit, to pass the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Shri Ashok Kumar Gupta (DIN: 00016661) as a director, who is liable to retire by rotation.

Item No. 3. Confirm the Interim Dividend

To confirm the payment of Interim Dividends @ Rs. 2/- per Equity Share declared by board on 31st January, 2024 for the financial year 2023-24.

SPECIAL BUSINESS:

Item No. 4- RE- APPOINTMENT OF MRS. SHALINI CHANDRA (DIN NO. 01036394) AS 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, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule V to the Act, as amended from time to time and Regulation of SEBI/ LODR regulations, 2015, as recommended by Nomination and Remuneration Committee and by board of the company, Mrs. Shalini Chandra (DIN No. 01036394) be and is hereby re-appointed as Executive Director of the Company for a further period of one year, w.e.f. 28th February' 2025 on the terms and condition and remuneration set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting".

Item No. 5. RE-APPOINTMENT OF SHRI ASHOK KUMAR GUPTA (DIN 00016661) AS MANAGING DIRECTOR:

To consider and if thought fit to pass with or without modification the following Resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Ashok Kumar Gupta (DIN 00016661), who had already attained the age of 70 years be and is hereby re-appointed as the Managing Director of the Company for a further period of 5 (five) years effective from April 1, 2024 to March 31, 2029 on the terms and conditions (including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as per the draft agreement ("Agreement"), which is hereby specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or the Agreement, in such manner as may be agreed to between the Board of Directors and Mr. Ashok Kumar Gupta (DIN 00016661) in accordance with the requirements of the Act and on the remuneration set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting".

"**RESOLVED FURTHER THAT** Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution".

Item No. 6. RE-APPOINTMENT OF SHRI SIDDHARTH GUPTA (DIN 00342369) AS CEO & MANAGING DIRECTOR:

To consider and if thought fit to pass with or without modification the following Resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Siddharth Gupta (DIN 00342369) be and is hereby re-appointed as the CEO & Managing Director of the Company for a further period of 5 (five) years effective from February 1, 2024 to January 31, 2029 on the terms and conditions (including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as per the draft agreement ("Agreement"), which is hereby specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or the Agreement, in such manner as may be agreed to between the Board of Directors and Mr. Siddharth Gupta (DIN 00342369) in accordance with the requirements of the Act and on the remuneration set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting.

"**RESOLVED FURTHER THAT** Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution".



Item No. 7- RE- APPOINTMENT OF CA SUSHIL KUMAR KANDOI (DIN No. 08664771) AS INDEPENDENT DIRECTOR OF THE COMPANY

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act'), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or re- enactment(s) thereof for the time being in force], Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), as amended from time to time, and the Articles of Association of the Company, as well as based on the recommendation of the Nomination and Remuneration Committee, CA Sushil Kumar Kandoi (DIN No. 08664771), who was appointed as an Independent Director of the Company at the 40th Annual General Meeting of the Company for a period of five years, i.e., from January 17, 2020 to January 16, 2025, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI LODR and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years, i.e., from January 17, 2025 to January 16, 2030.

Item No. 8- RE-APPOINTMENT OF MR. ANIL KUMAR GUPTA (DIN No. 00895938) AS INDEPENDENT DIRECTOR OF THE COMPANY

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act'), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or re- enactment(s) thereof for the time being in force], Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), as amended from time to time, and the Articles of Association of the Company, as well as based on the recommendation of the Nomination and Remuneration Committee, Mr. Anil Kumar Gupta (DIN No. 00895938), who was appointed as an Independent Director of the Company at the 40th Annual General Meeting of the Company for a period of five years, i.e., from January 17, 2020 to January 16, 2025, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI LODR and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years, i.e., from January 17, 2025 to January 16, 2030.

Item No. 9- RE-APPOINTMENT OF MR. MANAN KUMAR SAH (DIN No. 00702864) AS INDEPENDENT DIRECTOR OF THE COMPANY.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act'), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or re- enactment(s) thereof for the time being in force], Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), as amended from time to time, and the Articles of Association of the Company, as well as based on the recommendation of the Nomination and Remuneration Committee, Mr. Manan Kumar Sah (DIN No. 00702864), who was appointed as an Independent Director of the Company at the 40th Annual General Meeting of the Company for a period of five years, i.e., from January 17, 2020 to January 16, 2025, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI LODR and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years, i.e., from January 17, 2025 to January 16, 2030.

By Order of the Board of Directors
For BANARAS BEADS LIMITED,

Place : VARANASI
Date : 28. 05. 2024

(R.K.SINGH)
Company Secretary
FCS No. 4071

NOTES:

1. The relevant information required pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") is attached herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The proxy form duly completed and signed must be deposited with the Company at its Registered Office not later than forty-eight hours before the time of commencement of the meeting.

3. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slips and proxy form for attending the Meeting and

bring copy of Annual Report and their attendance slip duly filled & signed at the meeting, attendance slip and proxy form are annexed to this report.

In case of joint holder attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.

4. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
5. **The Register of Members and Share Transfer Books of the Company will be closed from Friday 26th July, 2024 to Thursday 1st August, 2024 (both days inclusive).**
6. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday 25 July, 2024, can generate password as mentioned in e-voting instructions. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
7. Notice of the AGM along with the Annual Report 2023-2024 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. In furtherance of the Green Initiative, physical copy of the Notice of the AGM along with the Abridged Integrated Annual Report 2023-24 is being sent by the permitted modes to those Members whose e-mail addresses are not registered. Members may note that the Notice and Integrated Annual Report 2023-24 will also be available on the Company's website www.bbllinvestor.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 NSDL <https://www.evoting.nsdl.com>
8. Relevant registers as required under the Act and the relevant documents referred to in the Notice and the Explanatory Statement including Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 a.m. IST and 1:00 p.m. IST, upto the date of 44th AGM. The aforesaid documents will be also available for inspection by members at the Meeting.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from RTA website www.masservs.com. Members are requested to submit the said details to their depository participants ("DPs") in case the shares are held by them in electronic form and to Mas Services Limited ("RTA") in case the shares are held by them in physical form.
10. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/RTA has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
11. At the 42nd AGM held on 18th August, 2022 the members had approved re-appointment of M/s G D Dubey & Associates, Chartered Accountants (Firm Registration number 009836C) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 47th AGM. Hence no resolution is being proposed for ratification of re-appointment of statutory auditors at this AGM.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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.,
 - a. For shares held in electronic form: to their Depository Participants (DPs)
The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
 - b. For shares held in physical form: As per SEBI circular dated 03/11/2021, 14/12/2021, 17/03/2023 and 17/11/2023 Member who are holding shares in physical mode mandatory to update their PAN, KYC, Bank detail and nomination detail. In this regard company has also sent letter and reminders time to time as per SEBI circular. Member who have not updated the same till now please update immediately by using form ISR-1, ISR2 (in case of signature differ from RTA/Company record) and SH-13 (all from can be download from RTA website i.e. www.masserv.com under download tab). Further as per above SEBI circular after 31/03/2024 all dividend will be paid only in electronic mode. Member who have not updated their bank detail dividend will not be paid until bank detail will not be updated.
13. 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; sub-division/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, the format of which is available on the RTA website www.masserv.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.
14. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company /RTA of the company, for assistance in this regard.



15. SEBI vide Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
16. Members are requested to address all correspondence, including pending dividend related matters, to the RTA of the company, Mas Services Limited, Unit : Banaras Beads Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 by e-mail at investor@masserv.com or by post.
17. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company’s registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company’s Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund (IEPF). Accordingly the amount of dividend which remained unpaid/unclaimed for a period of 7 years for the year 2015-16 has already been transferred to IEPF. Shareholders who have not encashed their dividend warrant(s), for the years 2016-17 2020- 21, 2022- 23 and 2023-24 are requested to make claim with the Registrar & Share Transfer Agent of the Company immediately. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web FormNo. IEPF-5 available on www.iepf.gov.in.

Further Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on July 14, 2024 (date of last Annual General Meeting) on its website at www.bblinvestor.com and also on the website of the Ministry of Corporate Affairs

18. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (“e-voting”) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Mr. Ajay Jaiswal Proprietor of Ajay Jaiswal & Co., Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
19. The e-voting period commences on Monday, July 29, 2024 (9:00 a.m. IST) and ends on Wednesday, July 31, 2024 (5:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on July 25, 2024 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on July 25, 2024.
20. The Scrutinizer will submit his report to the Chairman of the Company (‘the Chairman’) or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be communicated to the stock exchanges, NSDL, and RTA and will also be displayed on the Company’s and NSDL website, www.bblinvestor.com & evoting.nsd.com.
21. The instructions for members for remote e-voting and joining general meeting are stated clearly after explanatory statement.

By Order of the Board of Directors
For BANARAS BEADS LIMITED,

Place : VARANASI
Date : 28. 05. 2024

(R.K.SINGH)
Company Secretary

FCS No. 4071

EXPLANATORY STATEMENT:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 & REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NO. 4 RE- APPOINTMENT OF MRS. SHALINI CHANDRA (DIN 01036394) AS EXECUTIVE DIRECTOR.

The tenure of Mrs. Shalini Chandra (DIN 01036394) as Executive Director will be expired on 28.02.2025. As per provision of 196 of Companies Act, 2013 and on the recommendation of Nomination and Remuneration Committee, the board in its meeting held on 28.05.2024 has re-appointed Mrs. Shalini Chandra, as Executive Director for one-year w.e.f. 28.02.2025 subject to approval of Members as **Special Resolution**. The remuneration and other terms condition of Mrs. Shalini Chandra as Executive Director is as under-

i) SALARY:

Salary of Rs. 50000/= (Rupees Fifty thousand only) per month.

ii) PERQUISITES:

In addition to the above, the Executive **Director** shall be entitled to the following perquisites

a. REIMBURSEMENT OF MEDICAL EXPENSES:

Reimbursement of medical expenses (including insurance premium for medical and hospitalisation policy, if any) incurred for self and family, subject to a ceiling of one month's salary or three months' salary over a period of three years, as per Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

b. PERSONAL ACCIDENT INSURANCE:

Personal accident insurance cover of an amount, the annual premium of which does not exceed Rs. 10,000.

c. CONTRIBUTION TO EMPLOYEE PROVIDENT FUND:

Contribution to Employee Provident Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

d. GRATUITY / CONTRIBUTION TO GRATUITY FUND

As per the payment of gratuity act 1972 and including any amendment thereto.

e. ENCASHMENT OF LEAVE :

Encashment of leave at the end of the tenure.

f. LEAVE TRAVEL CONCESSION :

For the Executive **Director** and his family once in a year incurred in accordance with any rules specified by the Company.

Explanation: Family means the spouse, dependent children of the appointee.

g. REIMBURSEMENT OF EXPENSES:

Reimbursement of entertainment, travelling including out of India and all other expenses incurred for the business of the Company, as per Rules of the Company.

iii) ROLE / RESPONSIBILITY :

To conduct, manage business and others works of the Company and she shall perform such other duties as shall from time to time be entrusted to her, subject to the superintendence, guidance and control of the Board of Directors of the Company.

Details/brief profile of director seeking appointment/re-appointment at the 44th Annual General Meeting to be held on Thursday August 1, 2024 [Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Shalini Chandra
Date of Birth	November 13, 1975
Age	49
Date of Appointment as executive director	March 1, 2015 and re-appointment February 29, 2020
Relationship with Directors and Key Managerial Personnel	None
Expertise in specific functional area	Marketing, Finance and Management
Qualification(s)	Post Graduate (P.G.D.B.A) from MIT School of Management of Pune
BoardMembershiofotherlisted Companies asonMay 28,2024	NIL
Chairmanships/Memberships of the Committees in company /other public limited companies as on May 28, 2024	
a. Audit Committee, . Stakeholders' & Grievance Committee and NominationandRemuneration Committee	NIL
d. CSR Committee	Member
e. Other Committee(s)	NIL



Number of equity shares held in the Company as at March 31, 2024	NIL
Permanent Account No.	ADQPC6317F
Director Identification No.	01036394
Experience	Smt. Shalini Chandra is Post Graduate (P.G.D.B.A) from MIT School of Management of Pune and having more than ten years experience of Marketing, Finance and Management.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the resolution in relation to the re-appointment of Mrs. Shalini Chandra as set out in Item No. 4 for approval of the Members by way of an Ordinary Resolution.

Item No. 5. RE-APPOINTMENT OF SHRI ASHOK KUMAR GUPTA AS MANAGING DIRECTOR:

Mr. Ashok Kumar Gupta (DIN 00016661) had already attained age of 70 years at the time of 38th Annual General Meeting of the Company held on August 16, 2018, when he was re-appointed as Managing Director by way of a special resolution and relevant permission from Government of India vide SRN C16392334/2014- CL-VII dt. 17.10.2016 for a period of 5 (five) years effective from April 1, 2019 upto March 31, 2024. Further on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at its meetings held on January 31, 2024, Mr. Ashok Kumar Gupta (DIN 00016661) was re-appointed as the Managing Director of the Company for a further period of 5 (five) years from the expiry of his present term, i.e. from April 1, 2024 upto March 31, 2029, subject to the approval of the members in proposed AGM to be held on 01.08.2024, on the following main terms and conditions-

- a. As Managing Director Mr. Ashok Kumar Gupta shall be responsible for the conduct and Management of the whole of the business of the Company.
- b. Mr. Ashok Kumar Gupta shall hold office as the Managing Director of the Company for a further period of five years with effect from April 1, 2024 on the terms and conditions hereinafter mentioned.
- c. Mr. Ashok Kumar Gupta shall act as the Managing Director and may devote such time in the performance of his duties as the Managing Director of the Company as it is considered necessary and expedient.
- d. The Managing Director has to perform such duties and exercise such powers as are additionally entrusted to him by the Board

e. Remuneration And Perquisites –

i) SALARY:

Salary of Rs.200000 (rupees two lacs only) from 1st April 2024 to 31st July, 2024 and thereafter Rs.250000/= (Rupees two lacs fifty thousands only), per month w.e.f. 01.08.2024.

ii) PERQUISITES :

In addition to the above, the **Managing Director** shall be entitled to the following perquisites

a. REIMBURSEMENT OF MEDICAL EXPENSES:

Reimbursement of medical expenses (including insurance premium for medical and hospitalization policy, if any) incurred for self and family, subject to a ceiling of one month's salary or three months' salary over a period of three years, as per Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

b. PERSONAL ACCIDENT INSURANCE:

Personal accident insurance cover of an amount, the annual premium of which does not exceed Rs. 15,000.

c. CONTRIBUTION TO EMPLOYEE PROVIDENT FUND:

Contribution to Employee Provident Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

d. USE OF CAR AND TELEPHONE:

Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. However, personal long-distance calls and use of car for private purposes shall be borne by the Director.

e. REIMBURSEMENT OF EXPENSES:

Reimbursement of entertainment, travelling including out of India and all other expenses incurred for the business of the Company, as per Rules of the Company.

It is proposed to the members that the above remuneration to be paid to him in event of loss or inadequacy of profits in any financial year during the aforesaid period. The aforesaid maximum remuneration has also been recommended and approved by the Nomination and Remuneration Committee and the Board of Directors of the Company.



Mr. Ashok Kumar Gupta is Science Graduate and one of the first director. The Company wishes to retain his services, in light of good health, his vast knowledge and experience of Glass Beads business including manufacturing and export. He is having experience of more than fifty five years and traveled around whole the world for export business of the company. He has successfully and in a sustained way contributed significantly towards growth in performance of the Company. He is not disqualified under Section 164 from being appointed as the Director.

He had got personally several followings awards and recognition from various organizations.

- U.P. Exporter Gold Card from UP Government.
- Udyami Samman -2010 by **Zee News**, Uttar Pradesh.
- Lifetime Achivement award for outstanding contribution to the promotion of Fashion Jewellery Accessories by EPCH Govt. of India.
- Naz-A-Banaras by Rashtriya Hindi News Paper for the Year 2010-11.
- IMM Bata Marketing award.

The copy of the draft agreement with respect to the re-appointment Mr. Ashok Kumar Gupta is available for inspection by any member as detailed in point no. 8 of Notes to Notice of this 44th Annual General Meeting. The Board recommends the Resolution as set out at Item no. 5 of the Notice for approval of the Members as a Special Resolution.

Additional information of directors recommended for appointment/re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015.

Name	: Shri Ashok Kumar Gupta
Fathers name	: Late Kanhiya Lal Gupta
Date of Birth	: 07.07.1948
Nationality	: Indian
Qualifications	: Graduate
Date of appointment on the board	: Appointed as Director in the company since 1980 and Managing Director from 1st April, 1994.
Director Identification No.	: AACPG7281R 00016661
List of directorship held in other Company(s)	: i) M/s Mangalam Hospitality India Pvt. Limited ii) M/s Banaras Industrial and Trade Association
List of Designated partner in other LLP (s)	: i) BBL Beads LLP ii) Banaras Beads Business LLP iii) Sanwaria Trade-Link LLP iv) JVR Real Estate LLP
List of Managing Trustee/Trustee in Trust(s)	: i) Ram Gulam Kanhaiya Lal Charitable Trust (Managing Trustee) ii) Mathur Vaishya Jan Kalyan Trust (Trustee) iii) Kashi Jan Kalyan Trust (Managing Trustee) iv) Akhil Bharti Mathur Vaisya Maha Sabha Agara (National President)
Number of shares held in the company	: 886185 shares in the company
Chairperson of Board committees	: NIL
Disclosure of relationships between directors and others	: Mr. Siddharth Gupta, CEO & Managing Director is son of Shri Ashok Kumar Gupta. : Smt. Shivani Gupta, Vice President is son's wife (Shri Siddharth Gupta)
Other Information	: Mr. Ashok Kumar Gupta tenure as Managing Director has expired on 31 st March, 2024 and board has recommended his re-appointment for further five years. All other relevant information duly explained in Explanatory statement.
Member of board committee	: Stake Holders Relationship, Grievance and Share Transfer : Corporate Social Responsibility Committee

His further support/ re-appointment will be always in the interest and benefit of the company, in better way to manage and control.

The copies of relevant resolution of the Board and other relevant documents concerning with re-appointment of Mr. Ashok Kumar Gupta is available for inspection by Members at the registered office of the Company during any working day till the date of AGM.

Mr. Siddharth Gupta, CEO & Managing Director and Ashok Kumar Gupta are interested with this resolution and no other directors are interested with this resolution.

Item No. 6. RE-APPOINTMENT OF SHRI SIDDHARTH GUPTA AS CEO & MANAGING DIRECTOR:

Mr. Siddharth Gupta was re-appointed as CEO & Managing Director by way of an ordinary resolution by members in the AGM held on 08.08.2019 for a period of 5 (five) years effective from February 1, 2019 upto January 31, 2024. On the recommendation of the Nomination



and Remuneration Committee and the Board of Directors at its meetings held on January 31, 2024, Mr. Siddharth Gupta (DIN 00342369) was re-appointed as the CEO & Managing Director of the Company for a further period of 5 (five) years from the expiry of his present term, i.e. from February 1, 2024 upto January 31, 2029 subject to the approval of the members in proposed AGM to be held on 01.08.2024 on the following main terms and conditions-

1. Remuneration And Perquisites –

i) SALARY:

Salary of Rs. 2,25,000/= (Rupees Two lacs, twenty-five thousand only) from 1st February 2024 to 31st July, 2024 and thereafter Rs.250000/= (Rupees two lacs fifty thousand only), per month w.e.f. 01.08.2024.

ii) PERQUISITES :

In addition to the above, the **CEO and Managing Director** shall be entitled to the following perquisites :

a. REIMBURSEMENT OF MEDICAL EXPENSES:

Reimbursement of actual medical expenses (including insurance premium for medical and hospitalisation policy, if any) incurred in India and abroad for self and family. The total cost of travel to also for the stay in the foreign country of the patient, an attendant and medical supervision, if required, shall be borne by the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

b. PERSONAL ACCIDENT INSURANCE:

Personal accident insurance covers of an amount, the annual premium of which does not exceed Rs. 25,000.

c. CONTRIBUTION TO EMPLOYEE PROVIDENT FUND:

Contribution to Employee Provident Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

d. GRATUITY / CONTRIBUTION TO GRATUITY FUND

As per the Payment of Gratuity Act 1972 and including any amendment thereto.

e. ENCASHMENT OF LEAVE :

Encashment of leave at the end of the tenure.

f. LEAVE TRAVEL CONCESSION :

For the **CEO and Managing Director** and his family once in a year incurred in accordance with any rules specified by the Company.

Explanation: Family means the spouse, dependent children of the appointee.

g. USE OF CAR AND TELEPHONE:

Company maintained car with driver for use on Company's business, telephone / mobile phone etc at residence and cellular phone provided by the Company will not be considered as perquisite. However, personal long-distance calls and use of car for private purposes shall be borne by the Director.

h. REIMBURSEMENT OF EXPENSES:

Reimbursement of entertainment, travelling including out of India and all other expenses incurred for the business of the Company, as per Rules of the Company.

It is proposed to the members that the above remuneration to be paid to him in event of loss or inadequacy of profits in any financial year during the aforesaid period. The aforesaid maximum remuneration has also been recommended and approved by the Nomination and Remuneration Committee and the Board of Directors of the Company.

2. Mr. Siddharth Gupta shall be responsible to conduct and manage business and others works of the Company and he shall perform such other duties as shall from time to time be entrusted to him subject to the superintendence, guidance and control of the Board of Directors of the Company.

Experience:

Mr. Siddharth Gupta is BA (Hons) Glass from University of Wolverhampton, UK and having more than twenty years experience of marketing and production of Glass Beads, handicrafts, imitation Jewelry, necklace and other related items.

Mr. Siddharth Gupta fulfils all the conditions given under Section 196 and Schedule V of the Act for being eligible for his re-appointment. He is not disqualified under Section 164 from being appointed as the Director. Presently for his further five years re-appointment, the resolution set out at Item No. 6 of this Notice is recommended as a Special Resolution. The copy of the draft agreement with respect to the re-appointment and term of remuneration, to be entered into with Mr. Siddharth Gupta is available for inspection by any member as detailed in point no. 8 of Notes to Notice of this 44th Annual General Meeting. The Board recommends the Resolution as set out at Item no. 6 of the Notice for approval of the Members as a Special Resolution.

Additional information of directors recommended for appointment/re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015.

Name : **Shri Siddharth Gupta**
Fathers name : **Shri Ashok Kumar Gupta**

Date of Birth	: 01.03.1983
Nationality	: Indian
Qualifications	: Graduate.
Date of appointment on the board	: Appointed as Director in the company since 2010 and as CEO & Managing Director from February, 2014
Permanent Account No.	: AGEPG1158R
Director Identification No.	: 00342369
List of directorship held in other Company(s)	: i) M/s Mangalam Hospitality India Pvt. Limited. ii) M/s Banaras Glass Beads Pvt. Limited
List of Designated partner in other LLP (s)	: i) BBL Beads LLP ii) Banaras Beads Business LLP iii) Sanwaria Trade-Link LLP iv) Swastik Amarawati LLP v) Swastik Paradise LLP
List of Managing Trustee/Trustee in Trust(s)	: Ram Gulam Kanhaiya Lal Charitable Trust (Trustee)
Number of shares held in the company	: 701000
Chairperson of Board committees	: Risk Management Committee
Disclosure of relationships between directors inter-se	: Shri Ashok Kumar Gupta, Chairman & Managing Director is father of Mr. Siddharth Gupta, CEO & Managing Director and Smt. Shivani Gupta, Vice President is wife of Shri Siddharth Gupta
Member of board committee	: NIL

Mr. Ashok Kumar Gupta Chairman and Director and Mr. Siddharth Gupta are interested with this resolution and no other directors are interested with this resolution.

The Board recommends this resolution for your approval. His further re-appointment will be always in the interest and benefit of the company, in better way to manage and control.

Item No. 7 to 9 : Re-appointment of Independent Directors

The matter regarding re-appointment of the giving below Independent Directors were placed before the Nomination and Remuneration Committee and the committee has recommended their re-appointment as Independent Director to the Board. The Board has re-appointed/fixed their tenure in its meeting held on 28.05.2024, as Independent Director to be ratified/approved by Members in ensuing AGM. The proposed re-appointment period and other details in this regard is as under :-

Name of Independent Director	Re-Appointed period/ID Tenure
CA Sushil Kumar Kandoi	From 17.01.2025 to 16.01.2030
Mr. Anil Kumar Gupta	From 17.01.2025 to 16.01.2030
Mr. Manan Kumar Sah	From 17.01.2025 to 16.01.2030

The above-named Directors have given declarations to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

Additional information in respect of above independent directors pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) alongwith brief profile of each directors are given at Annexure A.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.7 to 9.

The Board of Directors recommends the resolution in relation to the re-appointment of above independent directors as set out in Item No. 7 to 9 for approval of the Members by way of as Special Resolution.

Annexure-A

Details/brief profile of Directors seeking appointment/re-appointment at the 44th Annual General Meeting to be held on Thursday August 1, 2024 [Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015].

Name of the Director	Sushil Kumar Kandoi	Anil Kumar Gupta	Manan Kumar Sah
Date of Birth	July 14, 1963	January 1, 1952	January 25, 1983
Age	61	72	41
Earlier appointed period /Tenure	From January 17, 2020 to January 16, 2025	From January 17, 2020 to January 16, 2025	From January 17, 2020 to January 16, 2025
Relationship with Directors and Key	None	None	None



Managerial Personnel			
Expertise in specific functional area	Finance, accounts, Management and legal areas.	Marketing, Management, real estate	Marketing, Management, IT & Designs
Qualification(s)	B.Com. F.C.A. F.C.S.	Bachelor Of Engineering	Bachelor OF Engineering (COMP)
Board Membership of other listed Companies as on May 28, 2024	NIL	NIL	NIL
Chairmanships/Memberships of the Committees of other public limited companies as on May 28, 2024			
a. Audit Committee	Chairman	Member	Member
b. Stakeholders' & Grievance Committee	Member	Chairman	Member
c. Nomination and Remuneration Committee	Member	Member	Chairman
d. CSR Committee	Chairman	Member	Member
e. Risk Management Committee	Member	Member	NIL
f. Other Committee(s)	NIL	NIL	NIL
Number of equity shares held in the Company as at March 31, 2024	50	1000	NIL
Permanent Account No.	ADUPK1937H	AANPG1968N	APRPS1395A
Director Identification No.	08664771	00895938	00702864
Experience	CA Sushil Kumar Kandoi is a Chartered Accountant and Company Secretary, having vast experience in finance, accounts, Management and legal areas. He was Chairman of ICSI of Varanasi Chapter	Mr. Anil Kumar Gupta is having experience in construction, contract, real estate and other related business, more than three decades	Founder of successful Integration firm among the largest and most reputed in the region for CCTV, IT & Audio Video integration. 2. Extensive Government work experience with State & Central bodies . 3. 18 Years' Experience of Managing corporate affairs for multiple enterprises. 4. Experience with Solar Energy , IT & Engineering Designis having experience in Carpet, Handicrafts and other related items business, more than three decades

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 29.07. 2024 at 09:00 A.M. and ends on 31.07.2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 25.07.2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 25.07.2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
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<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.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting 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.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their 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/loginor www.cdslindia.com and click on New System My easi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 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 link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<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. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL 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.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to workroc@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.



3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide registered your email id as per instruction given above in notes at point no.
2. In case shares are held in demat mode, please register your email id with your depository and generate password as per e-voting instructions given above.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Instructions

- i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- ii. Shri Ajay Jaiswal, Practicing Company Secretary (Membership No. FCS-5112 & CP No. 3684), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iii. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- iv. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.bbinvestor.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

By Order of the Board of Directors
For BANARAS BEADS LIMITED,

Place: VARANASI
Date : 28. 05. 2024

(R.K.SINGH)
Company Secretary
FCS No. 4071