



BSL/SEC/18

29th August, 2018

To,
Department of Corporate Services,
BSE Ltd.,
25th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai 400 001

To,
The Manager,
National Stock Exchange of India Ltd.
5th Floor, Exchange Plaza
Bandra (E), Mumbai-400 051

Scrip Code: 503722

Symbol" BANSWRAS"

Kind Attn: Corporate Relationship Department

Dear Sir/Madam,

Sub: Submission of Notice of 42nd Annual General Meeting of the company.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that the 42nd Annual General Meeting of Banswara Syntex Limited shall be held on Monday, 24th September, 2018 at 4.00 P.M. at Registered Office: Industrial Area, Dahod Road, Post Box No. 21, Banswara-327001 (Rajasthan), please find attached herewith a copy of the Notice convening of the 42nd Annual General Meeting of the Company.

Please take the same on record.

Thanking You,

Yours faithfully
For BANSWARA SYNTEX LIMITED

(H.P. KHARWAL)
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: As above.



BANSWARA SYNTEX LIMITED

CORPORATE OFFICE

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

Tel: +91 22 66336571-76 | Fax: +91 22 2306 4486

Email: info@banswarafabrics.com

REGISTERED OFFICE & MILLS

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

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

Email: info@banswarafabrics.com

An IS / ISO 9001: 2008 Company | CIN: 124302R1976PLC001684 | www.banswarasyntex.com

NOTICE OF 42nd ANNUAL GENERAL MEETING

NOTICE is hereby given that 42nd Annual General Meeting ("AGM") of the shareholders of Banswara Syntex Limited will be held on Monday, the 24th day of September, 2018 at 4.00 P.M. at its Registered Office at Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327001 (Rajasthan) to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon, and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and Auditors' report thereon.
2. To declare final dividend on Equity Share for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Shri Rakesh Mehra, Whole Time Director (DIN: 00467321), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

4. To ratify the payment of Remuneration to the Cost Auditors for the Financial Year 2018-19.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the payment of the remuneration of ₹ 2,00,000/- (Rupees Two Lakhs only) plus GST and reimbursement of actual out of pocket expenses to M/s. K.G. Goyal & Co., Cost Accountants (Firm Registration No.000017) who were appointed by the Board of Directors of the Company, as "Cost Auditors" to conduct the audit of the cost records maintained by the Company for Financial Year ending on 31st March, 2019, be and is hereby ratified.

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

5. Re-appointment of Shri Kamal Kishore Kacholia (DIN: 00278897) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Shri Kamal Kishore Kacholia (DIN: 00278897), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for further second term of 5 (five) years with effect from 1st April, 2019 to 31st March, 2024.

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

6. Re-appointment of Shri P. Kumar (DIN: 00179074) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Shri P. Kumar (DIN:00179074), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible for re-appointment, be and is hereby re-appointed

as an Independent Director of the Company to hold office for further term of 5 (five) years with effect from 1st April, 2019 to 31st March, 2024.

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

7. Re-appointment of Shri D. P. Garg (DIN: 00003068) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Shri D. P. Garg (DIN: 00003068) Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for further term of 5 (five) years with effect from 1st April, 2019 to 31st March, 2024.

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

8. Re-appointment of Shri Vijay Mehta (DIN: 00057151) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s)

thereto or re-enactment(s) thereof for the time being in force), Shri Vijay Mehta (DIN: 00057151), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for further term of 5 (five) years with effect from 1st April, 2019 to 31st March, 2024.

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

9. Re-appointment of Dr. S. B. Agarwal (DIN: 00524452) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Dr. S. B. Agarwal (DIN: 00524452), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for further term of 5 (five) years with effect from 1st April, 2019 to 31st March, 2024.

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

10. Re-appointment of Shri Vijay Kumar Agarwal (DIN: 00108710) as an Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Shri Vijay Kumar Agarwal (DIN: 00108710), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for further term of 5 (five) years with effect from 1st April, 2019 to 31st March, 2024.

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

By order of the Board

Sd/-

(H.P. KHARWAL)

COMPANY SECRETARY

Place: Mumbai

Dated: 13th August, 2018

Registered Office

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

NOTES:

1. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the ensuing Annual General Meeting (Hereinafter referred to as “MEETING”/ “AGM”) is appended hereto. The relevant details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) is annexed herewith.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM (IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, FILLED, SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Corporate Members intending to send their authorized representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. A copy of Audited Financial Statements (standalone and consolidated) for the year ended 31st March, 2018 together with the Board’s and Auditor’s Report thereon are enclosed herewith and Members are requested to bring their copies of the Annual Report to the Meeting.
5. Members/ Proxies/ Authorize representatives attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the Meeting’s venue.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
7. The Register of Members and Shares Transfer Books of the Company shall remain closed from 18th September, 2018 to 24th September, 2018 (both days inclusive) in connection with the payment of dividend for the financial year 2017-18.

8. Members holding shares in physical form can avail the nomination facility as permitted under Section 72 of the Companies Act, 2013 by filing Form No. SH-13, if a member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Members holding shares in physical form are requested to obtain the nomination forms from the Company's Registrar and Share Transfer Agents. Members holding shares in electronic form may obtain the nomination forms from their respective depository participants. Both the forms are also available on the website of the Company at www.banswarasyntex.com under 'Investors' section.
9. Members are requested to address all their correspondence including demat applications, request for share transfers, intimation of change of address and other correspondence to the Company's Registrar and Share Transfer Agent "RTA": -
Computech Sharecap Limited,
 147, Mahatama Gandhi Road, Fort,
 Mumbai – 400001 (Maharashtra),
 Phone: +91 22 22635000/01 Fax: +91 22 22635005
 E-mail: helpdesk@computechsharecap.in;
 Website: www.computechsharecap.com
 Members are requested to quote their Regd. Folio Number / DP and Client ID Nos. in all their correspondence with the Company or its RTA.
10. Non-Resident Indian Members are requested to inform RTA of the Company in case of any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch name, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account Details by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN and Bank Account Details to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN and Bank Account details to the Company's RTA.
12. Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to RTA, for consolidation into single folio and further requested to dematerialize their physical holdings.
13. To support the "Green initiative" and pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail address either with the Company or with the Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2017-18 are being sent in the permitted mode. The Annual Report for the Financial Year 2017-18 alongwith AGM Notice is available at the website of the Company at www.banswarasyntex.com under 'Financials' Section.
14. The Securities and Exchange Board of India (SEBI), has mandated that - "except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository, vide its notification no. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018
 Accordingly, the members are requested to note that request for transfer of shares held in physical form will not be processed w.e.f. 5th December, 2018 and it shall be mandatory to demat the securities for getting the shares transferred.
 View of above context having regard to the difficulties experienced by the shareholder in disposing of the shares held in physical form and to mitigate hardship caused to them, the company is providing KYC Form for furnishing PAN and Bank details and procedure for mandatory dematerialization under notification as above mention.
15. Payment of dividend, upon declaration by the shareholders at the forthcoming Annual General Meeting, will be made within 30 days of the date of declaration i.e. 24th September, 2018 as under:-
- To all those beneficial owner holding shares in electronics form, as per the beneficial ownership data as may be made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Limited (CDSL) as on 17th September, 2018.
 - To all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company, before the closing hours on 17th September, 2018.

16. Members holding shares in physical form are advised to furnish, on or before 17th September, 2018 particulars of their bank account, if changed, to the Company to incorporate the same in the dividend warrants. In case of payments to the shareholders holding shares in dematerialized form, particulars of bank account registered with their depository participants will be considered by the Company to incorporate the same in the dividend warrants.
17. The Company has declared dividends for the Financial Years 2009-10 to 2016-17. It has also declared interim dividends for the Financial years 2009-10 and 2010-11. The shareholders who have, so far, not encashed the dividend warrants for the year 2011-12 to 2016-17, are hereby informed to encash their dividend warrants by surrendering the same, in original, to the Company and getting demand drafts issued in lieu thereof/ get the same credited in their account by NEFT.

As per the provisions of the Companies Act, 1956 and 2013 respectively, the unpaid dividend after the expiry of seven years from the date of declaration will be transferred to Investors' Education and Protection Fund (IEPF).

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

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules
18. National Automated Clearing House (NACH): To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided NACH facility to the members for the remittance of dividend. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agents Computech Sharecap Limited in the form being forwarded with the Annual Report.
19. The documents referred to in the proposed resolutions are available for inspection by members at the Registered Office of the Company during working hours between 10.00 A.M. and 1.00 P.M. except on holidays up to the date of this AGM.
20. Queries, if any, on accounts and operations may please be sent to the Company at least 7 days in advance of the Annual General Meeting so that the answers can be made available at the meeting.
21. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
22. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on 17th September, 2018.
23. CS Manoj Maheshwari, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting and polling process to be carried out at this AGM in a fair and transparent manner.
24. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (As Amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, "SEBI (LODR)" the Company is also offering remote e-voting facility to the Members to enable them to cast their votes electronically at the 42nd Annual General Meeting (AGM) from a place other than the venue of the AGM. Please note that remote e-voting is optional and not mandatory. The facility for voting through polling paper shall be made available at the AGM & members who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM. Shareholders who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
25. The Scrutinizer, after scrutinizing the votes cast at the meeting through polling paper and remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company, www.banswarasyntex.com and on the website of CDSL, www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

26. E-voting Facility.

The business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).

If you are holding shares in Demat form and had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any Company, then your existing login id and password are to be used.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 9:00 A.M. on 20th September, 2018 and ends at 5:00 P.M. on 23rd September, 2018. 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. 17th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The share holders should logon to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

- viii) If you are a first time user, follow the steps given below

	For Members holding shares in Demat Form and Physical Form
PAN *	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the code NPBSL alongwith the 5 digits of the sequence number mentioned on the attendance slip.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company, please enter the member ID / Folio No. in the Dividend Bank details field as mentioned in instruction (v).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for Banswara Syntex Ltd. on which you choose to vote.

- xiii) 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.
 - xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - xv) 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.
 - xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - xviii) 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.
 - xix) Note for Non – Individual Shareholders and Custodians Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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.
- In case of members receiving the physical copy:**
- (a) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
 - (b) The voting period begins at 9:00 A.M. on 20th September, 2018 and ends at 5:00 P.M. on 23rd September, 2018. 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. 17th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
27. The facility for voting through polling paper shall be made available at the AGM & members who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM.
 28. The route map showing the direction to reach the venue of AGM is attached at the end of the Notice of AGM.
 29. The Company has designated two exclusive email IDs viz hpkharwal@banswarasyntex.com and helpdesk@computechsharecap.in to enable investors to register their complaints/ queries, if any.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s K.G. Goyal & Co., (Registration No. 000017), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019.

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

Accordingly, consent of the members is sought, by passing an Ordinary Resolution as set out in Item No. 4 of the Notice, for ratification of the remuneration of ₹ 2,00,000/- plus GST and reimbursement of out of pocket expenses at actuals payable to the Cost Auditor for the financial year ending 31st March, 2019.

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

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

Item no. 5 to 10

Shri Kamal Kishore Kacholia (DIN:00278897), Shri P. Kumar (DIN:00179074), Shri D. P. Garg (DIN: 00003068), Shri Vijay Mehta (DIN: 00057151), Dr. S. B. Agarwal (DIN:00524452), and Shri Vijay Kumar Agarwal (DIN:00108710), were appointed as Independent Directors on the Board, pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, by the Members of the Company in the 38th AGM held on 22nd September, 2014.

They will hold office as an Independent Directors of the Company for a period of five consecutive years, upto 31st March, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Board, on the basis of methodology for effective evaluation of performance and recommendation of the Nomination and Remuneration Committee, consider their background and experience and contributions made by them, their continued association would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors for further term of 5 (five) consecutive years on the Board of the Company.

Accordingly, it is proposed to re-appoint Shri Kamal Kishore Kacholia, Shri P. Kumar, Shri D. P. Garg, Shri Vijay Mehta, Dr. S. B. Agarwal and Shri Vijay Kumar Agarwal as Independent Directors of the Company, not liable to retire by rotation and to hold office for further term of 5 (five) consecutive years on the Board of the Company with effect from 1st April, 2019 to 31st March, 2024, and accordingly they given their (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualifications of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 (as amended).

Since the proposed re-appointing Independent Director In the opinion of the Board fulfil the conditions for re-appointment as Independent Directors as specified in the Act and the "SEBI (LODR)" hence they are independent from the management.

Details of Directors whose re-appointment as Independent Directors are proposed at Item **No. 5 to 10** are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the "SEBI (LODR)" and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Shri Kamal Kishore Kacholia, Shri P. Kumar, Shri D. P. Garg, Shri Vijay Mehta Dr. S. B. Agarwal and Shri Vijay Kumar Agarwal are interested in the resolutions set out respectively at Item No. 5 to 10 of the Notice with regard to their respective re-appointments.

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

This statement may also be regarded as an appropriate disclosure under the Listing Regulations (as amended).

The Board recommends the Special Resolutions set out at Item No. 5 to 10 of the Notice for approval by the members.

DETAILS / PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE 42nd AGM AS PER REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2

		Independent Directors				Director Retiring by Rotation	
		Shri D. P. Gaig	Shri Vijay Mehta	Dr. S.B. Agarwal	Shri Vijay Kumar Agarwal	Shri Rakesh Mehta	
Name of the Director	Shri Kamal Kishore Kacholia	Shri P. Kumar	Shri D. P. Gaig	Shri Vijay Mehta	Dr. S.B. Agarwal	Shri Vijay Kumar Agarwal	Shri Rakesh Mehta
DIN	00278897	00179074	00003068	00057151	00524452	00108710	00467321
Date of Birth	01.02.1950	23.08.1957	24.12.1947	26.03.1953	12.07.1938	15.01.1950	19.11.1957
Date of Appointment	18.08.1980	31.07.2001	06.09.2003	18.08.1980	27.10.2004	27.10.2004	01.08.2007
Qualification (s)	He holds a degree in Chemical Engineering & Masters in Business Administration from western Reserve University, OHIO, USA	He holds a degree in Master of Arts, CWIB	He is graduate in Mech. Engineering from university of Delhi & has done Masters in Industrial Engineering from Illinois Institute of Technology, Chicago, USA	He hold degree in Bachelor of commerce and LLB.	He is M. Com, M.A. (Eco.) LL.B, FCA, Ph. D.	He is Engineer from VIT.	Fellow Member of Institute of Chartered Accountants of India
Relationships between the Directors inter-se	NIL	NIL	NIL	NIL	NIL	NIL	1. Shri R. L. Toshniwal Father-in-Law 2. Shri Ravindra Kumar Toshniwal-Brother-in-Law 3. Shri Shaleen Toshniwal Brother-in-Law
Experience & Nature of expertise in specific functional areas	He had been engaged with various R&D projects for US Army, Army, EPA, NASA etc.	Various project appraisal, financing, monitoring and recoveries during working in Banking sector.	He has expertise in Projects execution, implementation, monitoring and import and export trade.	He has expertise in Stock Market & Finance. Industry.	He has been a pioneer in the textile industry.	He has expertise in Projects relating to Engineering.	More than 30 Years Experience in textile Industries, Ex-Chairman of The Synthetic & Rayon Textile Export Promotion Council (SREPC), and Looking after the commercial and financial activities besides export sales of yarn and Automotive Fabric Business
Name of the Companies in which directorship held as on 31.03.2018	1. NTB International Pvt. Ltd. 2. NTB Bowsmith Irrigation Ltd. 3. Shaleen Syntex Limited 4. Banswara Syntex Limited	1. N.R. Agarwal Industries Ltd. 2. Banswara Syntex Limited	1. Garuda Cotex Shades Ltd. 2. Anika Shipping Agency Pvt. Ltd. 3. Banswara Syntex Limited	1. Meform Securities Ltd. 2. Meform Capital Markets Ltd. 3. Meform Commodity Brokers Ltd 4. Meform Infrastructure Projects Ltd. 5. Banswara Syntex Limited 6. IKMA Inflowy Pvt. Ltd	1. Meform Securities Ltd. 2. Meform Capital Markets Ltd. 3. Meform Commodity Brokers Ltd 4. Meform Infrastructure Projects Ltd. 5. Banswara Syntex Limited 6. IKMA Inflowy Pvt. Ltd.	1. Bavraj Creative Infrastructure Ltd. 2. Creative Garments Pvt.Ltd. 3. Creative Anti Corrosion Pvt. Ltd. 4. Apperal Media Pvt.Ltd. 5. GIntertrade Pvt. Ltd. 6. Creative Global Services Pvt. Ltd. 7. Syntex Garment Pvt. Ltd 8. Element Seven Garments & Textiles Pvt. Ltd. 9. Bavraj Bokadia Creative Developers India Pvt. Ltd. 10. Banswara Syntex Limited	1. Banswara Syntex Limited 2. Moontine Trading Co. Pvt. Ltd. 3. Excel Pack Pvt.Ltd. 4. TESCA Textile & Seat Components (India) Pvt. Ltd. (Formerly known as Treves Banswara Pvt. Ltd.)
Member of the Committee of Board of other companies	NIL	NR AGARWAL IND. LTD. :- 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee 4. Executive Committee	NIL	NIL	TECHNOCRAFT INDUSTRIES (INDIA) LTD. :- 1. Audit Committee 2. Nomination & Remuneration Committee	NIL	NIL
No. of Shares held in the Company	NIL	NIL	NIL	NIL	NIL	NIL	6,061
Remuneration sought to be paid/last drawn	only seeing fees is being provided	only seeing fees is being provided	only seeing fees is being provided	only seeing fees is being provided	only seeing fees is being provided	only seeing fees is being provided	Not Applicable
Terms and conditions of re-appointment*	Same as approved by the shareholders in the Annual General Meeting held on 22 nd September, 2014	Same as approved by the shareholders in the Annual General Meeting held on 22 nd September, 2014	Same as approved by the shareholders in the Annual General Meeting held on 22 nd September, 2014	Same as approved by the shareholders in the Annual General Meeting held on 22 nd September, 2014	Same as approved by the shareholders in the Annual General Meeting held on 22 nd September, 2014	Same as approved by the shareholders in the Annual General Meeting held on 22 nd September, 2014	Not Applicable
The number of Meetings of the Board attended during the year	4	4	4	4	4	4	Not Applicable
Chairmanship of Committees in other Boards	NIL	3 Committees NR AGARWAL IND. LTD. :- 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee	NIL	NIL	1 Committee TECHNOCRAFT INDUSTRIES (INDIA) LTD. :- Nomination & Remuneration Committee	NIL	Not Applicable

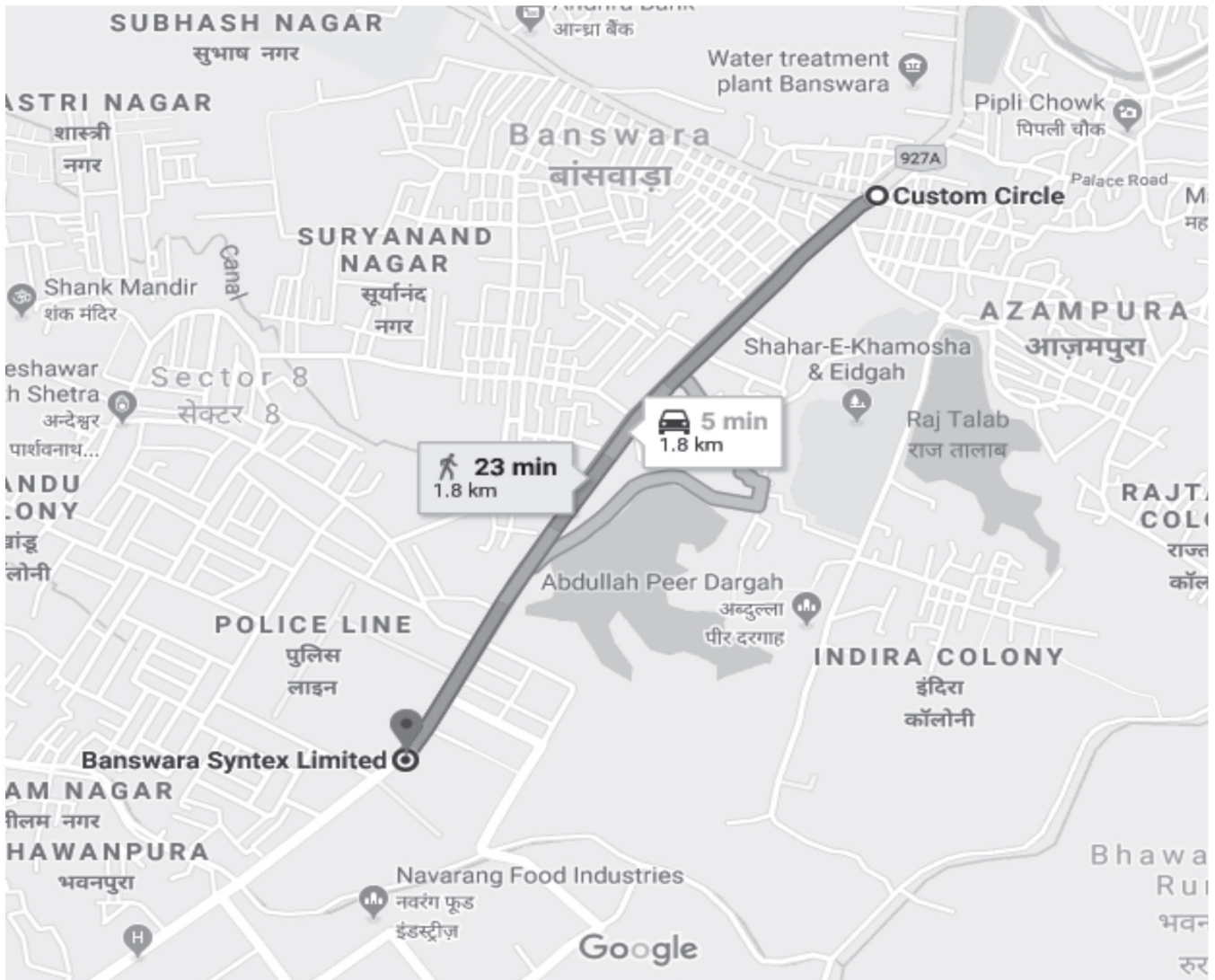
By order of the Board

Sd/-
(H.P. KHARWAL)
 COMPANY SECRETARY

Place: Mumbai
 Dated: 13th August, 2018
Registered Office
 Industrial Area, Dahod Road, Post Box No. 21, BANSWARA-327001 (Raj.)

ROUTE MAP TO THE AGM VENUE

Venue : Banswara Syntex Limited
 Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327001 (Rajasthan)
 Day, Date & Time: Monday, September 24, 2018 at 4:00 P.M.



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