



BSL/SEC/20

27<sup>th</sup> August, 2020

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

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

Scrip Code: 503722

Symbol" BANSWRAS"

**Sub: Notice of 44<sup>th</sup> Annual General Meeting, E-Voting and Book Closure**

Dear Sir/Madam,

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

1. The 44<sup>th</sup> Annual General Meeting (AGM) of the company will be held on Friday, 18<sup>th</sup> September, 2020 at 11.30 A.M. through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM').
2. The company has provided the facility to vote by electronic means (e-voting) on all resolutions as set out in notice of AGM to those members, who are holding shares either in physical or in electronic form as on the cut-off date i.e. 11<sup>th</sup> September, 2020.

The remote e-voting will commence at 9:00a.m. (IST) on Monday, 14<sup>th</sup> September, 2020 and end at 5:00 p.m. (IST) on Thursday, 17<sup>th</sup> September, 2020.

3. The Register of Members and the Share Transfer Books of the company will remain closed from Saturday, 12<sup>th</sup> September, 2020 to Friday, 18<sup>th</sup> September, 2020 for the purpose of AGM.

A copy of 44<sup>th</sup> AGM Notice 2019-20 is attached for your information and records.

Thanking You,

Yours Faithfully  
For BANSWARA SYNTEX LIMITED

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

Encl: As above.



**BANSWARA SYNTEX LIMITED**

**CORPORATE OFFICE**

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

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

Email : info@banswarafabrics.com

**REGISTERED OFFICE & MILLS**

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

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

Email : info@banswarafabrics.com

## NOTICE OF 44<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that 44<sup>th</sup> Annual General Meeting (AGM) of the shareholders of Banswara Syntex Limited will be held on Friday the 18<sup>th</sup> day of September, 2020 at 11.30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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 31<sup>st</sup> March, 2020 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 31<sup>st</sup> March, 2020 and Auditors' report thereon.
2. To confirm the payment of interim dividends of ₹ 1.50 per Equity Share for the financial year ended 31<sup>st</sup> March, 2020.
3. To appoint a Director in place of Shri Rakesh Mehra, Whole Time Director (DIN: 00467321), who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

4. To ratify the Remuneration to the Cost Auditors for the Financial Year 2020-21.

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 Lakh 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 31<sup>st</sup> March, 2021, be and is hereby ratified.

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

5. **To appoint Mr. David Vlerick as an Independent Director.**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions (if any) of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the company be and is hereby accorded for appointment of Mr. David Vlerick (DIN: 07679476), who was appointed as an Additional Director in the Board meeting held on 14<sup>th</sup> February, 2020 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and being eligible and in respect of whom a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, as an Independent Director of the Company, to hold office for 5 (five) consecutive years commencing from 14<sup>th</sup> February, 2020 and who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable to give effect to this resolution."

By order of the Board

Place: Banswara  
Dated: 12<sup>th</sup> August, 2020  
**Registered Office**  
Industrial Area, Dahod Road,  
Post Box No. 21,  
BANSWARA-327001 (Raj.)

**(H.P. KHARWAL)**  
COMPANY SECRETARY

**NOTES:**

1. In view of the global outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/ 2020 dated 8<sup>th</sup> April 2020, General Circular No. 17/ 2020 dated 13<sup>th</sup> April 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid-19” and General Circular No. 20/ 2020 dated 5<sup>th</sup> May 2020, in relation to “Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020, in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Covid-19 pandemic” (“SEBI Circular”) have permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue.
2. As per the provisions of Clause 3 A. II. of the General Circular No. 20/ 2020 dated 5<sup>th</sup> May, 2020, the matter of Special Business as appearing at Item Nos. 4 & 5 of the accompanying Notice, is considered to be unavoidable by the Board and hence, form part of this Notice.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM/Meeting”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA AND SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
4. Corporate/Institutional Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer/RTA by email through its registered email address at helpdesk@computechsharecap.in with a copy marked to helpdesk.evoting@cDSLindia.com.
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities.  
  
In view of above and having regard to the difficulties experienced by the shareholders in disposing of the shares held in physical form and to mitigate the hardships caused to them, the Company is providing to them KYC Form for furnishing PAN and Bank details and procedure for mandatory dematerialization under notification as mentioned above.
6. To support the “Green initiative” and pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail address either with the Company or with the Depository Participant(s) unless any member has requested for a hard copy of the same. The Annual Report for the Financial Year 2019-20 alongwith Notice for AGM is available at the website of the Company at www.banswarasyntax.com under ‘Financials’ Section.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and in case the shares are held by them in physical form intimate changes to  
  
**Computech Sharecap Limited, (RTA) :-**  
Address: 147, 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.
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 (RTA). Members holding shares in electronic form may obtain the nomination forms from their respective depository participants. Both the forms are also available on the website of the Company at [www.banswarasyntax.com](http://www.banswarasyntax.com) under 'Investors' section.
  9. Members who hold shares in the physical form in multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate(s) to RTA, for consolidation into single folio and are further requested to dematerialize their physical holdings.
  10. 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.
  11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the company at least 7 days in advance of the Annual General Meeting. The same will be replied by the company suitably.
  12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.banswarasyntax.com](http://www.banswarasyntax.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL <https://www.cdslindia.com>.
  13. The Register of Members and Shares Transfer Books of the Company shall remain closed from 12<sup>th</sup> September, 2020 to 18<sup>th</sup> September, 2020 (both days inclusive).
  14. 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.
  15. 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.
  16. The shareholders who have, so far, not encashed the dividend warrants for the year 2012-13 to 2018-19, 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](http://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
  17. National Automated Clearing House (NACH): To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided NACH facility to the members for the

remittance of dividend. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's RTA viz. Computech Sharecap Limited in the form being forwarded with the Annual Report.

18. The Members desiring inspection of the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 during AGM and the relevant documents refer to in the Notice of AGM, may send their request in writing at Company's e-mail ID, [secretarial@banswarasyntex.com](mailto:secretarial@banswarasyntex.com)
19. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on 11<sup>th</sup> September, 2020.
20. CS Manoj Maheshwari, FCS 3355 Practising Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting process to be carried out at this AGM in a fair and transparent manner.
21. The Scrutinizer, after scrutinizing the votes cast at the meeting through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a Scrutinizer's Report and submit the same to the Chairman. The results declared along with the scrutinizer's report shall be posted on the website of the Company, [www.banswarasyntex.com](http://www.banswarasyntex.com) and on the website of CDSL, [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.

#### **Instruction for Remote e-voting and e-voting during AGM**

22. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08<sup>th</sup>, 2020, April 13<sup>th</sup>, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through

electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

23. The Members can join the AGM in the VC/OAVM mode, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
24. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
25. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
26. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.banswarasyntex.com](http://www.banswarasyntex.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
27. **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](http://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 from 9:00 A.M. on 14<sup>th</sup> September, 2020 and ends at 5:00 P.M. on 17<sup>th</sup> September, 2020. 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. 11<sup>th</sup> September, 2020, 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 shareholders should logon to the e-voting website [www.evotingindia.com](http://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](http://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

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN *</b>	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"> <li>• 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.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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 to choose Banswara Syntex Ltd. 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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- A. For Physical members- please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at [secretarial@banswarasyntex.com](mailto:secretarial@banswarasyntex.com) / RTA at [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in).
- B. For Demat members -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company’s email id at [secretarial@banswarasyntex.com](mailto:secretarial@banswarasyntex.com) / RTA’s email id at [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in).

**INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under members/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in member/members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number,

- email id, mobile number at (company email id). The members who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's e-mail ID at [secretarial@banswarasyntex.com](mailto:secretarial@banswarasyntex.com). These queries will be replied to by the company suitably by email.
6. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**
1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  2. Only those members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  3. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
  4. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.



## 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 31<sup>st</sup> March, 2021.

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 actual out of pocket expenses payable to the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2021.

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

Mr. David Vlerick (DIN: 07679476), was appointed as an Additional Director of the Company w.e.f. 14<sup>th</sup> February, 2020 by the Board of Directors, as recommended by Nomination and Remuneration Committee, pursuant to the provisions of Section 161(1) of Companies Act, 2013 and the Articles of Association of the Company. In terms of the provisions of Section 161(1) of the Act, Mr. David Vlerick would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of

Mr. David Vlerick for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. David Vlerick that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. He possesses requisite skills, experience and knowledge. In the opinion of the Board, he fulfills the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. A brief resume of Mr. David Vlerick, and the other details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015, is annexed with Notice of the AGM. Copy of the draft letter of appointment of Mr. David Vlerick as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except, Mr. David Vlerick, being the appointee himself, none of the other Directors/ Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

By order of the Board

Place: Banswara  
Dated: 12<sup>th</sup> August, 2020  
**Registered Office**  
Industrial Area, Dahod Road,  
Post Box No. 21,  
BANSWARA-327001 (Raj.)

**(H.P. KHARWAL)**  
COMPANY SECRETARY

**DETAILS / PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 44<sup>th</sup> AGM AS PER REGULATION 36(3) OF SEBI'S LISTING REGULATIONS AND SECRETARIAL STANDARD-2**

<b>Position/Post</b>	<b>Re-Appointment/ Director Retiring by Rotation</b>	<b>Re-Appointment</b>
<b>Name of the Director</b>	<b>Shri Rakesh Mehra</b>	<b>Mr. David Vlerick</b>
<b>DIN</b>	00467321	07679476
<b>Date of Birth</b>	19.11.1957	27.12.1983
<b>Date of Appointment</b>	23.04.1986	14.2.2020
<b>Qualification (s)</b>	Fellow Member of Institute of Chartered Accountants of India.	Masters Degrees in Law, General Management and Human Resources. Also the CFA and CAIA.
<b>Relationships between the Directors inter- se</b>	1. Shri Ravindra Kumar Toshniwal - Brother-in-Law 2. Shri Shaleen Toshniwal – Brother-in-law	Not Applicable
<b>Nature of expertise in specific functional areas</b>	Over 34 years of experience in the Textile Industry. He has been Chairman of The Synthetic & Rayon Textiles Export Promotion Council (SRTEPC) for two terms. Presently, he is Convener of the MMF Textiles Sub Committee of Confederation of Indian Textile Industry (CITI) and President of Indian Spinners' Association (ISA).	He worked in Finance throughout his career, both in M&A (notably at UBS) as well as in Private Equity (notably at 3i). From 2015, he acts as an Investment Officer in Vlerick Group and also Board Member in number of core industrial portfolio companies.
<b>Name(s) of the Companies in which directorship held as on 31.03.2020</b>	1. Banswara Syntax Limited 2. Moonfine Trading Co. Pvt. Ltd. 3. Excel Pack Pvt. Ltd. 4. TESCA Textile & Seat Components (India) Pvt. Ltd.	1. Banswara Syntax Limited 2. Raymond UCO Denim Private Limited 3. Point NV 4. Midelco NV. 5. Native Dancer BVBA 6. UCO NV 7. Halco Doctors Ltd 8. Dacadoo AG All Foreign Companies
<b>Membership / Chairmanship of the Committees of Boards of other companies</b>	NIL	NIL
<b>No. of Shares held in the Company</b>	6061	NIL
<b>Remuneration Sought to be paid/last drawn</b>	Not Applicable	Not Applicable
<b>Terms &amp; Conditions of reappointment</b>	Not Applicable	Not Applicable
<b>The number of meetings of the Board attended during the year(2019-20)</b>	4	1